



ASSOCIATION BYLAWS

Amended April 9, 2024

Vermont State Amateur Hockey Association, Inc
Association Bylaws

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**Vermont State Amateur Hockey Association, Inc
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ARTICLE I: NAME, OFFICE, DURATION AND PURPOSE

1.01 - Name

The name of this association is Vermont State Amateur Hockey Association and hereinafter shall be designated VSAHA.

1.02 - Principal Office

The principal office of the association shall be located and resides at the VSAHA Treasurer's physical address or wherever the Board of Directors of the Association shall from time to time designate the location of the principal office.

1.03 - Duration

The duration of existence of this association shall be perpetual.

1.04 - Purpose

The purpose of this association shall be guided by the Core Values of USA Hockey. VSAHA and its Board of Directors are responsible for developing and implementing those action plans and activities that best meet the spirit of the following USA Hockey Core Values.

Sportsmanship: Foremost of all values is to learn a sense of fair play. Become humble in victory, gracious in defeat. We will foster friendship with teammates and opponents alike.

Respect for the individual: Treat all others as you expect to be treated.

Integrity: We seek to foster honesty and fair play beyond more strict interpretation of the rules and regulations of the game.

Pursuit of Excellence at the Individual, Team, and Organizational Levels: Each member of the organization, whether player, volunteer, or staff, should seek to perform each aspect of the game to the highest level of his or her ability.

Enjoyment: It is important for the hockey experience to be fun, satisfying, and rewarding for the participant.

Loyalty: We apprise to teach loyalty to the ideals of fellow members of the sport of hockey.

Teamwork: We value the strength of learning together. The use of teamwork is reinforced and rewarded by success in the hockey experience.

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1.05 - Non Profit

Notwithstanding any other provisions of these articles, this organization shall be a Vermont not for profit corporation, operating as provided in its Articles of Association as filed with the Vermont Secretary of State, intended to be an Affiliate Association of USA Hockey, Inc, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

1.06 - USA Hockey Preeminence

VSAHA, an Affiliate Association of USA, Hockey, Inc., shall abide by and in accord with the Articles of Incorporation, By-Laws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey, and such documents shall take precedence over and supersede all similar governing documents and/or decisions of VSAHA. Further, the VSAHA (i) shall assist USA Hockey in the administration and enforcement of the provisions of the By-Laws, Rules and Regulations, Playing Rules and decisions of the Board of Directors of USA Hockey, Inc., within and upon its members and/or within its jurisdiction and (ii) agrees to be guided by the Core Values of USA Hockey.

1.07 - Indemnity

VSAHA, an Affiliate Association of USA Hockey, Inc., shall indemnify and hold harmless USA Hockey, and each member of its Board of Directors, USA Hockey Congress, and all councils, committees and sections, and all other elected, appointed, employed or volunteer representatives of USA Hockey (collectively referred to as “USA Hockey Representatives”) from any and all claims, liability, judgments, costs, attorneys’ fees charges and expenses whatsoever, arising from the acts and omissions of VSAHA, except to the extent (i) that USA Hockey or a USA Hockey Representative(s) caused such claims, liability, judgments, costs, attorneys’ fees, charges or expenses by their own intentional misconduct or (ii) that such acts or omissions were the direct result of compliance with the Articles of Incorporation, Bylaws, Rules and Regulations, Playing Rules or decisions of the Board of Directors of USA Hockey. Further, the VSAHA understands and acknowledges that USA Hockey and each USA Hockey Representative(s) have assumed such assignment, function, office or capacity upon the express understanding, agreement and condition that they be so indemnified and held harmless to the extent described in this bylaw.

USA Hockey shall reasonably cooperate with Affiliate in any litigation and provide reasonable support in connection therewith, including but not limited to advice and testimony upon reasonable request; provided, however, that such cooperation shall not require USA Hockey to incur any out of pocket expense not reimbursed by Affiliate.

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ARTICLE II: MEMBERS

2.01 - Membership

The members of the association shall be composed of the VSAHA Local Association Members and Allied Members to whom membership has been bestowed by the board of directors.

