



# Cleburne Soccer Association

Association Bylaws

Revised: January 2024

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## **1. Cleburne Soccer Association**

### **1.1 Articles of Incorporation**

**1.1.1** The Articles of Incorporation for the Cleburne Soccer Association are filed with the State of Texas in accordance with the Texas Nonprofit Corporation Act (hereinafter referred to as the “Act”). Such Articles are incorporated herein by this reference.

**1.1.2** Such Articles may be modified by the Cleburne Soccer Association in accordance with the Act from time to time without the need to amend these Bylaws.

**1.1.3** Cleburne Soccer Association (hereinafter referred to as the “Association”) shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Act. The registered office may be, but not be; identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

**1.1.4** This Association shall conduct its business in a manner conforming to the purposes as set forth in of its articles of Incorporation, being careful to comply with the rules and regulations as set forth under Section 501(c)(3) of the Internal Revenue Code so as to maintain its status as a nonprofit corporation.

**1.1.5** Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated for scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Rule or Regulation), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

**1.1.6** No part of the net earnings of the Association shall incur to the benefit of any private individual, member or officer of the Association (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes), and no private individual, member or officer of the Association shall be entitled to a share in the distribution of any of the corporate assets on dissolution of the Association.

**1.1.7** No Substantial part of the activities of the Association shall be the carrying on the propaganda, or otherwise attempting, to influence legislation, and the Association shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

**1.1.8** The fiscal year of the Association shall be from September 1 to August 31. The Association shall keep correct and complete books and records of accounts and shall keep minutes of all meetings at its registered office.

## **1.2 Membership in the Association**

**1.2.1** This Association shall be comprised of adults and youths who have become members of the Association by application, in such form as the Board of Directors shall deem acceptable, to and approval of the Board of Directors and who also adhere to the Constitution, Bylaws, and Rules and Regulations of the Association.

Any player and their parents or guardians may become a member of the Association upon submission to and approval by the Board of Directors of the Association of a properly executed application and release form and payment of all fees for registration.

Any person who agrees to abide by the Constitution, Bylaws, Rules and Regulations of the Association may become a coach upon registering as a coach in accordance with the requirements set forth by the Board of Directors and the receiving of the approval of the Board of Directors. Such individual may then participate in the Association as a coach subject to removal for causes by the Board of Directors.

**1.2.2** Members shall include those persons currently holding office in the association, active appointed volunteers, active registered coaches, active registered assistant coaches, and active registered managers, all over the age of 18, in good standing, approved Risk Management, whether or not they have children playing in the association.

**1.2.3** Voting Members will consist of the following: The designated head coach of each recreational team and each competitive team registered with the Corporation is a voting member. All other coaches and managers are a non-voting member.(see 1.2.4) Members of the Board of Directors, any adult elected to serve as a member of the Board and who agrees to abide by these Bylaws and the CSA Rules is a voting member.

**1.2.4** An individual that is a voting member only has one vote regardless of the number of teams coached or positions held with the Corporation. In the case of multiple teams or positions the assistant coach, then the manager may vote. All Coaches and Managers must have passed the background check and completed Safe Sport.

**1.2.5** Employees of the Association that have no other affiliation with the Association shall not be entitled to vote. This includes, but is not limited to, referees or concession workers that are employees only and do not hold any other status as described in 1.2.2.

**1.2.6** Membership in Association expires when the current playing season is over and the Member fails to renew their membership as defined in these Bylaws. Seasons are defined as the Fall season running from August to January and the Spring season running from February to July of each year.

**1.2.7** Any person who threatens to file or does file a lawsuit or invokes the aid of the courts on their own behalf or as the representative for another person against the Association, or its officers, employees, or members or representatives of any of its officers, employees, or members, shall be subject to the sanction of immediate suspension from membership and from all soccer activities within the jurisdiction of the Association and its Affiliates. The Association adopts the policy that it is allowed to take full advantage of rights permitted to it by the laws of the State of Texas for "Not-for-Profit" organizations.

