

CONSTITUTION AND BY-LAWS OF MCC

The use, throughout this document, of pronouns indicating the male gender is purely for brevity. Except where specifically stated otherwise, every provision of this Constitution and By-Laws is to be read as applying equally to both male and female persons.

Article 1. Title:

The name of this organization shall be the **Midwest Cricket Conference** hereinafter referred to as the MCC (shortened name of the club as it will appear throughout the constitution).

Article 2. Objectives, Adoption, and Amendments:

2.01 – OBJECTIVES

The objective of the MCC shall be to promote, advance, and protect the interests of cricket within the United States of America, limited to locations within 300 miles of downtown Chicago within the states of Illinois, Wisconsin, Indiana, Michigan, Missouri, and Iowa.

2.02 – ADOPTION

The MCC Constitution will be adopted by a simple majority vote initially. Upon the passing of this vote, the constitution will become effective after twenty-one days except for the following article 8 which will become effectively at the beginning of the next year. The President will discharge all duties on behalf of the Board of Directors till such time as they are instituted in accordance with article 8, after which these powers shall be rescinded from the President permanently. During the twenty-one days prior to this constitution becoming effective, the existing Governing Council shall have this reviewed by a legal advisor to ensure that the terminology is consistent with its intent. The Governing Council is empowered to make any syntactic or spelling changes that are required for consistency and accuracy of this document without changing the intent of the approved document. Any changes to the intent will need to follow the amendment process as outlined in article 2.03.

2.03 - AMENDMENTS

Any member in good standing can propose amendments to the Constitution of the MCC. A notice clearly stating the change in the constitution and the intent of the change must be sent in writing to the Governing Council, the Board of Directors, and to all Member Teams representatives fourteen days prior to the General Body meeting. During the General Body meeting, the proposing member(s) will be given sufficient time to propose the change. Members will be allowed to debate the change and propose amendments if they so wish. Once any amendments have been made, the proposed change will be voted on during that same meeting and will require a two-third majority via a roll-call of those members present and eligible to vote in order to pass. If the amendment is passed, the Secretary must certify the change and publish it to the MCC membership within seven days.

Article 3. Offices:

The principal office of the Organization for the transaction of any business shall be located in Chicago, Illinois.

Article 4. Members:

4. 01 – NUMBERS AND CLASSES

There shall be no limitation on the number of members that may be admitted to the MCC. The MCC shall have classes of member as follows:

- a) Full Member Team
- b) Associate Member Team
- c) Individual Member
- d) Honorary Member

4. 02 - QUALIFICATIONS AND PRIVILEGES:

- a) Full Member Team: A team/club is automatically assigned full membership if it is in good standing (having paid all its dues) and has been a member of the MCC for at least one year. This class of membership shall only be open to teams that participate in one of the seasonal MCC tournaments. A seasonal MCC tournament is defined as one that has a minimum of 12 regular season scheduled games not including playoffs.
- b) Associate Member Team: A team/club is automatically granted associate membership if it is in good standing (having paid all its dues), but has not completed one year of membership. This class of membership shall only be open to teams that participate in one of the seasonal MCC tournaments.
- c) Individual member: Any individual who played at least one game in any MCC organized tournament during the previous year is automatically granted individual member status for a period of one year. Any individual who has umpired in at least one game in any MCC organized tournament during the previous year is automatically granted individual member status for a period of one year. Any individual who serves in any official capacity for the MCC in the previous year is automatically granted individual member status for the period of one year. Any individual who does not qualify for automatic membership as stated above, but has supported the activities of the MCC or intends to do so can be granted individual membership for a one-year period by the Board of Directors.
- d) Honorary Lifetime Member: Any individual who has played in or served the MCC for more than seven years can be granted honorary lifetime membership by a two-thirds majority of the Board of Directors.

Full Member Teams, Associate Member Teams, Individual Members, and Honorary Lifetime Members have the right to attend meetings and participate in discussions. Only Full Member Teams have the right to vote.

4. 03 – ADMISSION:

Applicants for Associate Team Membership can be admitted to the MCC upon written application, approval by the Governing Council as provided herein, and payment of any fees or dues as the Governing Council prescribes. Associate Team Members automatically get promoted to Full Team Member status once they meet the qualifications outlined in article 4.02. Individual Members can be admitted to the MCC upon written application and approval by the Governing Council as provided herein, unless they are automatically granted membership as stated in article 4.02. For Honorary Lifetime Members, the Governing Council must submit in writing a nomination for the individual concerned to the Board of Directors, who are required to decide on the matter as stated in article 4.02.