2.02 - Local Association

Is any association within Vermont, representing a specified geographic area approved and designated by VSAHA which:

- A. Has one or more USA Hockey registered team members, and
- B. operates a program of skill development, practice or competition or a combination of such, in house or with other Local Associations or registered team members, and
- C. functions throughout the regular winter season, and
- D. has an approved signed Affiliate Agreement with VSAHA

shall be eligible for membership in VSAHA as a Local Association, and, upon compliance with all provisions of these Bylaws and all Rules and Regulations of VSAHA, and compliance with the Bylaws and Rules and Regulations of USA Hockey, shall be deemed a "Local Association Member" in good standing and entitled to exercise all rights and privileges as that status may accord. Local Association Members shall be the medium through which Registered Team Members shall carry out the purposes of VSAHA, including, subject to USA Hockey requirements, the functions of Membership acceptance and discontinuance, Playing Rules, Discipline, State Tournament play leading to Regional and National Tournament play, player development tryouts and play, Financial and Organizational duties and the exercise of all other powers and duties granted by Vermont law, USA Hockey, these Bylaws or the Rules, Regulations and Policies duly enacted by VSAHA.

2.03 - Allied Membership

Any individual, organization or entity which does not qualify as a Local Association Member, shall be deemed an "Allied Member". Membership needs to be approved by the VSAHA Executive Board for individual teams, and the full VSAHA Board of Directors for organizations with more than one team. The VSAHA Executive Board will establish a process for requesting membership. If approved, teams/organizations shall be entitled access to the benefits and programs of USA Hockey as a member of VSAHA, and shall be subject to the playing rules and regulations of USA Hockey as enforced by VSAHA, but shall not be entitled to participate in State Tournament Play (unless right provided by Article IV) nor be entitled to vote on any matters of VSAHA.

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2.04 - Registered Team Members

Any active amateur ice hockey team which:

- A. is duly registered with USA Hockey, and
- B. is located within the State of Vermont, and
- C. is a member of a Local Association established in Paragraph 2.02 hereof, or
- D. has a roster made up of players registered under a single Association only, or
- E. functions primarily outside the winter hockey season as defined by VSAHA, and
- F. participates in skills development or competition, in house or with other Registered Team Members.

2.05 - Right of Membership Refusal

The Board of Directors shall have the right and discretion to refuse membership in VSAHA to any players, teams, associations, leagues, groups, individuals or other organizations within the criterion established by USA Hockey and VSAHA.

2.06 - Dues, Fees, and Assessments

The Board shall have the power to assess such dues, membership fees, registration fees, participation fees, fines and penalties as it shall deem appropriate provided such bear a reasonable relationship to the cost of services and benefits provided by VSAHA to the parties or entities being charged. Any Member Association with unpaid dues, fees, or assessments will be considered to be not in good standing. A Local Association will lose their right to cast a vote on any matter before the Board of Directors at any meeting, special meeting, or annual meeting. Any association may jeopardize the team's in their association from participating in State/District/National Tournament play or may jeopardize the Member Association from hosting a State/District/National tournament. The Member Association may jeopardize the ability of receiving grant money or other benefits.

2.07 - Member Expulsion

Any Registered Team Member, Local Association, Allied Member, may be expelled from membership, upon a majority vote of the Board, for failure to pay any amounts due, failure to abide by these Bylaws, failure to abide by any other rules, regulations or orders of VSAHA, failure to abide by the Bylaws, Policies, Rules and Regulations and orders of USA Hockey, or for any activity constituting conduct detrimental to the purposes of VSAHA or USA Hockey. Upon expulsion, the expelled team, Local Association or Allied member shall be denied benefits of membership.

2.08 - Place of Meeting

Meeting of members shall be held at the time and place stated in the notice of the meeting or in a waiver of notice.

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2.09 - Annual Meeting

The annual meeting of VSAHA for the purpose of election of officers, receipt of officers and committee reports, as such other business as the Board shall require on an annual basis, shall be held on the second Tuesday of April of each year. The membership may change the annual meeting date, by majority vote at any regular or special meeting provided notice of the proposed change of the annual meeting date has been given at least fifteen (15) calendar days prior to the meeting.

2.10 - Special Meeting

Special meetings of the Board, for any purpose or purposes, shall be held upon the direction of the President, any two members of the Executive Board, or any five members of the Board provided written notice of such meeting has been given at least ten (10) calendar days prior to the next regular meeting. A special meeting may be called upon shorter notice provided two thirds (2/3rds) of the membership files written waiver notice, that all members receive actual notice of the meeting, and provided all members are given opportunity to vote, which vote may be a facsimile in lieu of personally.

