

Bylaws & Rules

BYLAWS OF THE CROWLEY INDEPENDENT SOCCER ASSOCIATION A NON-PROFIT CORPORATION

(Last Amended May 2019)

ARTICLE 1 - NAME

The name of this association is the Crowley Independent Soccer Association, which hereinafter is referred to as CISA. This association is located in Crowley, Texas.

ARTICLE 2 - PURPOSES

2.1 The purpose of this association is to promote soccer in Crowley, Texas and surrounding areas; to elevate the standards of integrity, honor, loyalty, courage, and courtesy among the youth of our community and all others participating in the game of soccer; to cultivate the spirit of brotherhood and good fellowship; and to serve as the local affiliate of the North Texas Soccer Association ("NTSSA") and the United States Youth Soccer Association.

2.2 CISA is organized and shall be operated exclusively for charitable and educational purposes in accordance with Section 501 (c)3 of the Internal Revenue Code 1954, as amended (herein after referred to as the "Code").

2.3 Solely for the above stated purposes, CISA is empowered to exercise all rights and powers conferred by the laws of the State of Texas upon non-profit corporations, including, but without limitations thereon, the right and power to receive gifts, devises, bequests and contributions in any form, and use, apply, invest and reinvest the principle and/or income therefrom for the above purposes. It is intended that the CISA shall have the status of a corporation which is exempt from federal income taxation. These Articles shall be construed accordingly, and all powers and activities of CISA shall be limited accordingly. CISA shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in loss of its exemption from federal income tax under Section 501 (c) 3 of the Code, nor shall any activity of CISA consist of participation in or intervening in any political campaign on behalf of or in opposition to any candidate for public office (including the publishing and distributing of statements).

ARTICLE 3 - MEMBERSHIPS IN ASSOCIATION

3.1 Any player may become a member of the association upon submission to and approval by the Registrar of the association of a properly executed application/release form, birth certificate, and payment of all fees. Any adult who is 18 years or older and agrees to abide by the Bylaws and the Rules and Regulations of the Association may become a coach after signing the coach's agreement and with approval of the Board of Directors. He/she may continue coaching unless removed for cause by the Association. Members shall include those persons holding office in the association, even though they have no children playing for the association.

3.2 Any member of the association (or coach, team or official) may be expelled and his or her membership canceled, forfeited or suspended unilaterally by the association's Board of Directors or through its consideration of a recommendation of the Appeals and Disciplinary Committee or he or she may be censored by the Appeals and Disciplinary Committee and/or by the Association's Board of Directors for a violation of the association's Bylaws, Rules and Regulations or for conduct prejudicial to the interest of the association. A red card shall not in itself be considered an expulsion for these purposes.

3.3 The association will honor all orders of suspension of players, coaches or referees issued by this association or any other North Texas State Soccer Association member or United States Soccer Federation member Organization.

3.4 The annual membership is established as being from August 1 through July 31 of the following

calendar year.

- 3.5 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. 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.

ARTICLE 4 - GOVERNMENT OF THE ASSOCIATION

4.1 This association shall be governed by its members, which shall consist of the Board of Directors and the recognized delegate (coach) from each registered team in good standing, each of whom shall be entitled to one vote. The exception will be that coach or representative of record of more than one team may have as many votes as the number of teams he/she coaches or represents. There shall be no vote by proxy.

4.2 This association shall be directly affiliated with and comply with the authority of North Texas State Soccer Association and shall represent all its members and respective interests in and before the North Texas State Soccer Association. The association recognizes the superseding authority of the rules of the North Texas State Soccer Association.

4.3 The territory under jurisdiction of this association is defined as being the part of Texas that is within the boundaries of the Crowley Independent School District.

4.4 This association shall have jurisdiction over all members, administrators, referees, coaches, assistant coaches, managers, registered players, teams, parents, and other persons affiliated with such teams. Each member will adhere to these Bylaws and Rules and Regulations and will comply with the authority of the association. If the association is presented with substantiated evidence that a member is not adhering to these Bylaws and Rules and Regulation, the association will ask the Appeals and Disciplinary Committee to investigate the allegations and take necessary action.