### **1.3 Government of the Association**

**1.3.1** This Association shall be governed by its members who shall consist of the Board of Directors of the Association and the recognized members in good standing, each of whom shall be entitled to their members vote. No proxies will be accepted for voting purposes. Only the recognized members will have the right to speak at the meeting. Any Board of Director or member may introduce anyone to speak provided he has the permission of the chair.

**1.3.2** This Association shall be directly affiliated with, and comply with the authority of, the North Texas State Soccer Association and shall represent all its members and respective interests in and before the North Texas State Soccer Association and its respective divisions

**1.3.3** The Cleburne Soccer Association recognizes the superseding authority of the rules of the North Texas State Soccer Association and any playing leagues that Association teams participate in and shall comply with their rules and regulations as long as the Association is an active member of their respective organization.

### **1.4 Territory of the Association**

**1.4.1** The territory under the jurisdiction of this Association is defined as being all local soccer teams falling within Johnson County, Texas. Exceptions shall be determined by the Board of directors and specified in the Association Bylaws, or as superseded by North Texas State Soccer Association. A map reflecting the territory under the jurisdiction of this Association shall be on file with North Texas State Soccer Association.

**1.4.2** Exceptions that have been made by the Board of Directors and agreed upon by North Texas State Soccer Association are

- a) Burleson ISD
- b) Crowley ISD

**1.4.3** The Board of Directors may approve an open release agreement with other associations in accordance with North Texas State Soccer Association Bylaws that allows players to register with another Association without obtaining individual approval first. The Association may at any time deny a release for a player that resides in the Association's jurisdiction.

### **1.5 Jurisdiction of the Association**

**1.5.1** This Association shall have jurisdiction over all members, administrators, referees, coaches, assistant coaches, managers, registered players and teams affiliated with it. Each member shall retain its own autonomy, but will adhere to all Bylaws, Rules, and Regulations and will comply with the authority of the Association.

**1.5.2** If the Association is presented sufficient evidence that a member is not adhering to its Bylaws and Rules and Regulations, the Association may form a committee to investigate the allegations and make recommendations to the Board of Directors to correct the infraction(s). The Association may terminate the employment or volunteer relationship at any time, with or without warning, and with or without cause, unless there is an existing agreement with express terms and conditions covering employment and termination.

## **2. Meetings of the Association**

### **2.1 Place of Meetings**

All meetings of the Association shall be held at such times and at such place as determined by the President or designee.

### **2.2 Annual General Meeting**

**2.2.1** An Annual General Meeting of the Association shall be held each year on a day during the months of May, June, or July to be selected by the President, at which they shall elect board members in accordance with the Association Bylaws, and transact such other business as may properly be brought before the meeting.

**2.2.2** Written, printed, or electronic notice stating the place, day, time of the Annual General Meeting shall be made not less than ten (10) nor more than fifty (50) days before the meeting to each designated member of record.

**2.2.3** Quorum. Fifty percent (50%) of the Board of Directors present in person (not counting vacancies) or by remote communication will constitute a quorum.

**2.2.4** No Proxy Voting. No director or coach may vote by proxy.

### **2.3 Special Meetings**

**2.3.1** Special meetings of the Association for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation or by these Bylaws, may be called by the President or by petition of three (3) board members. Business transacted at all special meeting shall be confined to the purpose stated in the notice of the meeting.

**2.3.2** Written, printed, or electronic notice stating the place, day, time and purpose of the Special Meeting shall be made not less than 24 hours nor more than ten (10) days before the meeting to each designated member of record.

**2.3.3** 50% of the Board of Directors shall constitute a quorum at a special meeting.

### **2.4 Committee Meetings**

**2.4.1** The President may from time to time designate individuals other than those elected to the Board of Directors to serve as Committee members for the Board of Directors. Committees may meet whenever deemed necessary to make decisions in regards to their appointed purpose.

**2.4.2** Meeting minutes will be kept at all Committee Meetings and shared with the Board of Directors at the next scheduled board meeting.

**2.4.3** The Board of Directors shall hear and decide on appeals of decisions made by the Committees of the Cleburne Soccer Association.