4. 04 – DUES AND ASSESSMENTS:

- a) The annual dues payable to the Organization by Full and Associate Team Members shall be in such amounts as determined from time to time by the Governing Council.

- b) Team Members are subject to assessments, which may be levied and collected in an amount and in a manner as determined from time to time by the Governing Council.
- c) Dues, fees and assessments shall be due and payable within thirty days of invoice. Members failing to pay by the due date shall not be eligible for inclusion in league schedules, post-season competition, Organization insurance coverage, or other Organization activities, and shall be subject to the provisions of termination and reinstatement of Article 4.08 herein.

4. 05 - MEMBERSHIP LIST:

The Organization shall keep a membership list containing the effective date and membership status and the name and address of each member. Termination of the membership of any member shall be recorded, together with the date and circumstances under which such membership ceased. The membership list shall be kept at the Organization's principal office or at such other place as the Governing Council may decide, and shall be available for inspection by any Member as provided in Article 7.10(e). Notwithstanding any other provisions of this document, the membership list shall not be available for inspection by any other person except as required by law, and except when authorized by the President and the Secretary in writing.

4. 06 - NON-LIABILITY OF MEMBERS:

No member of this Organization shall be personally liable for the debts, liabilities or obligations of the Organization.

4. 07 - TRANSFERABILITY OF MEMBERSHIP:

Membership in the Organization is non-transferable and non-assignable.

4. 08 - TERMINATION OF MEMBERSHIP:

- a) By Resignation: The membership of any member of the Organization shall automatically terminate upon written request for such termination delivered to the President or Secretary of the Organization.
- b) By Non-payment of Dues: The membership of any member shall automatically be terminated upon failure of payment of dues, fees and assessments as indicated in Article 7.11(f).
- c) Reinstatement after Termination: The Governing Council may reinstate a terminated member on such terms as they deem appropriate upon receipt of a written request on behalf of the entity (team or individual) concerned.

4. 09 - FINES, SUSPENSION AND EXPULSION:

In addition to the termination of membership as provided in Article 4.08, a member may be fined, suspended or expelled for good cause as provided below.

- a) Good Cause: "Good Cause" as used herein requires, that the member either has failed and continues to fail to abide by the Constitution and By-laws of the Organization, or with any Rules and Regulations of the Organization, or has failed and continues to fail to pay any fine imposed, or for any conduct which the Governing Council deems inimical to the interests and aims of the Organization.
- b) Termination of Rights: All rights of a member in the Organization shall cease upon expulsion.

Article 5. General Body:

5. 01 – DEFINITION:

The General Body shall consist of one representative from each Member Team (Full or Associate) as defined in Section 4.01(a).

5. 02 – MEETINGS:

Meetings of the General Body shall be held at a place within the State of Illinois as may be designated from time to time by the Governing Council. Meetings of the General Body may be called by the President, or by a resolution of the Board of Directors. Quorum for all meetings of the General Body shall consist of fifty percent (50%) of all the Member Teams of the MCC. Proposals other than those related to changes in the MCC Constitution and By-Laws shall be carried by a simple majority of those present and eligible to vote.

5. 03 –ELECTION MEETING:

The President shall call a meeting of the General Body to be held on or before February 15 every year for the purpose of electing either the Governing Council or the Board of Directors and handling any other business. Only those members eligible to vote and physically present at the meeting can vote unless the election commission makes available and administers an independently managed voting system for those teams that do not physically attend during the election meeting time period.

5. 04 - NOTICE OF MEETINGS:

Each team/club must be notified individually either electronically or in writing not less than fourteen (14) days or more than fifty (50) days before the date of any meeting. The notice shall be addressed to the representatives of the team/club as recorded in the Organization's books and shall be deemed given at the time it is delivered successfully. The Notice of Meetings shall specify the place, date and hour of the meeting and in case of Special Meetings, the specific nature of the business to be transacted.

5.05 – ELECTION PROCESS

An Election Commission will be instituted for a two-year term by having the President propose three people who need to be approved by the Board of Directors before July 15, six months prior to the regularly scheduled elections for the Board of Directors. The Election Commission is responsible for holding fair and efficient elections, which will be independent from the Board of Directors, Governing Council, or any other affiliations. The Election Commission shall have complete ownership of the election process and is empowered to make any decisions and set any schedule that is related to elections. The Governing Council, Committees, or Board of Directors shall have no jurisdiction over matters relating to the election unless expressly stated otherwise in this document. The Election Commission shall certify the list of members eligible to vote at least 30 days prior to the election unless an emergency election is held as stated in article 6.08 or otherwise expressly stated in this document. The Election Commission will coordinate each election through a secret ballot process and will verify each vote and certify the election results. In the case of an election for the Governing Council, if there is a tie and no clear winner, the Election Commission must inform the Board of Directors within two days. In the case of an election for the Board of Directors, the Election Commission will continue the election process as outlined in article 8.02. The newly elected officers will take charge of the league immediately after certification of the results by the election commission.