4.5 The fiscal year for the association shall be from September 1st to August 31st of the following year.

4.6 The association shall keep correct and complete books and records of account and shall keep minutes of all meetings. These minutes will be placed in the minute's book of the association and posted on the association's web site. Minutes shall be approved at the next board meeting.

4.7 Any director, 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 such time is specified. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.8 These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, at any meeting of the Association by a two thirds (2/3) vote of the total present membership, provided, however, that all members have been given ten (10) day notice, including a written copy of the proposed changes or the changes are posted on the association's web site. Amendments to the Bylaws may be made from the floor at the Annual General Meeting without advance notice.

ARTICLE 5 - BOARD OF DIRECTORS

5.1 The business and affairs of the association shall be managed by its Board of Directors, which shall consist of the Directors of this Association, each of whom will be entitled to one vote. 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 North Texas State Soccer Association, the United States Soccer Federation and its respective members, and the Bylaws and Rules and Regulations of this association. The Board of Directors shall also hear appeals of decisions of the Appeals and Disciplinary Committee.

5.2 The number of directors shall be thirteen (13). A Director must be at least twenty-one (21) years of age and may be related to one other Director serving a concurrent term through a close family relationship (i.e. a spouse, sibling, or parent/child). All members of the Board of Directors shall be elected to serve for a term of two (2) years by a simple majority vote of the membership. The date and time of the elections shall be set by the Board of Directors. The date and times of the elections must be publicly displayed at the regularly scheduled playing fields at least ten (10) days prior to the election date. All members wishing to vote must be present to place a ballot, no proxy ballots are allowed. The following positions will be elected in the odd years: President, Secretary, Registrar, Minor League Commissioner for Boys, Major league commissioner for girls, and Equipment Director and U4 Commissioner. In the even years, the following positions will be elected: Vice President, Treasurer, Minor League Commissioner for Girls, Major League Commissioner for boys, Property Director, and Fundraiser Director. These elections will take place at the annual general meeting in spring of each year and the term of office will start on June 1st.

5.3 Each Board of Director shall have one vote with the President abstaining unless a tie vote needs to be broken. Each coach in good standing shall have voting rights at all Board meetings.

5.4 One half of the filled Board of Directors positions shall constitute a quorum for the transaction of business at any meeting of the board. Once a quorum is established at a meeting, all actions taking place at that meeting shall be legal regardless of the number present at the time of a vote.

5.5 The Board of Directors will adopt and maintain the necessary policy statements that are needed to govern the regular business of the association. No policy statement may be used to override any part of the adopted playing rules and bylaws of CISA. Changes to, or adoption of a policy statement may be made an any meeting of the board, called in accordance with these bylaws, by the majority of the directors present at that meeting.

5.6 A Board of Director not attending three (3) consecutive meetings, including regular meetings, of this association or Board of Directors meetings, will have their office declared vacant unless the Board of Directors excuses such absences. Their office shall be filled in accordance with procedures under special election.

5.7 In the case of a vacancy, a nominating committee will be established and will find a candidate and present this person to the Board of Directors for a majority board approval.

5.8 The Board of Directors shall serve without salary for their services. Any board member may be reimbursed for expenses approved by the budget and/or the Board of Directors.

5.9 All board members of the association, with the exception of the President, shall report the functions of their office, orally or in writing, at each regular meeting of the association.

5.10 A member of the Board of Directors can be a member or official of a team. In the event of any grievance involving such team, the board member may not act in its behalf nor be entitled to vote on the grievance.

ARTICLE 6 - ELECTION OF BOARD OF DIRECTORS

6.1 Anyone may nominate a person to be placed on the ballot for an expiring position by announcing that person's name during the regular board meeting preceding the Annual General Meeting of CISA. The person nominated must be in good standing with CISA and NTSSA. The person nominated must provide verbal or written acceptance of the nomination prior to the closing of the floor for nominations for that position. If no acceptance is obtained, that person's name will be removed from the list. After the floor is closed, no additional names may be added to the list of nominated persons and no write in names are allowed on the ballot.

6.2 Any Director may be removed at any time, with or without cause, upon the vote of two-thirds (2/3) of the members of the Board. With the exception of removal due to non-attendance, no Director shall be

removed unless notice of such action has first been given in a Notice of Meeting to all members of the Board. Any vacancy created by such a removal shall be filled as set forth in Section 5.7.