## **2.5 Board of Directors Meetings**

**2.5.1** The Board of Directors shall meet at the discretion of the President and at the time and place designated.

**2.5.2** Notice of any Board of Director Meetings shall be made on the official website of the association at least 24 hours in advance.

**2.5.3** Quorum. Fifty percent (50%) of the Board of Directors present in person (not counting vacancies) or by remote communication will constitute a quorum.

## **2.6 Emergency Meetings**

**2.6.1** Subject to the provisions of applicable statutes and these Bylaws, the President and any three (3) voting members of the Board of Directors shall constitute an emergency Board of Directors on matters demanding immediate attention when it is impractical or impossible to call a regular Board of Directors meeting.

**2.6.2** Meeting Minutes shall be kept and presented to all members of the Board of Directors at the next regular meeting.

## **2.6 Majority Vote**

**2.6.1** When a quorum is present at any meeting, the vote of the majority present at such meeting shall decide any question brought before such meeting, except those involving amendments to the Bylaws.

**2.6.2** Members of the Board of Directors present at a duly organized meeting may continue to transact business until adjournment, unless the withdrawal of enough members to leave less than a quorum.

## **2.7 Attendance at Meetings**

**2.7.1** Any Board Member not attending two (2) consecutive regular meetings, excluding committee meetings, of this Association or Board of Directors meetings will have this office declared vacant unless such absences are excused by the Board of Directors.

**2.7.2** A regular meeting is defined as any meeting in which the member is required to be at in order for business to be conducted. This includes, but is not limited to:

- a)** Board of Director Meetings



- b) Coaches Meetings
- c) Registration Events
- d) Annual Meeting

**2.7.3** Members of the Board of Directors may have their non-attendance excused by the Board of Directors if notification has been made to the Secretary prior to the meeting.

**2.7.4** The Secretary shall report any notifications of absences to the Board of Directors at the beginning of each meeting.

**2.7.5** The President will initiate action at the end of the 2nd consecutive meeting in which member of the Board of Directors has missed without excuse

## **2.8 Parliamentary Procedure**

**2.8.1** Robert's Rules of Order shall be the authority for the parliamentary practice of this association on all points not covered by the Association Bylaws.

**2.8.2** In any point not covered by the Association Bylaws and where Robert's Rules of Order presents multiple options, the procedure used shall be established at the beginning of the meeting

## **2.9 Waiver of Notice**

**2.9.1** Whenever any notice is required to be given to any member of the Association under the provisions of the statutes, the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice.

**2.9.2** Attendance at meeting shall constitute a waiver of notice of such meeting, except where a person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## **3. Board of Directors**

### **3.1 Responsibilities**

**3.1.1** The business and affairs of the corporation shall be managed by its Board of Directors, which shall consist of the Executive Officers of this Association, each of whom shall be entitled to one vote at all meetings of the Board of Directors, with the exception of the President who shall vote only in case of a tie.

**3.1.2** The Board of Directors shall transact all business of the Association and shall have the power to enforce the Laws of the Games, Rules of the United States Soccer Federation (hereinafter referred to as the "USSF") and its respective divisions; and the Bylaws and rules and Regulations of this Association.

**3.1.3** Members of the Board of Directors must be present to cast a vote. Electronic presence by means of live video or voice conference is acceptable as long as the member is able to hear and discuss the items being voted on. Proxy voting is not allowed.

### **3.2 Terms of Office and Vacancies**



**3.2.1** The Board of Directors shall consist of immediate past president (Ex-Officio) plus twelve (12) members, who are elected from and by the membership during the Annual General Meeting.

**3.2.2** Each member of the Board of Directors is elected to a two year term. Six (6) directors shall be elected each year. Term of service will span two years from the Annual General Meeting elected unless person is filling an unexpired term.

**3.2.3** In the event that any member of the Board of Directors vacates his or her position, or an office is declared vacant for any reason, before the end of term to which he or she was elected, the President will appoint a replacement with the Board of Directors approval to serve until the next Annual General Election. The Board of Directors will have five calendar days to voice opposition after notification of such appointment. If opposition of an appointment by any member of the Board of Directors is delivered to the President in writing, the Board of Directors will vote on the appointment at the next regular meeting.