2.11 - Notice

Written or printed notice, stating the place, day and hour of the meeting and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered before the date of the meeting, either personally, by mail, email, or posted on the VSAHA website.

2.12 - Quorum/Majority Vote

At all meetings, a majority of the Executive Board and a minimum of four directors other than Executive Board members, shall constitute a quorum for the transaction of all business, except as otherwise provided by statute or by these Bylaws. When a quorum is present at a meeting, the vote of the majority of the members present in person, shall decide any question brought before the meeting.

2.13 - Board of Directors Method of Voting

At all regular, annual, and special meetings of the Board of Directors, each Director shall have one vote and all matters before the Board shall be decided by majority vote of those present and voting, unless the matter is one required by these Bylaws, Vermont law, USA Hockey or some other authority to be decided by other than majority vote. At the meetings, every Director having the right to vote may vote in person. Any vote may be taken by voice or by show of hands unless someone who is entitled to vote objects, in which case written ballots shall be used. Those attending by methods described in VSAHA attendance policy will be considered present.

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2.14 - Proxy Voting

Proxy voting is prohibited. No member may vote at any regular, annual, or special meeting by proxy. Provided, however, that if a Director is unable to attend a regular, annual, or special meeting, the President of the Director's Local Association may designate a substitute in writing or by email for the purposes of that meeting.

2.15 - Procedure

The Board of Directors shall keep regular minutes of its proceedings. The minutes recorded and signed by the Secretary shall be placed in the minute book of the association. The minutes of each meeting will also be posted on the VSAHA website in a reasonable period of time after each meeting or special meeting.

2.16 - Attendance

Attendance by VSAHA members at meetings will be governed by the "VSAHA Meeting Attendance Policy". VSAHA can levy sanctions or fines for non-compliance of the attendance policy by member organizations.

ARTICLE III: ORGANIZATION – OFFICERS AND AGENTS

3.01 - Board of Directors, Officer Directors, Appointees

- A. The Association shall have: (1) a President; (2) First Vice President, (3) Second Vice President, (4) a Treasurer; (5) a Secretary, and such other officers and assistant officers and agents as the Board of Directors may think necessary.
- B. Officers shall be elected by the Board of Directors at the annual meeting or whenever a vacancy exists. Officers may be elected by the Board to fill a vacancy at any meeting, whether regular or special.
- C. Each officer shall serve until the end of his or her term, or if earlier, his or her death, resignation, or removal. Each officer's term shall end at the close of the annual meeting.
- D. No two offices may be held by the same person, except in an emergency situation. Any such situation must be promptly disclosed to the membership.
- E. Newly elected officers shall assume their respective offices upon the close of the annual meeting or at the close of the meeting they were elected at to fill a vacancy.

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3.02 - Officers

- A. **President:** The President shall preside at all meetings of the Board. The President shall be the chief executive officer of the Association and shall have general management of the business and affairs of the Association. The President shall see that all orders and resolutions of the Board are carried into effect and shall perform such other duties and have such other powers as the Board of Directors shall from time to time prescribe.

- B. **First Vice-President:** The First Vice-President, in the absence of the President, shall assume the duties and have all the responsibilities of the President. The First Vice-President shall perform such other duties and have such other powers as the Board of Directors shall from time to time prescribe or as the President may from time to time delegate. The First Vice President shall also Chair the Rules Committee and Policy Committee.

- C. **Second Vice-President:** The Vice-President shall perform such other duties and have such other powers as the Board of Directors shall from time to time prescribe or as the President may from time to time delegate. The Second Vice President shall Chair the Tournament Committee.

- D. **Treasurer:** The Treasurer shall be custodian of all funds and maintain financial records of VSAHA. The Treasurer shall receive and disburse all monies for VSAHA, subject to approval of the Board. The Treasurer shall make a financial statement to the Board at the annual meeting and shall see that a copy is provided to all Board members. The Treasurer shall make an annual financial report to the Executive Director of USA Hockey, Inc. The Treasurer shall make such other financial reports and shall file such tax returns as shall be required by law. The Treasurer shall have the authority to sign all checks written by the Association.