ARTICLE 7 - OFFICER'S DUTIES

7.1 The Executive Committee shall consist of the President, Vice-President/Director of Appeals and Disciplinary, Secretary, and Treasurer to handle emergencies that may arise. An executive board meeting can be held to discuss A & D issues.

7.2 The President, as chief officer, is charged with the overall administrative and executive functions of the association. He/she shall preside at all association meetings, the executive committee and the board. The President shall cast the deciding vote in the event of a tie at any meeting, or may waive the right to do so. They shall appoint chairpersons to any special committees and define their duties as may be necessary to carry on the work of the association. The President may appoint delegates or representatives to any meetings at which CISA is to be represented. The President shall submit an annual written report at the Annual Meeting and said report shall become part of the minutes of such meeting. He/she will be responsible for an annual audit of the financial records of the association. The President is empowered to take prudent and reasonable action in cases not covered by these Bylaws, and such authority is implicit in the office.

7.3 The Vice President/Director of Appeals and Disciplinary shall succeed to the office of President in the event that office becomes vacant. They shall serve in that office until the next regularly scheduled Board of Directors meeting, at which time the Board of Directors will appoint a President to serve until an election can be held at the next Annual General meeting. They will chair any regular meeting in the absence of the President. They will be the chairperson of the Appeals and Disciplinary Committee and shall report the activities of the committee at each regular meeting of the association. They will also co-chair the Bylaws and Rules and Regulation Committee. The Referee Assignor will report to the VP.

7.4 The Secretary shall keep minutes of all Board of Directors meeting, Annual meeting, and special meetings. The Board of Directors will approve the minutes. The secretary is responsible for the minutes being placed in a binder and having this binder available for review by all members. The minutes will also be placed on the association's web site. The Secretary will co-chair the Bylaws and Rules and Regulations Committee. The Secretary will be responsible for all correspondence of the association, pick up mail, notify members of all meetings, and reserve the meeting place.

7.5 The Treasurer shall serve as the financial officer of the Association and will clearly set forth a complete financial reconciliation and report to each scheduled Board of Directors meeting a balance sheet and income statement. The Treasurer will also provide a complete statement of assets and liabilities at the end of each soccer year. He/she shall pay all bills properly passed upon and approved by the Board of Directors. No payment of any kind shall be paid in cash. All checks on the association bank account must be signed by at least one Board member. If the amount is over \$350.00, two (2) Board members on the account must sign the check. The person receiving the check must not be the authorized signature on the check. Other purchases using a debit/credit card over \$350.00 must have Board approval. Bank cards may only be issued to executive Board members. No money shall be withdrawn on CISA bank accounts without approval of the Board of Directors. The Treasurer shall chair the Budget and Finance Committee and shall review and initial all contracts by this Association. It is strongly preferred that the Treasurer position have a Finance or Accounting degree or equivalent work experience.

7.6 The Registrar shall be responsible for registration and eligibility of all players and teams with the association, shall be responsible for Risk Management forms, and submitting forms to the North Texas State Soccer Association. The Registrar will maintain a list of players, teams, and coaches for the association.

7.7 The Minor League Commissioner for Boys shall be responsible for the team formation within the

jurisdiction of the Association for the male players within the Under 5 to Under 8 age group. The Commissioner shall be responsible for arbitration of issues/infractions involving coaches, assistant coaches, managers, registered players, team representatives and/or teams within their jurisdiction. Problems of a more serious nature shall be reported to the Appeals and Disciplinary Committee.

7.8 The Minor League Commissioner for Girls shall be responsible for the team formation within the jurisdiction of the Association for the female players within the Under 5 to Under 8 age group. The Commissioner shall be responsible for arbitration of issues/infractions involving coaches, assistant coaches, managers, registered players, team representatives and/or teams within their jurisdiction. Problems of a more serious nature shall be reported to the Appeals and Disciplinary Committee.