**3.2.4** A member of the Board of Directors can be a member or official of a team, club, or other organization affiliated with soccer. In the event of any grievance involving such organization, he may not act in its behalf nor be entitled to vote on the grievance.

### **3.3 Employees and Compensation**

**3.3.1** The Board of Directors shall serve without salary for their services as a member of the Board of Directors. Any member of the Board of Directors may be reimbursed for expenses previously approved by the budget and/or the Board of Directors.

**3.3.2** The Board of Directors shall be authorized to employ such employees, as it deems necessary to carry out the functions of the Association. The term of employment for all employees shall be at the will of the Board of Directors.

**3.3.3** Employees of the Association, whose employment has been approved by the Board of Directors, are not eligible to serve as a member of the Board of Directors during their employment.

### **3.4 Executive Officers**

**3.4.1** The Executive Officers of Board of Directors shall be elected immediately following the Annual General Meeting or the first order of business at the next regular board meeting.

**3.4.2** Any member of the Board of Directors that desires to seek election as an Executive Officer must first resign the Executive Office they are currently is holding, if any, prior to the election.

**3.4.3** The term of office for any Executive Office expires when the members of the Board of Directors elect a replacement Executive Officer.

**3.4.4** The Executive Officers of the Association shall consist of:

- a) President
- b) Vice-President

- c) Registrar
- d) Treasurer
- e) Secretary

**3.4.5** Any member of the Board of Directors may nominate another member of the Board of Directors for Executive Office. A second nomination is not required. A simple majority of the members present is required to elect a member of the Board of Directors to Executive Office. Balloting may be done by voice vote or by secret ballot as determined at the beginning of the meeting.

**3.4.6** In the event that any Executive Officer of the Board of Directors vacates his or her position, or an office is declared vacant for any reason, before the end of term to which he or she was elected, the Board of Directors shall nominate and vote for a replacement in the first order of business at the next regular board meeting.

**3.4.7** The President of the Association shall preside at all Association meetings. He is charged with the overall administrative and executive functions of the Associations, and shall be responsible for seeing that the administrative policies and operations of the Association are carried out. He shall appoint all Service Committees. He will serve as an ex-officio member of any committee of the Association. He shall cast the deciding vote in the event of a tie at any meeting, or he may waive the right to do so.

**3.4.8** The Vice-President shall also act as Parliamentarian at all Association meetings. The Vice-President of the Association shall succeed to the powers of the President in his absence and is responsible to assist the President in both the daily operations of the Association and the coordination of all committees' activities. The Vice-President is the chairman for Appeals and Discipline (A&D). In the event the Vice-President cannot fulfill the duties of Chairman of A&D, the President shall appoint another member of the Board of Directors to that position.

**3.4.9** The Registrar of the Association shall plan and coordinate all registration activities and procedures. The Registrar is responsible for completing all registration requirements of the North Texas State Soccer Association, playing leagues, and the City of Cleburne. The Registrar shall make sure that all coaches and volunteers have completed Risk Management and satisfied those requirements. In the event the President and Vice-President are absent, the Registrar will succeed to the powers of the President.

**3.4.10** The Treasurer of the Association shall serve as the financial officer of the Association and shall be responsible for coordinating budget appropriations and completing financial reconciliation.

The Treasurer shall chair the Budget and Finance Committee and shall review and initial all contracts by the Association. The Treasurer shall work with any bookkeepers or accountants hired by the Board of Directors.

**3.4.11** The Secretary shall record the minutes of all Board of Directors meetings, annual meetings, and special meetings. The Secretary is responsible for the approved minutes being archived and retrievable for review by all members of the Board of Directors. The Secretary will be responsible for retrieving all postal mail for the association, notifying members of the Board of Directors of all meetings, and reserving the meeting place.

**3.4.12** In order to be eligible to run as President or Vice President, an individual must have previously served as a member of the Board of Directors for a minimum of twelve (12) months unless waived by a vote of the simple majority of the Board of Directors present.

**3.4.13** In order to be eligible to run as Registrar, Treasurer, or Secretary, an individual must have previously served as a member of the Board of Directors for a minimum of six (6) months unless waived by a vote of the simple majority of the Board of Directors present.

