

**BYLAWS**  
**OF**  
**THE**  
**NATIONAL COLLEGIATE TABLE**  
**TENNIS ASSOCIATION**

**ARTICLE I**

**OFFICES**

**Section 1. Principal Office.**

The principal office of the Association shall be within the State of Florida or wherever the President resides.

**Section 2. Other Offices.**

The Association may also have offices at such other places both within and without the State of Florida as the board of directors may from time to time determine or the activities of the Association may require.

**ARTICLE II**

**PURPOSES**

The purposes for which the **National Collegiate Table Tennis Association** is formed are as follows:

- a) To develop a strong collegiate program by developing a community grassroots programs, scholarship programs, competitive play, and true integrity with each college and community.
- b) To promote the growth and development of instructional, recreational and competitive table tennis programs in institutions of higher learning in accordance with the constitution, standards and regulations of USA Table Tennis (USATT) and NCTTA.

- c) To create interest in and provide educational aids and opportunities for improving college table tennis programs.
- d) To provide leadership experiences for students and faculty in conducting tournaments and programs in collegiate table tennis.
- e) To develop competitive experiences for college table tennis players to participate in progressively more challenging and demanding competition commensurate with their ability by:
  - i. Establishing and conducting, in coordination with USA Table Tennis, local, state, regional and national level college Table Tennis Championships
  - ii. Preparing college Table Tennis players to better participate and represent their country, their sport and themselves in international competition such as the Olympics, Pan American Games and World Championships.

## **ARTICLE III**

### **BOARD OF DIRECTORS**

#### **Section 1. Power of Board**

The Association shall be managed by its Board of Directors. The Board of Directors is responsible for overall policy and direction of the organization and may delegate responsibility for day-to-day operations to the organization's staff and/or committees.

The Board of Directors shall be responsible in general to carry out the purposes of the NCTTA and the duties of their office and specifically to:

- a) Carry out the governance of the NCTTA during the year
- b) Take action on proposals submitted to the Board of Directors
- c) Submit written annual reports
- d) Develop and/or confirm major goals, direction and plan of action for the NCTTA in the coming year.
- e) Approve revisions to the NCTTA bylaws and cause said changes to be distributed to all members.
- f) Review the effectiveness of each officer and upon due cause be authorized to request a letter of resignation and removal from office.
- g) Serve as the Jury of Appeals where committee members cannot make a decision.

## **Section 2. Number, Term of Office and Composition:**

- a) The Board of Directors shall be comprised of the following voting officers: President, Vice President, Treasurer, Human Resources Coordinator, Vice President External Affairs, Athlete Representative, and League Director Representative.
- b) Each Director shall have one vote.
- c) All Directors shall serve two year terms and are eligible for re-election. Each Director shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified or until his or her death, resignation, or removal, whichever comes earlier.
- d) The President, Human Resources Coordinator, and League Director Representative shall serve terms starting on July 1<sup>st</sup> of odd numbered years. All other directors shall serve terms starting on July 1<sup>st</sup> of even numbered years.
- e) No individual can hold more than 1 position on the Board simultaneously

## **Section 3. Qualification of Directors.**

Members of the Board of Directors must meet the following qualifications:

- a) Each director shall be at least eighteen years of age.
- b) Each director shall have NCTTA management experience, demonstrated by at least one of the following:
  - i. Previously served on the NCTTA Board of Directors
  - ii. Served as an NCTTA Division or Regional Director
  - iii. Served on an NCTTA Committee as either a chair or committee member
  - iv. Previous management or board experience as recognized by the NCTTA Nominations Committee.
  - v. *All candidates must be approved by Nomination committee prior to running for an NCTTA Board of Director position*
- c) Each director shall (i) have the highest personal and professional integrity, (ii) demonstrate exceptional ability and judgment, and (iii) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of NCTTA.

## **Section 4. Organization.**

At each meeting of the Board of Directors, the President, or, in the absence of the President, a Vice President, shall preside, or in the absence of either of such officers, a chairman, chosen by a majority of the Directors present, shall preside. The President shall appoint one of the officers present at the meeting to record the minutes.

The NCTTA shall not discriminate on the basis of age, color, disability, gender, national origin, race, religion, creed or sexual orientation. It is the policy of the NCTTA to refrain from discrimination into its governance policies, programs and activities based on the above.