- E. **Secretary:** The Secretary shall keep all records and be charged with the mailing of all meeting notices and the recording and keeping of all minutes, as well as any correspondence required by the Executive Board and the Board. The Secretary will be responsible for filing any and all documents and Articles of Incorporation with the Vermont Secretary of State to maintain the Not-for-Profit status of the association.

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3.03 - Directors

The business and affairs of the Association shall be managed by the Board of Directors who may exercise all such powers of the Association and perform all such lawful acts and things as are not (by Statute) directed or required to be exercised or done by the member. The Board of Directors shall be constituted as follows:

- A. **Local Association Directors:** Each Local Association shall be entitled to one seat on the Board of Directors and to one vote upon all matters before the Board. This Director will be elected by the Association's players as provided herein or appointed by the local officers elected by the Association's players as provided herein.
- B. **Officer Directors:** Each person holding an elected Office in VSAHA shall be a director entitled to one vote upon all matters before the Board.
- C. **USA Hockey Appointees:** Each person appointed to the position of Registrar, Referee in Chief, and Coaching Director by USA Hockey, or other position as required by USA hockey. USA Hockey appointees shall not be entitled to vote.
- D. **VSAHA Appointees:** Each person appointed to the position of Grow the Game Coordinator, Girls/Women's Director, Disabled Hockey Coordinator, VPA Coordinator, and Goalie Coordinator or other position(s) as required. VSAHA appointees shall not be entitled to vote.
- E. **Allied Member Directors:** One person appointed to the position of State Representative by each Allied Member. Allied Member Directors shall not be entitled to a vote.

3.04 - Appointed Positions

The VSAHA Officer Directors have the authority to appoint new roles to serve on the VSAHA Board with specific duties to address areas of hockey in Vermont. The positions and their duties will be outlined in the VSAHA Annual Guide. USA Hockey may request specific functional roles; VSAHA may require that these roles be served by an appointed position. Appointed positions will be members of the Executive Board. Appointed positions shall not be entitled to vote.

3.05 - Executive Board

Each officer, together with the officers appointed by USA Hockey and the VSAHA appointed positions, shall constitute an Executive Board charged with the responsibility of organizing Board business, presenting the business to the full Board. Ex Officio Executive Board members may be elected to the Executive Board by the Executive Board, with the consent of a majority vote of a quorum of the membership, to serve on the Executive Board, without vote and in an advisory capacity only.

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3.06 - Nomination and Election of Officers

The President shall appoint a nominating committee at the regular February meeting, which shall be charged with presenting a slate of nominations for officers to be presented at the regular March meeting each year, such slate together with nominations from the floor received at the March meeting, to be voted upon at the Annual Meeting.

3.07 - Election

Any person having an interest in youth ice hockey in the State of Vermont, duly nominated by the nominated committee or by nomination duly seconded from the floor at the meeting designated for nominations, shall, upon receiving a majority vote of the Directors present at the vote, shall be elected to the office for which such person was nominated for the following term lengths:

President: One (1) year

First Vice-President: One (1) year

Second Vice-President: One (1) year

Secretary: Two (2) years commencing and terminating in odd-numbered years

Treasurer: Two (2) years commencing and terminating in even-numbered years

3.08 - Removal

Any officer may be removed from the office upon a 2/3rds vote of the membership at any regular meeting provided at least 10 days' written notice of the proposed action has been given to each Board Member.

3.09 - Resignations

An officer or agent may resign by giving written notice to the President or Secretary. The resignation shall take effect at the time specified in it, or immediately, if no time is specified. Unless it specifies otherwise, a resignation takes effect without being accepted.

3.10 - Vacancies

Any vacancy occurring in any office shall be filled by appointment of the President, approved by the Board, for the remaining term. Any vacancy occurring in the office of President shall be filled by the First Vice President, in which case the Second Vice President shall become the First Vice President and a new Second Vice President shall be appointed.