### **3.5 Appointed Officials**

**3.5.1** The President of the Association may appoint individuals to fulfill additional roles and responsibilities outside the Executive Offices as deemed necessary. Appointees do not have to be a member of the Board of Directors.

**3.5.2** The Board of Directors will have five calendar days to voice opposition after notification of such appointments made by the President. If opposition of an appointment by any member of the Board of Directors is delivered to the President in writing, the Board of Directors will vote on the appointment at the next regular meeting.

**3.5.3** The Director of Referees shall be appointed by the President and shall be a registered U.S. Soccer Federation Grade 8 referee and shall have oversight responsibility for the referees that work for the Association. The Director of Referees shall be responsible for the recruitment and training of referees that work for the Association. The Director of Referees shall be responsible for scheduling referee education each season if necessary.

**3.5.4** The Director of Coaching shall be appointed by the President and shall be responsible for the recruitment and training of coaches in the Association. The Director of Coaching will be responsible for scheduling coaching education each season. The Director of Coaching shall hold a minimum of a D License from the U.S. Soccer Federation or a National Diploma from the National Soccer Coaches Association of America (NSCAA).

**3.5.5** Age Group Commissioners shall be appointed by the President and shall be responsible for assisting the Registrar in the formation of teams and coordinating with the coaches of these teams during the season for any reason deemed necessary by the Association or its Executive Officers. Age Group Commissioners shall be the primary point of contact for all players and coaches assigned to them.

**3.5.6** The Ex-Officio shall be the immediate Past-President of the Association not currently serving as a member of the Board of Directors. The President can appoint a person to fill this position if the immediate Past President of the Association declines the position.

**3.5.7** Any member of the Board of Directors, committee member, officer, or agent 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.

## **4. Appeals and Discipline**

### **4.1 Appeals and Disciplinary Committee**

**4.1.1** The Appeals and Disciplinary Committee shall be comprised of a maximum of five and no less than three impartial members that may be drawn from any U.S. Soccer Federation member that has knowledge of U.S. Soccer Federation and/or North Texas State Soccer Association rules and regulations.

**4.1.2** The Appeals and Disciplinary Committee members shall be appointed as needed by the Vice President and the committee shall be chaired by the Vice President. Three members of this Appeals and Disciplinary Committee shall constitute a quorum.

**4.1.3** The chairman shall notify the members of the Board of Directors immediately, in writing, of the rulings of the Appeals and Disciplinary Committee.

**4.1.4** The Appeals and Disciplinary Committee shall follow the current Appeals and Disciplinary Hearing procedures as set forth by the North Texas State Soccer Association.

#### **4.2 Procedure for Filing Appeals**

**4.2.1** All appeals to the Appeals and Disciplinary Committee must be submitted in writing and received within five (5) days of the appealed decision. All appeals shall be accompanied by an appeal fee of \$100.00 (cashier's check only).

**4.2.2** If the appeal is upheld by the Appeals and Disciplinary Committee, the fee will be returned. If it is denied, the fee will be forfeited to the treasury of this Association. In the case of appeals regarding individual suspensions, the Appeals and Disciplinary Committee may waive or modify the appeal fee.

**4.2.3** The Appeals and Disciplinary Committee may, at its discretion, when requested in writing to do so, waive the time limit for filing appeals but in no case shall an extension of more than ten (10) days be granted.

**4.2.4** All appeals to the Appeals and Disciplinary Committee must be made in writing to the Chairman of the Appeals and Disciplinary Committee who will then notify the involved Member Association or Associate Member and all the members of the Appeals and Disciplinary Committee. In cases of controversy as to timely receipt of appeals, the postmark date will govern (postage meter not acceptable).

**4.2.5** Upon receipt of appeal, properly submitted, the Chairman of the Appeals and Disciplinary Committee shall set a time and place for the hearing and will advise all appropriate parties. Such hearing settings are solely the responsibility of the committee, but all such hearings must be scheduled within ten (10) days of receipt of the appeal and the appealing party is bound to present all information and evidence relative to the appeal at the hearing.