## **Section 5. Conduct of Business**

- a) Communication
  - i. The majority of NCTTA communication, discussion, and business are conducted electronically through email.
  - ii. The President shall lead e-communication.
  - iii. All Executive Board members are responsible for being aware of all information discussed through e-mail and other internal NCTTA message boards or communication systems and are expected to comment on a regular basis.
  - iv. All Executive Board members must use their NCTTA email account when communicating with anyone outside of the board.
  
- b) Conducting votes on executive issues (format rules, constitution amendments, Championship hosting)
  - i. Each executive board member has one vote.
  - ii. Abstentions will not count either for or against the issue being voted upon.
  - iii. Votes must be sent to both the President and the Vice President to ensure fairness.
  - iv. An issue is passed by majority votes that count as either “yes,” or “no.” In the case of the number of abstention votes being greater than that of either “yes” or “no,” that motion will be voted upon in a future date.
  - v. All executives must vote for “yes,” “no,” or “abstain.” If less than half of the executives cast one of the above votes, then the voting deadline shall be extended until more than half of the executives have cast their votes.
  
- c) Meetings will be held according to Robert’s rules of order and subject to the following:
  - i. Any member of the executive board can introduce a motion.

- ii. All motions require at least **5 business days** excluding national holidays before the voting deadline expires, unless specifically designated by circumstances that are time sensitive where as little as 24 hours could be required.
- iii. All votes (“yes,” “no,” or “abstain”) for online motions shall be sent via email to the person who posed the motion, to the president and to the vice president, or via online forums. All three shall then cross check the votes and reveal the tally within 48 hours of the voting deadlines.
- iv. Minutes of any meeting of the Board of Directors must be approved by a majority vote of the Directors 24 hours prior to the start of the next time the Board meets.

## **Section 6. Resignations, Terminations, Absences and Vacancies**

- a) Resignation from the Board must be in writing and received by the President or to the Vice President. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.
- b) A Board member can be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year. A Board member is also expected to check NCTTA email regularly and contribute to online discussions.
- c) Any or all of the Directors may be removed for cause by unanimous vote of all the other Directors on the board.
  - A director being considered for removal from the board should receive notice and have at least 7 days to provide a verbal or written statement providing relevant information prior to the board vote.
- d) In the event a Board position becomes vacant, the president will appoint a replacement, with approval of 2/3 of the remainder of the Board. When a vacancy on the Board exists and it is the president, the vice president will appoint someone interim with 2/3 approval of the Board.

## **Section 7. Action by the Board of Directors.**

- a) Except as otherwise provided by law or in these bylaws, an act of the Board of Directors means action at a meeting of the Board by vote of a majority of the Directors present at the time of the vote, if a quorum (as defined in Section 12 of this Article III) is present at such time.
- b) Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **Section 8. Place of Meeting.**

The Board of Directors may hold its meetings online with multimedia software utilizing phone and instant message conversation or at such place or places that the Board of Directors determine.

## **Section 9. Annual Meetings.**

The Board shall meet in person at least once a year. Board meetings are open to Division Directors, Regional Directors, Committee Chairs and invited guests as circumstances arise.

## **Section 10. Regular Meetings.**

The NCTTA Board will meet at least once a month online or via teleconference or as frequently as the board determines necessary. Board members are required to participate in these meetings. An executive board member is expected to vote in 75 percent of the motions put forth or else have his/her voting privilege suspended and voting will come into place for his/her removal.

## **Section 11. Special Meetings.**

Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent to each Board member via email 24 hrs in advance if possible and shall state the purposes, time and place of the meeting. If notice is given orally, in person or by telephone, it shall be given not less than one day before the meeting.

## **Section 12. Quorum.**

- a) A quorum will exist by a majority of the Board members being present before business can be transacted or motions made or passed.
- b) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

## **Section 13. Compensation.**

Directors and officers shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performances of their duties. Non board members can receive compensation for their services to the organization, as the board sees fit.

## **Section 14. Selection of NCTTA Board.**

Selection of members for the NCTTA Board of Directors with the exception of League Director Representative will occur via elections governed by the following procedures:

- a) Voting shall be conducted electronically via email and sent to the Election Committee for counting.
- b) Those interested for a position on the NCTTA Board are permitted to submit a 1 page election statement prior to the election.
- c) Elections must be completed by June 30 of that year, with newly elected officers in place by July 1<sup>st</sup>.
- d) Each NCTTA full or transitional member school is allowed one vote. Each member school's table tennis club president or table tennis program director has the authority to vote on behalf of the school.
- e) Should a candidate be unopposed, that candidate shall be automatically elected.
- f) A vote is described as a vote for a particular candidate or "abstain". In the event on a single person is running for a position a vote is either "yes" to confirm, "no," or "abstain."
- g) Any member is elected if he/she wins a majority of the votes, or majority of the "yes" votes if the only candidate.
- h) If more than two candidates are running for a position and none wins a majority of votes, then the person with the fewest votes is dropped from the ballot and the votes are recast.