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3.11 - Committees

The VSAHA shall have the following committees;

- A. **Executive Committee:** The Executive Committee shall be empowered to conduct routine business of the association, coordinate the work and presentations of all committees and to serve in an advisory capacity to the President and the Board of Directors. The executive committee will include the President, First Vice President, Second Vice President, Secretary, Treasurer and other members of the Board of Directors as the President may deem necessary.
- B. **Nominating Committee:** The Nominating Committee shall be composed of three (3) current directors. The Committee and Committee Chair shall be appointed by the President of the Association Board of Directors at the regular February meeting. The committee shall be charged with presenting a slate of nominations for officers to be presented at the regular March meeting each year, such slate together with nominations from the floor received at the March meeting, to be voted upon at the Annual Meeting.
- C. **Rules Committee:** The Rules Committee shall be chaired by the First Vice President and shall consist of two or more additional persons elected by majority vote at the Regular October meeting. This committee shall function as a judicial body in all matters pertaining to playing rules, disciplinary actions, procedures and participation in hockey programs sponsored by VSAHA. The Rules Committee shall defer jurisdiction to the Members Association or may take original jurisdiction of any matter which it feels is not being handled in an appropriate or timely manner.
- D. **Appeals Committee:** The Appeals Committee shall be chaired by an VSAHA elected officer and shall consist of two or more additional persons elected by majority vote at the regular October meeting. This committee shall function as the committee who hears all appeals to matters that came before the Rules Committee.
- E. **Tournament Committee:** The Tournament Committee shall be chaired by the Second Vice President and shall consist of four or more members. This committee shall be responsible for preparing and recommending to the Board matters concerning conduct of the Vermont State Tournaments operated by VSAHA, including format, site selection, team seeding, rules and player and coach eligibility, and for implementing Board directives concerning tournament arrangements.
- F. **Player Development Committee:** The Player Development Committee shall be chaired by an Executive Officer and will be made up of the Coaching Director for VSAHA, Woman's Director for VSAHA, and a representative(s) from any Member Association, Allied or otherwise, appointed by the VSAHA President. The Committee will develop the overall protocol to be used throughout the Select Team selection process to ensure a fair and equitable process takes place.

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- G. **Audit Committee:** The Audit Committee shall consist of at least three persons, all of whom shall be a current board of director. The Audit Committee members will be appointed by the President and the President shall designate a Chair from the appointed committee members. Each director appointed to the Audit Committee shall: Not have participated in the preparation of the financial statements at any time during the past two years; and be able to read and understand fundamental financial statements or become able to do so within a reasonable period of time after appointment to the Audit Committee.
- H. **Appointed or Special Committees:** Appointed or Special committees shall be created by resolution of the Board of Directors. Such resolution shall establish the size, term, and task of the committees. The President shall appoint the members of the committees from the membership of the Board of Directors and shall designate a chairperson. Each special committee shall provide interim reports to the Executive Committee as requested by the Executive Committee, shall coordinate its activities with the strategic planning activities of the Executive Committee and report to the Board of Directors annually.

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ARTICLE IV. ELIGIBILITY FOR STATE TOURNAMENT

4.01 - Residency Requirements

Only players who are bona fide residents of the State of Vermont are eligible for State Tournament competition with the following exceptions:

- A. A member association team may roster up to a total of four (4) out of state players who reside in a neighboring state of New York, Massachusetts, or New Hampshire.
- B. Players who are residing in the State of Vermont with blood or familial relatives.
- C. Residency is where the player habitually resides. Unless established to the contrary, residency is presumed to be with one of the parents of the player. The Executive Board may consider any relevant factor in determining the place of the player's residency.
- D. A student, residing temporarily in the State of Vermont in a bona fide exchange program, has a completed International Transfer with USA Hockey, may request permission from the Executive Board for permission to play with a Member Association.

4.02 - Select Teams for Age Groups 14U and Younger

Allied Member or Select Teams for age groups 14U and younger, (youth and girls) are not eligible for State Tournament Competition except for those teams who qualify under VSAHA Tier I Selection Criteria and Process Policy. Any Allied or Select Team so designated must comply with the requirements set out in Article IV, Paragraph 4.01 and utilize open tryouts to establish its roster. These requirements must be adhered to for team(s) advancing directly to a district or national tournament.

4.03 - Select Teams for Age Groups 16U and Older

Allied Member and Select teams for age groups 16U and older (youth and girls/women), are permitted in State Tournament competition provided that the team (a) utilizes open tryouts to establish its roster and (b) is composed of players who comply with By-law Article IV, Paragraph 4.01. These requirements must be adhered to for team(s) advancing directly to a district or national tournament.

