

Article IV. Directors, Officers and Executive Committee

Section 1. Number of Directors. The property, affairs, activities and concerns of the Corporation shall be vested in a Board of Directors, consisting of ~~fifteen (15) Directors~~. Upon election, the members of the Board of Directors shall immediately enter upon the performance of their duties and shall continue in office until their successors are duly elected and qualified.

Section 2. Number of Officers. The Officers of this Corporation shall be a President, a Vice-president, a Secretary and a Treasurer.

Section 3. Executive Committee. The Executive Committee is empowered to handle emergencies or unusual situations which are beyond the powers and duties of any single officer in the absence of a full Board. The Committee consists of all officers, and always includes the President.

Section 4. Election of Directors and Term. At each annual meeting a number of Directors equal to that of those whose term has expired shall be elected for the term of three years. At the expiration of any term of three years, any Director may be reelected.

Section 5. Duties of the Directors. The Board of Directors may: (1) hold meetings at such time and places as they think proper; (2) admit members and suspend or expel them by ballot; (3) appoint committees on particular subjects from the members of the Board of Directors, or

other members of the Corporation; (4) audit bills and disburse the funds of the Corporation; (5) print and circulate documents and publish articles; (6) carry on correspondence and communicate with other associations interested in athletics; (7) employ agents, and (8) devise and carry into execution such other measures as they deem proper and expedient to promote the objects of the Corporation and to best protect the interest and welfare of the members.

Section 6. Meetings of the Board. Regular meetings of the Board of Directors shall be held immediately following the annual election in January of each year and at such other times as deemed necessary by the Board of Directors; Notice of the meeting, signed by the secretary, shall be delivered in writing to each member, at least ten (10) days before the time appointed for the meeting. The President may, when he or she deems necessary, or the Secretary shall, at the request in writing of three (3) members of the Board of Directors, issue a call for a special meeting of the Board of Directors, and only three (3) days' notice shall be required for such special meetings.

Section 7. Quorum. The presence of a simple majority of members of the Board of Directors at a meeting shall constitute a quorum for the transaction of Business. In the absence of the President and Vice-president, the quorum present may choose a Chairperson for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than ten (10) days thereafter.

Section 8. Absence. Should any member of the Board of Directors be absent unreasonably from three consecutive meetings of the Board of Directors without sending a communication to the President or Secretary stating the reason for so doing, and if the excuse should not be accepted by the members of the Board of Directors, his or her seat on the Board of Directors may be declared vacant, and the President may forthwith proceed to start the actions necessary to fill the vacancy.

Section 9. Vacancies. Whenever any vacancy occurs, in the Board of Directors of directors by death, resignation or otherwise, , it shall be filled without undo delay by a majority vote of the remaining members of the Board of Directors, at a special meeting which shall be called for that purpose. The election shall be held within ninety (90) days of after the occurrence of the vacancy. The person so chosen shall hold office until the next annual meeting, or until a successor has been chosen at a special meeting of the members.

Section 10. Removal of Directors. Any one or more of the directors may be removed either with or without cause, at any time, by a vote of two-thirds (2/3) of the members present at any special meeting called for that purpose.

Section 11. Election of Officers. The Board of Directors shall elect all officers for a term of one (1) year, the officers being elected from the Board of Directors. An officer shall have been elected if he or she receives a

vote of plurality of the members of the Board of Directors if a quorum is present.

Section 12. Duties of the President. The President shall preside at the meetings of the Corporation, the Board of Directors and the Executive Committee, and shall be a member ex-officio, with right to vote, of all committees except the nominating committee. He or she shall also, at the annual meeting of the Corporation and such other times as he or she deems proper, communicate to the Corporation or to the Board of Directors such matters to make such suggestions, as may in his or her opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily indigent to the office of the President.

Section 13. Duties of the Vice-president. In the case of the death or absence of the President, or of his or her inability from any cause to act, the Vice-president shall perform the duties of the President's office.

Section 14. Duties of the Secretary. It shall be the duty of the Secretary to give notice of and to attend all meetings of the Corporation and its several divisions and correspond with the record keeper of all committees and to keep a record of their doings, to conduct all correspondence and to carry into execution all orders, votes and resolutions not otherwise committed; to keep a list of the members of the Corporation; to collect the fees, annual dues and subscriptions and to pay them over to the Treasurer, to notify the officers and members of the Corporation of their election; to notify members of

their appointment on Committees; to furnish the chairperson of each Committee with a copy of the vote under which the Committee is appointed, and at his or her request to give notice of the meetings to the Committee; to prepare, under the direction of the Board of Directors, an annual report of the transactions and condition of the Corporation, and generally to devote his or her best efforts to forwarding the business and advancing the interests of the Corporation. In the case of absence or disability of the Secretary, the Executive Committee may appoint a Secretary pro-tem. The Secretary shall be the keeper of the Corporation's Seal.

Section 14. Duties of the Treasurer. The Treasurer shall keep an account of all moneys received and expended for the use of the Corporation, and shall make disbursements only upon vouchers approved in writing by any member of the Executive Committee, and make a report at the annual meeting or when called upon by the President. Funds may be drawn only upon the signature of the Treasurer.

The funds, books and vouchers in his or her hands shall at all times be under the supervision of the Executive Committee and subject to its inspection and control. At the expiration of his or her term of office, the Treasurer shall deliver over to his or her successor all books, moneys and other property, or, in the absence of the Treasurer elect, to the President. In case of the absence or disability of the treasurer, the Executive Committee may appoint a Treasurer pro-tem.

Section 15. Vacancies of Office. All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting called specially for that purpose