#### **Section 15. Selection of League Director Representative.**

Selection of the League Director Representative will follow the procedures outlined in Section 14 with the following amendments:

- a) The League Director Representative will be elected by the NCTTA Division and Regional Directors rather than by individual member schools.
- b) Each Division and Regional Director shall have one vote.
- c) Should a candidate be unopposed, that candidate shall be automatically elected.

## **ARTICLE IV**

### **COMMITTEES**

#### **Section 1. Ad Hoc Committee**

In the event of absence of a majority within the board of directors an ad hoc committee will be structured to continue business of the day for the organization. This committee shall not have authority over:

- a) The filling of vacancies in the Board or in any committee.
- b) The determination of *reimbursement of expenses* of the directors for serving on the Board or on any committee.
- c) The amendment or repeal of the bylaws, or the adoption of new bylaws.
- d) The amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable.

## **Section 2. Special Committees.**

The Board of Directors may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee by Section 1 of this Article IV.

## **Section 3. Meetings.**

Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the President of the association or the chairman of the committee or by vote of a majority of all of the members of the committee.

## **Section 4. Quorum and Manner of Acting.**

Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee.

The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board of Directors.

## **Section 5. Tenure of Members of Committees.**

Each committee member shall be appointed by the Board of Directors. The term for each committee member, except for members of the Executive Committee and Ad Hoc Committees, shall conclude on July 31st of every even-numbered year. A committee member may resign at any time by giving notice to the Board.



Committee members may be removed with or without cause upon the affirmative vote of at least two-thirds (2/3) of the Full Board.

**Section 6. Alternate Members.**

The Board of Directors may designate one or more directors as alternate members of the Executive Committee or of any standing committee of the Board, who may replace any absent member or members at any meeting of such committee.

## **ARTICLE V**

### **OFFICERS**

**Section 1. Number.**

The board of directors shall be comprised of the following voting officers: President, Vice President, Treasurer, Human Resources Coordinator, Vice President External Affairs, Athlete Representative, and League Director Representative.

All executive voting board positions shall meet requirements for position of having once served on the NCTTA board, been division director, Regional director or appropriate other experience.

**Section 2. Additional Officers.**

Additional officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine.

**Section 3. President.**

The President shall preside at all meetings of the Board of Directors at which the President is present. The President shall act as the chief executive officer of the association and shall supervise generally the management of the affairs of the association subject only to the supervision of the Board. The President shall also perform such other duties as may be assigned from time to time by the Board.

The President also:

- a) Oversees all NCTTA finances and operations, including the planning and preparation of NCTTA Championships along with the championship committee and designated technical director (s).
- b) Represents NCTTA to any other party or organization.
- c) Presides over all meetings and leads the e-communication.
- d) Handles sponsorship issues with the assistance of the Vice President and Treasurer.
- e) Sends congratulatory letters to the divisional winners and, with the help of the Treasurer, assist those teams in obtaining institutional funding.
- f) Will ensure all legal documents are signed and collected appropriately.
- g) Will generate a newsletter to update the NCTTA populace online
- h) May call a special executive session into being to resolve any pressing NCTTA concerns or issues. Special Executive session members are all non-division director positions and any ex officio members invited in by President

The President shall:

- i) Have general active management of the business of the Association;
- j) Ensure the effective action of the board in governing and supporting the organization, and oversees the board affairs;
- k) Develop agendas for meetings in concert with the Vice President;
- l) See that orders and resolutions of the board are carried into effect;
- m) Sign and deliver in the name of the Association deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Association, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles or bylaws or by the board to another officer or agent of the Association;
- n) Maintain records of and, when necessary, certify proceedings of the board and the members; and,
- o) Perform other duties prescribed by the board.
- p) Recommends to the board which committees are to be established.
- q) Seeks volunteers for these committees and coordinates individual board members assignments.
- r) Make sure each committee has a chairperson and stays in touch with them to be sure their work is carried out; identifies committee recommendations that should be presented to the full board.
- s) Determine whether executive committee meetings are necessary and convenes the committee accordingly.
- t) Board Affairs: Ensures that board matters are handled properly, including preparation of pre-meeting materials, committee functioning, and recruitment and orientation of new board members