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ARTICLE V. DISPUTE RESOLUTION

5.01 - Dispute Resolution Procedures

In order to provide for an efficient, orderly and uniform method of resolving all Disputes, the following Dispute Resolution procedures are hereby adopted.

- A. **MEMBER ASSOCIATION:** The preferred decision-making body, for all matters shall be the Member Association. The Member Association Board of Officers shall constitute the original jurisdiction for all decisions.

- B. **RULES COMMITTEE:** Any party aggrieved by a decision of a Member Association respecting matters shall appeal such decision to the Rules Committee pursuant to USA Hockey By-Law 10.

- C. **APPEALS COMMITTEE:** Any party aggrieved by a decision of the Rules Committee may appeal to the Appeals Committee pursuant to USA Hockey By-Law 10.

- D. **BINDING ARBITRATION:** Action of the Board shall be presented to arbitration conducted by a single arbitrator provided both parties agree, or, if there is no agreement, by a panel of three arbitrators, one each selected by each party and a neutral selected by each of the other arbitrators.

ARTICLE VI. GENERAL PROVISIONS

6.01 - Checks and Notes

Checks, demands for money, and notes of the Association shall be signed by officer(s) or other person(s) designated from time to time by the Board of Directors. Any long-term obligation which exceeds the assets of the organization will require the approval of the Executive Board.

6.02 - Depositories

Designation of banks and financial institutions where funds of the Association are to be deposited or invested, as well as authorization of other investments, shall be a function of the Board of Directors.

6.03 - Fiscal Year

The fiscal year of the Association shall begin on the first (1st) day of August each year and end the following July thirty-first (31st).

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6.04 - Amendment of Bylaws

These Bylaws may be altered, amended, or repealed at any meeting or special meeting of the Board of Directors by a two thirds (2/3rds) vote of the Board, provided written notice of the proposed amendment has been given at least ten (10) calendar days prior to the meeting by hand delivery, mail or email. It is presumed that notice given at any regular meeting is adequate notice for amendments offered at the next regular meeting.

6.05 - Notice

Whenever, by statute, these Bylaws, or otherwise, notice is required to be given to a member, director, or committee members, and no provision is made as to how the notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given:

- A. In writing, by mail, postage prepaid, by fax, posting on the VSAHA website, or by email, addressed to the director, committee member, or member at the address on the books of the association.
- B. In another method permitted by law. Any notice required or permitted to be given by mail shall be deemed given at the time when the same is thus deposited in the United States mail.

6.06 - Insurance

The Board shall obtain and maintain such insurance as is recommended by USA Hockey or an independent VSAHA insurance advisor, including Directors and Officers Liability Insurance.

6.07 - Equal Opportunity

VSAHA shall provide an equal competitive opportunity taking into account ability, physical size and other athletic criteria, to amateur athletes, coaches, trainers, managers, administrators, and officials to participate, consistent with the requirements of the Amateur Sports Act of 1978, as amended, in amateur athletic competition without discrimination on the basis of race, color, religion, age, sex, or national origin.

6.08 - Table of Contents: Headings

The table of contents and headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

Vermont State Amateur Hockey Association, Inc Association Bylaws

6.09 - Annual Guide

The VSAHA Annual Guide shall be published on or before September 1 of each year. In the event a new Annual Guide is not published by that date, the Annual Guide from the previous year will remain in effect until the new edition is published. The Annual Guide shall contain the rules, regulations and policies of VSAHA and shall control all matters not specifically covered by these by-laws. Any rules, regulations or policies contained in the Annual Guide may be modified or amended by the Board of Directors at any regular, annual or special meeting of the Board provided that notice is given to each Director either by hand delivery, mail or email at least 10 days prior to the meeting. The omission of any matter from either these Bylaws or the Annual Guide shall not preclude the Board from adopting and/or enforcing any rule or policy deemed in the best interests of amateur hockey in Vermont.

6.10 - Rules of Procedure

When these Bylaws do not specify procedures to be followed, Robert's Rules of Order, Newly Revised, shall be used as a guide.

ARTICLE VII. DISPERSAL OF ASSETS

7.01 - Dissolution of the Corporation

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation, or so to such organization or organizations organized and operated exclusively for charity, education, religious, or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any future Federal tax code, or shall be distributed to the Federal, State, or local government for public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purpose.