7.9 The Major League Commissioner for girls shall be responsible for the team formation within the jurisdiction of the Association for the female players within this age group. The Commissioner shall be responsible for arbitration of issues/infractions involving coaches, assistant coaches, managers, registered players, team representatives and/or teams within their jurisdiction. Problems of a more serious nature shall be reported to the Appeals and Disciplinary Committee.

7.10 The Property Director shall be responsible for the upkeep of all property and equipment under the control of CISA. He/she shall recommend new equipment or field improvements to the Board. The purchase or improvements must have Board approval. The property director is not necessarily responsible for the maintenance of the facilities and equipment, but oversees these activities. A person or company may be contracted with to perform the maintenance duties required, with approval of the board. The property director shall ensure goals/nets, bleachers, and fields are in playing order. The property director will liaison with the concession vendor.

7.11 The Equipment Director shall recommend to the Board of Directors the choices of uniforms for the year. The decision on which uniform to use will be the decision of the Board. The Equipment Director shall coordinate with the age group commissioners about uniforms needed for their teams. The Equipment Director will issue uniforms to the coach or team representative. He/she shall also be responsible for trophies.

7.12 The Fundraiser Director shall investigate potential fundraisers for the association. He/she will present options to the Board for final selections. They will coordinate the fundraiser through each team and the collections of all money. They shall submit a record of all expenses and income to the Board. He/she shall also be responsible for team/individual pictures.

7.13 The U4 Commissioner shall be responsible for the team formation within the jurisdiction of the Association for the players within this age group. The commissioner shall be responsible for arbitration of issues/infractions involving coaches, assistant coaches, managers, registered players, team representatives, and/or teams within their jurisdiction. Problems of a more serious nature shall be reported to the Appeals and Disciplinary Committee.

7.14 The Major League Commissioner for Boys shall be responsible for the team formation within the jurisdiction of the Association for the male players within this age group. The Commissioner shall be responsible for arbitration of issues/infractions involving coaches, assistant coaches, managers, registered players, team representatives and/or teams within their jurisdiction. Problems of a more serious nature shall be reported to the Appeals and Disciplinary Committee

ARTICLE 8 - MEETINGS OF THE ASSOCIATION

8.1 The Board of Directors may provide by resolution for the time and place for holding of regular meetings of the association. These meetings will be held each month at a regular time and place. The location, date and time of the meetings will be publicly displayed on the web site and at the fields during the season. The purpose of the regular meetings is for all the Board of Directors to inform the general members on items of interest relating to CISA. The board of directors will also provide regular reports, as

necessary, to the general membership at the regular meetings. All regular meetings are open to the members and the general public. Executive sessions may be called by a two thirds (2/3) approval of the Board of Directors to discuss personnel or legal matters.

8.2 The Annual Meeting of the association shall be held each year on a day to be selected by the President during the spring to transact any business and vote on any Bylaw changes. A quorum is not required for this meeting as long as notices of such meeting were properly given.

8.3 Special meetings of the Board of Directors may be called by the President or by any four (4) Directors. The person or persons authorized to call a special meeting of the Board may fix the time and place for holding any such meeting called. Business transacted at all special meetings shall be confined to the purpose stated in the notice of the meeting.

8.4 Emergency actions can be taken by any three (3) voting members of the Board of Directors (which may include the President) on matters demanding immediate attention when it is impractical or impossible to call a meeting. This action shall be reported in writing to all board members within three (3) days.

8.5 Notice of any change in regularly scheduled meetings or of any special meeting of the Board of Directors shall be given at least ten (10) days before the scheduled meeting date by written notice on the web site or at the fields during the season. In addition, each board member will be notified by mail, telephone, electronic mail, or in person. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with the postage thereon prepaid. Any Director may waive notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

ARTICLE 9 - AD HOC COMMITTEES

9.1 The President shall appoint such ad hoc committees as necessary to carry on the business of the association, each of which shall include one or more members of the Board. No such committee shall have the authority of the Board in reference to amending, altering, or repealing the bylaws: electing, appointing, or removing any member of any such committee or any director; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of any or substantially all of the property and assets of CISA. The appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed on it or him/her by law.

9.2 Each member of a committee shall continue as such until the next annual meeting of the association unless the committee shall be sooner terminated, or unless such member may be removed from such committee, or unless such member shall cease to qualify as a member thereof.