#### **Section 4. Treasurer.**

The Treasurer shall keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of and to the credit of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors:

- a) Keeps track of membership dues and sets deadlines for submission.
- b) Performs all functions for the organization in its application to and compliance with the tax-exempt status.
- c) Generates the appropriate receipts for donations and dues.
- d) Must sign all checks/vouchers for the organization.
- e) Assists the Championships participating teams in obtaining funding from their institutions.
- f) Manages the board's review of, and action related to, the board's financial responsibilities. May work directly with the bookkeeper or other staff in developing and implementing financial procedures and systems.
- g) Reports: Ensures that appropriate financial reports are made available to the board. Regular reports to board on key financial events, trends, concerns, and assessment of fiscal health.
- h) Finance Committee: Chairs the Finance Committee and prepares agendas for meetings, including a year-long calendar of issues.
- i) Auditor: Recommends to the board whether the organization should have an audit. If so, selects and meets annually with the auditor in conjunction with the Finance and/or Audit Committees.
- j) Cash Management and Investments: Ensures, through the Finance Committee, sound management and maximization of cash and investments.

The treasurer shall also:

- k) Keep accurate financial records for the Association;
- l) Deposit money, drafts, and checks in the name of and to the credit of the Association in the banks and depositories designated by the board;
- m) Endorse for deposit notes, checks, and drafts received by the Association as ordered by the board, making proper vouchers for the deposit;
- n) Disburse corporate funds and issue checks and drafts in the name of the Association as ordered by the board;
- o) Upon request, provide the president and the board an account of transactions by the treasurer and of the financial condition of the

- Association; and,
- p) Perform other duties prescribed by the board

### **Section 5. Vice President.**

- a) Will update all NCTTA documents to reflect any changes in our league.
- b) Assists the President with any sponsorship related concerns
- c) Acts as the president/chair in his or her absence; assists the president/chair on any specified duties.
- d) Frequently assigned to a special area of responsibility, such as membership, media, annual dinner, facility, fundraising, or personnel and the Championship bidding
- e) Community: Speaks to the media and the community on behalf of the organization represents the agency in the community.

### **Section 6. Human Resources Coordinator.**

The Human Resources coordinator shall sit on the Board of Directors and shall be primarily responsible for activities related to staff and volunteers. In addition, the Human Resources coordinator shall also be responsible for alumni affairs. Specifically, the Human Resources coordinator will:

- a) Pro-actively anticipate volunteer and staff requirements to devise an appropriate recruiting strategy, and supervise volunteer recruitment (including division directors, regional directors, committee members, task force members, etc.).
- b) Work towards fostering high retention amongst volunteers and staff, providing support and mentoring as needed. Also, design appropriate staff and volunteer benefits and other appreciation measures.
- c) Help draft and maintain up-to-date job descriptions, and help coordinate elections when applicable.
- d) Lead alumni development efforts.
- e) Supervise or take a key role in staff and volunteer review and evaluation procedures.
- f) Design and help provide adequate training for new people joining NCTTA.
- g) Deal with administrative procedures with respect to staff and volunteers such as securing ethical contracts and “on-boarding” new people.

As a member of the board, the HR coordinator will also be expected to participate regularly in board discussions, e-mail threads, and governance including recommending and voting on motions. In additions, the HR coordinator is expected to chair and lead the alumni development committee.

## **Section 7. Vice President External Affairs**

- a) Shall oversee all public relations activities and advocate on NCTTA's behalf
- b) Represents NCTTA and coordinates NCTTA involvement with outside organizations
- c) Works with the NCTTA Marketing committee to create a marketing strategy
- d) Facilitate positive relationships with associated sporting organizations, such as the national or international governing body, that align with the organization's missions and values

## **Section 8. League Director Representative**

- a) Represents all NCTTA Division Directors and Regional Directors at any and all Executive board meetings.
- b) Shall carry out duties in relation to representing the NCTTA Division Directors and Regional Directors concerns and issues.
- c) Time permitting will take votes and opinions from all Division Directors and Regional Directors on issues and motions; in all other scenarios will make vote in the best interests of them.
- d) Be familiar with NCTTA league play and rules.
- e) Provide training sessions for Regional and Division Directors once per semester.
- f) Oversees all Regional and Division Directors to ensure league runs smoothly. Provides prompt assistance, advice, solutions to Regional and Division Directors when problems arise.
- g) Facilitate special league-related projects as the need arises.