Article 6. Governing Council:

6.01 - NUMBER AND TITLES:

The officers of the Organization, known as the Governing Council, shall consist of the President, Vice President, Secretary, and Treasurer.

6.02 - QUALIFICATION, ELECTION AND TERM OF OFFICE:

a) Any member, who qualifies under the class of individual member of the Organization during the previous year as laid out in article 4.02, is at least 21 and above, and resides within the states that the MCC operates in as stated in article 2, is eligible to stand for election for a position on the Governing Council. If the member is standing for the post of President, he must deposit a fully refundable registration fee equal to \$1000. The fee will be refunded immediately after the election is held, except if the candidate fails to stand for election for any reason in which case it will be considered forfeit.

b) A member will be deemed ineligible for the post of President if he has already held the post of President for 3 or more terms of office.

c) If a sitting member of the Board of Directors chooses to stand for election as an Executive Officer, he shall first resign his position on the Board of Directors, before announcing his candidacy for election to the Governing Council. If the person is standing for President, he must have given up his post on the Board of Directors at least 1 year prior to the election.

d) Election of officers shall be held at the intervals and for the terms of office shown below:

- 1) The election will only be held for the post of President. The candidate that receives the most votes will be deemed as the winner unless there is a tie. If there is a tie, then the Board of Directors will make the final decision based only on the candidates that tie. The Board of Directors shall meet within fourteen days of the tied election and make a decision via a simple majority once they have quorum.
- 2) The President shall propose candidates for the Governing Council prior to the election meeting that will take office if their proposing candidate wins the election.
- 3) Each position on the Governing Council will be for a nominal period of two years commencing immediately after the General Meeting during which the election is held
- 4) Nothing in the foregoing shall debar any eligible person from seeking election to or holding any office for successive terms, except for the position of President as stated in article 6.02a.
- 5) Vacancies occurring during the nominal term of office shall be filled in accordance with Article 6.06 herein for the un-expired term of that office

d) Each officer shall hold office until he resigns or is removed or is otherwise disqualified to serve.

6.03 - FUNCTIONS OF THE EXECUTIVE OFFICERS:

The officers shall deal with all administrative matters and shall prepare the business and accounts to be dealt with at by the Governing Council. The administrative matters shall consist of routine MCC business activities, including correspondence, accounting, collection of dues, reimbursements, insurance matters, schedules of games, organization of social events and functions, announcements, and preparation of notices. It shall also deal with all matters concerning umpires, grounds and general facilities, and anything pursuant to the goals stated in article 2. Executive officers shall not amend or suspend any provision of the Constitution of the MCC.

6. 04 - REMOVAL AND RESIGNATION:

In order to remove an officer from his post prior to the completion of his term, the President must submit the intent and reason for doing so in writing to the Board of Directors, which will be deemed to be accepted if passed by a simple majority of the Board. Any officer may resign at any time by giving written notice to the President or Secretary of the Organization.

6. 05 - VACANCIES:

The President can fill any vacancy in any executive office by notifying the Board of Directors at least seven days in advance of the appointment.

6. 06 - MEETINGS:

The Governing Council shall meet periodically as necessary to conduct the business of the Organization, at the discretion of the President. Notice of all meetings shall be provided at least three days in advance to the Board of Directors. The Board of Directors shall receive the minutes of all Governing Council meetings within seven days of the meeting.

6. 07 - DUTIES OF THE GOVERNING COUNCIL:

- a) **President:** The President shall be the Chief Executive Officer of the Organization and shall, in general, subject to the control of the Board of Directors, supervise and control the affairs of the Organization. He shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation, by these By-Laws, and which may be prescribed from time to time by the Board of Directors. The President also serves as the USACA representative of the league unless he chooses to nominate someone else on his behalf.
- b) **Vice President:** In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions of the President.
- c) **Secretary:** The Secretary shall:
 1. Certify and keep the original, or a copy, of the Constitution and By-Laws as amended.
 2. Keep a book of the minutes of all meetings of the Governing Council.
 3. Ensure that all notices of meetings and their agenda are duly given in accordance with the provisions of these By-Laws.
 4. Maintain the membership list as prescribed in Article 4.05 herein.
 5. Exhibit at all reasonable times to any Director of the Organization, the By-Laws, the membership list, and minutes of meetings.
 6. In general, perform all duties incident to the Office of the Secretary as required by the Constitution and By-Laws, and which may be assigned to him from time to time by the President.
- d) **Treasurer:** The Treasurer shall:
 1. Be responsible for the collection, safekeeping, and expenditure of all funds of the Organization, and for keeping an accurate financial record
 2. Not borrow money or issue funds or checks except as he is authorized to do so by the Constitution, By-Laws, or the President. All checks disbursing Organization funds must be signed by the Treasurer, or in his absence by the President or, in the President's absence, the Vice President.
 3. When requested by the Board of Directors, the Treasurer shall present a brief written report on the finances of the Organization; he shall answer all questions on financial matters.

4. At the first General Assembly meeting following the end of the fiscal year, the Treasurer shall present the Final Annual Financial Report for that fiscal year and a Balance Sheet showing the assets and liabilities of the Organization. The Final Annual Financial Report shall have been audited and certified by a Certified Public Accountant or by an audit committee appointed by the Board and shall be signed by the Treasurer.
5. The Treasurer shall send an invoice to each team/club as applicable, detailing the annual dues and any other fees and assessments determined by the Governing Council.
6. The Treasurer shall send out notices of assessments as the Governing Council may from time to time direct.
7. The Treasurer shall maintain complete, accurate and current books relating to the financial status of the Organization. These books may be inspected at all reasonable times by an Officer of the Organization or a Member of the Board of Directors. These books shall be subject to audit by a Certified Public Accountant or an audit committee appointed by the Board of Directors, at such intervals and times as directed by the Board or by the President.

6.08 – DISSOLUTION

The Governing Council can be dissolved through two ways:

- a) By the Board of Directors pursuant to article 8.04
- b) By a vote in a General Body meeting proposed by any representative of a voting member of the league and passed by a three-fourth majority of all members present and eligible to vote.

Upon dissolution of the Governing Council, the General Body meeting will immediately hold elections for a new Governing Council as outlined in article 5.05.

Article 7. Committees:

7.01 – APPOINTMENT AND DISSOLUTION

- a) Committees have been setup to aid the governing council in discharging the executive responsibilities for the activities of the MCC. These committees each report to a Governing Council member and can be dissolved by the same Governing Council Member.
- b) In order to dissolve a committee, the responsible Governing Council Member must inform the Board of Directors his intent and reasons for doing so in writing. The committee is dissolved if the Board of Directors approves the dissolution of the committee by a simple majority vote.

7.02 – PERMANENT COMMITTEES:

- a) **Selection Committee:** The Selection Committee shall be appointed by the President and shall consist of five members. The President shall appoint one of these to be the Chairman of the Committee. The Selection Committee shall select, independently of the Governing Council or Board of Directors, all teams to represent the Organization in matches sponsored by or participated in by the Organization. The Captain of a representative team shall, whenever practicable, be selected first and shall thereafter sit as an advisory, non-voting member of the committee for selection of that team.
- b) **Rules Committee:** A Rules Committee shall be appointed by the Secretary and shall consist of three members. The Rules Committee shall formulate and present to the Governing Council for adoption, rules and regulations which determine the policies, schedules and conduct of all members and activities of members, while engaged in the game of cricket or during other activities of the Organization. If the changes pertain to the Constitution or By-laws, Governing Council shall then propose these changes to the General Body during a General Meeting for amendment to these documents as laid out in article 10. All other changes can be enacted by the Governing Council through a simple majority vote during a Governing Council meeting. The Secretary of the Organization shall promulgate the rules and amendments thereto when they have been adopted by the Governing Council.