ARTICLE 10 - STANDING COMMITTEES

10.1 The appeals and disciplinary committee shall be chaired by the Vice-President of the association and at least three (3) members nominated by the chairman and approved by the Board. The Referee Assignor shall serve as an advisor to the Appeals and Disciplinary Committee. A quorum will be three (3) including the chair, who shall cast his/her vote last. This committee shall hear serious complaints of alleged violations of bylaws, alleged violations of Board Members, alleged violations occurring before, during, or after soccer games, or any other hearings required or permitted under NTSA Section 3.11.3 (misconduct of Adult Players/Coaches/Assistant Coaches) Rule 11. The committee decision shall be final and may be appealed to the CISA Board of Directors with further appeals to NTSSA. The committee shall

notify in writing the age group commissioner and the player or coach of any decision within three (3) days. All reports shall be heard in a timely manner by the committee and in no event shall this time period exceed fourteen (14) days.

10.2 The Team Formation Committee shall be composed of the age group commissioners (4), the President, and the Registrar. The chairman shall be the Registrar. The Team Formation Committee shall form teams in accordance with CISA's guidelines. They shall recommend to the Board the schedules for and rules and regulations of all league and special games and shall administer the same as adopted by the Board. The committee shall further recommend to the Board all matters dealing with score keeping, division standings, and team formations.

ARTICLE 11 - PROCEDURES FOR APPEALS

11.1 In no event shall any person, persons, or organization under the jurisdiction of this association resort to the Courts until all appeal procedures are exhausted. For violations of this rule, the offending party shall be subject to the sanctions of suspension and fines set forth by the United States Soccer Federation. They shall be liable for all expenses incurred by the association and its officers and members in defending each court action. This includes but not limited to court costs, attorney fees, reasonable compensation for time spent by the association officers and members responding to and defending against allegations in the actions, including responses to discovery and court appearances, travel expenses, and the expenses for holding special meetings necessitated by the court action.

11.2 The procedure for filing appeals shall be as follows: 1. All appeals to the Appeals and Disciplinary Committee must be submitted in writing and received within five (5) days of the appealed decision. A \$100.00 fee (cash or Cashier's check) shall accompany all appeals. If the committee upholds the appeal, it will be returned. If the appeal is denied, the fee will be forfeited to the treasury of this association. 2. This committee, at its discretion, may, 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. 3. All appeals to this committee are in writing to the Chairman of the committee. In cases of controversy, the postmark date (postage meter not acceptable) will govern. 4. Upon receipt of appeal, properly submitted, the Chairman of the committee shall set a time and place for the hearing and will serve notice to all appropriate parties. Such hearing settings are solely the responsibility of the committee. 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. 5. 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 (including time limit and filing fee) as for filing with the Appeals and Disciplinary Committee. All material is submitted to the President, who shall serve notice to all concerned parties of the receipt and the time and place for the hearing. 6. Any decision of a Board Member of Standing Committee may be appealed to the Appeals and Disciplinary Committee. 7. Decisions of the Board of Directors may be appealed to the North Texas State Soccer Association. Appeals must be submitted, in writing, to the North Texas State Soccer Association within five (5) days of the Board of Directors decision. This appeal must be accompanied by the fees set forth in the Bylaws of the North Texas State Soccer Association. 8. All decisions at all levels of the appeal process shall stand and be in full force and effect until changed by a higher authority.

ARTICLE 12 - RULES AND REGULATIONS

Except as otherwise specified under the Rules and Regulations of this Association herein, Rules of Play of the United States Soccer Federation and Its National Associations of which, North Texas State Soccer Association and this association are members, will apply in all competitions.

ARTICLE 13 - PLAYERS, TEAMS, COACHES AND LEAGUE PLAY

13.1 All teams and players shall be registered with CISA and NTSSA and shall pay all fees prior to the beginning of league play. A team using an unregistered player, in addition to other penalties, shall forfeit

all games in which that player participated.

13.2 All teams shall be formed by age by the Team Formation Committee, in accordance with CISA's guidelines. All determinations of the Team Formation Committee on the formation of teams and the placement of players on teams may be appealed to the Board. All appeals must be in writing and must be presented within seventy two (72) hours to the Board.