## **Section 9. Athlete Representative**

The Athlete Representative shall sit on the Board of Directors and serve as a representative for all college table tennis athletes. As the intermediary between athletes and the Board, this person should possess good communication skills (listening and speaking).

The Athlete Representative shall:

- a) Serve as the primary representative for college table tennis athletes on the Board at any and all Executive Board meetings
- b) Carry out duties in relation to representing college table tennis players concerns, issues, etc.
- c) Will take votes and opinions from college table tennis athletes on issues and motions (time permitting); in all other scenarios will make vote in the best interest of the athletes

- d) Participate regularly in board motions, hub discussions and emails
- e) Facilitate special projects related to college athletes
- f) Be a current or prior member of an NCTTA member school (includes alumni)

## **ARTICLE VI**

### **Committee Chairs.**

Committee Chairs may sit with the Board of Directors at NCTTA Board meetings, but do not get a vote. Committee chair positions can be filled by Board members or non-Board members. Each chair will direct a particular committee within NCTTA and report on committee activities to the Board of Directors.

Some traditional committees include: Ratings, Recruitment, Public Relations, Enrollment, Marketing, Championships, Ethics/Grievances, Website, Women, etc. Please look at NCTTA Website for a complete set of committees and their descriptions.

### **Division Directors.**

- a) They will NOT serve on the Executive board but have a representative named the League Director Representative, take their collective position on the board
- b) Are responsible for scheduling all meets among the schools in their divisions. They must also make every effort to accommodate scrimmages for the junior varsity teams and any interested prospective schools.
- c) Preside over each divisional meet and resolve any conflict in accordance with NCTTA regulations and rules.
- d) Should submit 2 paragraphs that focus on interesting storylines in each meet to the Public Relations Director.
- e) Act as their division's representatives to the League Director Representative
- f) Shall not allow delinquent schools to participate in the league.
- g) Shall be responsible for collecting all divisions' paperwork and fees to turn into central headquarters.
- h) Conduct non-executive votes in their divisions and then report the results to the League Director Representative
- i) **MUST CHECK NCTTA EMAIL FREQUENTLY.** One need not apply for a division director position if they are deficient in connecting to the internet and typing. Disciplinary action can follow.
- j) Must go through Mandatory Training in the Fall and Spring Semesters.

- k) Division Directors can only be directors of a geographical region (NCTTA Division) in which they reside.

### **Regional Directors.**

- a) Oversee and manage some NCTTA divisions with a certain amount of autonomy
- b) Stay in close communication with the Division Directors in their division to make sure things run smoothly in their region
- c) Plan and coordinate the Regional Championship for division winners in their region
- d) Help recruit new schools within their region to grow their region and college table tennis
- e) Are allocated an annual budget for use within their region and for their Regional Championship
- f) Attend at least half of NCTTA board meetings (online) throughout the year
- g) Must be a current or former Division Director with 2 years experience or demonstrate equivalent experience
- h) Have active NCTTA Division Director certification (can certify before starting as Regional Director, if necessary)

### **National Governing Body Representative**

A representative from the NGB's board of directors shall serve as an ex-officio director with no vote.

Representatives to other organizations will be selected by the Board of Directors.

### **Advisory Board.**

- a) The Board may appoint an Advisory Board to counsel the Board with respect to matters relating to governance, sponsorship, and funding.
- b) Election and Term of Office: The members of the Advisory Board shall be elected by the Board at any meeting of the Board and each shall serve at the approval of the Board. There will be an advisory board of three to five individuals age 18 or older.
- c) Removal of Members of the Advisory Board: Any member of the Advisory Board may be removed from office without assigning any cause, by a majority vote of the Board at any meeting of the Board.

## **ARTICLE VII**

## **CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS**

### **Section 1. Execution of Contracts.**

The Board of Directors, except as in these bylaws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Association to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these bylaws, no officers, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable financially in any amount for any purpose.

### **Section 2. Loans.**

No loans shall be contracted on behalf of the Association unless specifically authorized by the Board of Directors.

### **Section 3. Checks, Drafts, etc.**

All checks, drafts and other orders for the payment of money out of the funds of the Association, and all notes or other evidences of indebtedness of the Association, shall be signed on behalf of the Association in such manner as shall from time to time be determined by resolution of the Board of Directors.