**4.2.6** Decisions of the Appeals and Disciplinary Committee may be appealed to the Board of Directors of this Association. Procedures for filing appeals with the Board of Directors shall be exactly as for filing with the Appeals and Disciplinary Committee except that all material shall be submitted to the President, which shall notify all concerned parties of the receipt of the appeals and the time and place for the hearing as set by the President.

**4.2.7** Any appeal concerning the action of the particular commissioner shall be made directly to the President of the Association and such complaint shall be acted upon within fifteen (15) days by said Board of Directors.

**4.2.8** Decisions of the Board of Directors may be appealed to the North Texas State Soccer Association under its "Procedures for Filing Appeals".

**4.2.9** All decisions at the levels of the appeal process shall stand and be of full force and effect until changed by a higher authority.

**4.2.10** In no event shall any person or persons or organizations under the jurisdiction of this Association invoke the aid of the Courts in the United States, without first exhausting all available remedies and appeals within the appropriate soccer organizations including a final appeal to the Annual General Meeting of the U.S. Soccer Federation National Council. For violations of this rule, the offending party shall be subject to the sanctions of suspension and fines, and shall be liable to this Association for all expenses incurred by this Association and its officers and employees and its members in defending each court action, including but not limited to court costs, attorney's fees, reasonable compensation for time spent by this Association's officers, employees and members in responding to and defending against allegations in the action, including responses to discovery and court appearances, travel expenses, and the expenses for holding special meetings necessitated by the Court action.

#### **4.3 Grievances against Members of the Board of Directors**

**4.3.1** A member in good standing may, if he or she believes they have just cause, bring a grievance against a member of the Board of Directors.

**4.3.2** The individual bringing the grievance must submit in writing and with necessary documentation to support the grievance to the President. The President will then verify in writing that the individual filing the grievance is a member in good standing.

**4.3.3** The President will review the grievance with the members of the Board of Directors, and if approved by a 2/3 majority vote by the board, the grievance may then be submitted to the Executive Committee for consideration.

**4.3.4** The grievance must be fully documented and accompanied by a check in the amount of \$100.00 made payable to Cleburne Soccer Association. The fee is not refundable.

### **5. Playing Leagues and Rules of Play**

**5.1** The rules of play will be determined by the various leagues that the Association's teams participate in and will apply in all applicable competitions.

**5.2** Modified Rules of play may be developed for Association teams that do not participate in other leagues not hosted by this Association. The Modified Rules of Play must follow the guidelines of the U.S. Youth Soccer Association and the North Texas State Soccer Association. However, the Board of Directors may modify the rules even further if deemed necessary.

**5.3** Teams may elect to play in any league sanctioned by the North Texas State Soccer Association that is available to them provided the team is in good standing with the Association. Additional fees may be charged if deemed necessary by the Board of Directors.

### **6. Bylaws, Rules, and Policies**

#### **6.1 Changes to the Bylaws**

**6.1.1** Any member of the Board of Directors or members of a properly appointed committee of the Association may propose changes to the Association Bylaws.

**6.1.2** Changes submitted by a member of a properly appointed committee must pertain to the duties and scope of that committee.

**6.1.3** These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, at any meeting of the Association at which a quorum is present by a two-thirds (2/3) vote of the total membership present; provided however, that all members have been given twenty-one (21) days written notice, including a written copy of the proposed changes.

## **6.2 Polices and Rules**

**6.2.1** The Board of Directors may adopt policies and procedures that are reasonable, necessary, or usual and customary to soccer associations in order to govern its operations. Such policies and procedures shall not be inconsistent with these Bylaws.

**6.2.2** The Board shall adopt or ratify all procedures or policies (other than those procedures that are truly administrative in nature) by a majority vote. The Board shall also be empowered to take any reasonable means to enforce such policies and producers.

**6.2.3** The policies and procedures of the Association shall be made available for review by any member of the Association.

## **7. Matters Not Provided For**

In any case not covered by these Bylaws or other policies of the Association, the Association Executive Officers will determine the best course of action that will be in the best interest of the Association and the parties involved.