13.3 Per NTSSA 3.9; except where prohibited by USSF rules, youth players may participate in older divisions but may not play in younger divisions than their age dictates except by the approval of the NTSSA State Executive Committee. Failure to comply with this rule shall result in the offending team forfeiting all the games in which the older player participated. Also, the coach, assistant coach, and / or manager of the offending team may be suspended for a period of not less than one year.

13.4 New players will be placed on teams according to the Rules and Regulations. Only U4, U5 and U6 players may request and receive a specific team or coach. Older players may make a request to the Team Formation Committee, but are not assured of a team or coach.

13.5 A returning player (played the previous season) is placed on the same team he/she played on previously, unless a request to reenter the draft is received. A player, who does not register before the advertised regular registration deadline, or did not play the previous season, may not be guaranteed a place on the roster of their former team.

13.6 All coaches and assistant coaches must submit to a criminal background check. Anyone refusing to do so will not coach any team or team activity. A coach can be dismissed for not complying with the needed league governing body / CISA paperwork, i.e. fact sheets, discipline paperwork etc.

13.7 All coaches, assistant coaches, and team managers shall be approved or disapproved, with or without cause, on a soccer season basis, by a majority vote of the Board of Directors. Once a coach, assistant coach, or team manager is approved, they must sign a statement of compliance and acceptance of all CISA and NTSSA bylaws and Rules.

13.8 The Board of Directors or their delegates shall determine the starting date, number of games, and scheduling.

13.9 A non-rostered player may not practice or play until assigned to a team by the Team Formation Committee.

ARTICLE 14 - INDEMNIFICATION

14.1 In the event that any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative), seeks indemnification from CISA against expenses (including attorney fees), and in the case of actions other than those by or in the name of CISA, judgments, fines, and amounts paid in settlement, incurred by such person in connection with such action, suit, or proceeding by reason of the fact that such person is or was an officer, director, employee, or agent of CISA, then unless such indemnification is ordered by a court, CISA shall determine or cause to be determined (in the manner provided by Texas law) whether or not indemnification is proper in the circumstances because the person claiming such indemnification has met the applicable standard of conduct under Texas law and to the extent that it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified.

14.2 Expenses, including attorney fees, incurred in defending any action, suit, or proceeding referred to in Section 14.1 of this article may be paid by CISA as authorized by the Board.

14.3 The indemnification provided by Section 14.1 of this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the law or any agreement, vote of directors or otherwise, both as to action in another capacity while holding such office, and shall

continue as a person who has ceased to be a director, employee, or agent.

ARTICLE 15 - RULES OF PROCEDURE

The rules of parliamentary procedures governing a meeting of the association, its board, and committees, shall be those of Robert's Rules of Order as most recently revised.

ARTICLE 16 – DISSOLUTION CLAUSE

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, humanitarian, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Service, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the district court in which 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.

ARTICLE 17 – EMPLOYEES AND COMPENSATION

17.1 Conflict Of Interest Policy

A. Purpose

The purpose of the conflict of Interest policy is to protect the Association's interest when it is considering entering into a transaction that may benefit the private interest of an officer, director, member of the organization, his/her immediate family member, or may result in a possible excess benefit transaction.

B. Procedures

1. Duty to Disclose

An interested person in an actual or a possible conflict of interest must be given the opportunity to disclose all material facts to the directors and members of the committees with governing Board delegated powers considering the proposed transaction. Failure to disclose an actual or possible conflict of interest will result in appropriate disciplinary and corrective action.

2. Addressing the Conflict of Interest

After the presentation of the facts by the interested person he/she shall leave the meeting during the discussion of, and the vote on the transaction or arrangement involving the possible conflict of interest. If an officer, director, or other member of the organization is an immediate family member of the interested person, they shall not be allowed to vote on the actual or possible conflict of interest transaction or arrangement.

Due diligence should be exercised by the governing Board or committee to determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, a 2/3 vote of the governing Board or committee shall make the decision to enter into the transaction or arrangement.

3. Transparency

CISA will keep clear record of any compensation and financial arrangements concerning any members, officers, directors, and independent contractors who have either disclosed a conflict of interest or were found to have one.