### **Section 4. Deposits.**

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE VIII**

### **CONFLICT OF INTEREST**

#### **Section 1. Definition of Conflicts of Interest.**

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Association policies or actions which involve or could ultimately harm or benefit (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of



these individuals); or (c) any organization in which he or an immediate family member is a director or officer.

## **Section 2. Disclosure of Conflicts of Interest.**

A Director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. A board appointed individual of the Association shall distribute annually to all Directors and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Association and whether the process for approval set forth in Section 3 of this Article VIII was used.

## **Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest.**

A Director or officer who has or learns about a potential conflict of interest should disclose promptly to the board of the Association the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Association. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Association and the arrangements are consistent with the best interests of the Association. Fairness includes, but is not limited to, the concepts that the Association should pay no more than fair market value for any goods or services which the Association receives and that the Association should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Association.

## **Section 4. Validity of Actions.**

No contract or other transaction between the Association and one or more of its Directors or officers, or between the Association and any other Association, firm, association or other entity in which one or more of its corporate officers are directors or officers, or have a substantial financial interest, shall not be either void or voidable for this reason alone or by reason alone that such director or Directors or officer or officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's or officer's interest in such contract or transaction were disclosed to the Board of Directors and the transaction was approved by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officers. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director or officer should not be present at the meeting.

## **ARTICLE IX**

### **COMPENSATION**

#### **Section 1. Reasonable Compensation.**

It is the policy of the Association to pay no more than reasonable compensation for personal services rendered to the Association by officers and employees. The Directors of the Association shall not receive compensation for fulfilling their duties as Directors, although Directors may be reimbursed for actual out-of-pocket expenses which they incur in order to fulfill their duties as Directors. Expenses of spouses will not be reimbursed by the Association unless the expenses are necessary to achieve an Association purpose. Should the Board of Directors decide that a Chief Volunteer Officer is required, the board will decide on appropriate compensation.

#### **Section 2. Approval of Compensation.**

The Board of Directors must approve, in advance, the amount of all compensation for officers of the Association.

Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by the Association to the officer is reasonable in amount in light of the position, responsibility and qualification of the officer for the position held, including the result of an evaluation of the

officer's prior performance for the Association, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the Association to the individual in payment for services. At the time of the discussion and decision concerning an officer's compensation, the officer should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances.

The Board shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the evaluation and the basis for determining that the individual's compensation was reasonable in light of the evaluation and the comparability data.

## **ARTICLE X**

### **GENERAL**

#### **Section 1. Books and Records.**

There shall be kept at the office of the Association (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Directors and the Executive Committee, (3) a current list of the Directors and officers of the Association and their residence addresses, (4) a copy of these bylaws, (5) a copy of the Association's application for recognition of exemption with the Internal Revenue Service, and (6) copies of the past three years information returns to the Internal Revenue Service.

#### **Section 2. Interested Directors and Officers.**

No contract or other transaction between the Association and one or more of its directors or officers, or between the Association and any other Association, firm, association or other entity in which one or more of its directors or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such director or directors or officer or officers are present at the meeting of the Board of directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose:

- a) If the material facts as to such director's or officer's interest in such contract or transaction as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or

- transaction by a vote sufficient for such purpose without counting the vote or votes of such interested director or officers; or
- b) If the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the directors entitled to vote thereon, if any, and such contract or transaction is authorized by vote of such directors.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction.

### **Section 3. Loans to Directors and Officers.**

No loans shall be made by the Association to its directors or officers, or to any other Association, firm association or other entity in which one or more of its directors or officers are directors or officers or hold a substantial financial interest except as allowed by law.

### **Section 4. Fiscal Year.**

The fiscal year of the Association shall run from July 1<sup>st</sup> to June 30<sup>th</sup>.

### **Section 5. Dissolution.**

Upon the dissolution of the corporation or the organization, the Board of Directors or governing staff shall, after paying or making provision for the payment of all of the liabilities of the corporation or organization, dispose of all the assets of the corporation or organization in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501(c)(3) of the Internal revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors of governing staff shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation or organization is then located, exclusively for such purposes as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XI**

## **AMENDMENTS**

### **Section 1. Amendments.**

Amendments to these Bylaws may be made by a 2/3rds vote of the total board of directors at any meeting of the Board of Directors provided that notice of the intent to amend, which notice shall include a summary of the amendments proposed, has been given to the members of the board of directors in the notice of the meeting.