- c) **Marketing Committee:** The Marketing Committee shall be appointed by the President and shall consist of three members. The Marketing Committee shall formulate all marketing plans related to the promotion of the league and procurement of additional funds, including but not limited to, sponsorship and advertising pertaining to the MCC.
- d) **Judicial Committee:** The Judicial Committee shall be appointed by the Vice-President and shall consist of at least five members. The Judicial Committee shall review all matters related to infractions of discipline and adherence to the Constitution, By-Laws, and Rules and Regulations related to the activities of the MCC. The Judicial Committee will act independent of the Governing Council and can assign any punishments of fines that for good reason to any member of the MCC. The Judicial Committee is responsible for ensuring that members adhere to the highest codes of conduct with matters related to the MCC and any of its activities.
- e) **Grounds Committee:** The Grounds Committee shall be appointed by the Vice-President and shall consist of three members. The Grounds Committee is responsible for all matters pertaining to grounds, including but not limited to, the maintenance of all grounds, negotiation and agreement to terms and fees for these grounds, and for coordinating the acquisition of more grounds for the usage of MCC related activities.
- f) **Scheduling Committee:** The Scheduling Committee shall be appointed by the Secretary and shall consist of three members. The Scheduling Committee is responsible for the creation, amendment, and maintenance of the schedule every year for all tournaments held by the MCC. The Scheduling Committee will, independent of the Governing Council, receive and respond to all scheduling requests as they see fit during the year.
- g) **Umpiring Committee:** The Umpiring Committee shall be appointed by the Vice-President and shall consist of three members. The Umpiring Committee shall formulate all schedules and assignments for umpires for all MCC sponsored games. In addition, the Umpiring Committee is tasked with all tasks related to Umpiring, including but not limited to, formulating any umpiring requirements on league members, certifying and training umpires, and finding new umpires.
- h) **Technology Committee:** The Technology Committee shall be appointed by the Secretary and shall consist of three members. The Technology Committee shall manage all matters related to maintenance and usage of technology employed and used by the MCC for the promotion of its activities such as the website.
- i) **Youth Committee:** The Youth Committee shall be appointed by the President and shall consist of three members. The Youth Committee shall manage all activities related to the development of cricket within the youth of the communities that the MCC operates in as outlined in article 2. The activities include, but are not limited to, setting up after school programs, educating the youth on the sport, holding training camps, and supporting the youth teams at regional and national levels.

7. 03 - TERMS OF OFFICE:

The Chairman and each member of a committee shall serve until the next election for the Governing Council, or until the committee resigns or is dissolved.

7. 04- VACANCIES:

Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of the original appointment.

7. 05 - QUORUM:

A majority of the whole committee shall constitute a quorum of such committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7. 06 - AD HOC COMMITTEES:

The President has the power to appoint Ad Hoc Committees for specific purposes or activities that are deemed to be consistent with the objectives and goals of the MCC. Each committee can be appointed only for a one year period, after which the President can appoint it again for the next year. The President can dissolve the committee at his discretion without the approval of the Board of Directors.

Article 8. Board of Directors:

8. 01 - STRUCTURE AND QUALIFICATIONS:

The affairs of the Organization shall be overseen by a Board of Directors, consisting of nine elected members of the Organization that are at least eighteen years of age and members of the MCC as stated in article 4.02. No more than one member of any Member team/club may be elected as a Director for a given term.

8. 02 - ELECTION OF DIRECTORS:

- a) The Board of Directors shall be determined through elections conducted during a year when an election for the Governing Council is not scheduled to be held.
- b) The Board of Directors shall serve for a term of two years. The goal is for the Board of Directors to serve for a two-year period, during which at the one-year mark a scheduled election for the Governing Council will be held.
- c) The Election Commission shall announce the beginning of the electoral process for the Board of Directors no later than February 15 of each year.
- d) Subject to Article 8.01, any member team/club representative may nominate one person who is a bona fide member subject to article 4.02 for candidacy in the elections. Such nominations shall be made in writing by the representative of the team/club to the Election Commission as per their guidance. Members of the Governing Council are ineligible to be nominated or elected to the Board of Directors and must resign their post on the Governing Council if they wish to stand for election.
- e) At the Board Election Meeting as described in Article 5.03, each Member Team eligible to vote shall submit one vote for each of the Director posts that are up for election.
- f) The top number of vote getters as described in Article 8.02 shall be considered elected to the Board of Directors.
- g) If two or more candidates tie with the same number of votes for the last of the vacant position(s) such that the total number of elected Directors would be more than the required number for that year, then a run-off election shall be conducted at the same meeting, to decide among only these tied candidates. Each Member Team shall submit one vote for each of the remaining Director positions to be filled. This process shall be repeated until the exact number of required elected Directors is obtained.
- h) Once elected, the term of office of each Director shall commence immediately following his election and shall be for a period of two years.

8. 03 - POWERS AND DUTIES:

The Board of Directors is required to provide oversight on the management of the league by the Governing Council and its committees. To this purpose, they can request for information and investigate any matters to perform these duties. They do not have any executive powers, but shall:

- a) Provide oversight only on the activities of the Organization and the roles and responsibilities of the Governing Council and all Committee members.

- b) Review and provide approval for the appointment and removal of any Governing Council Member and Committee member as stated in Articles 6 and 7.
- c) Supervise all officers, agents and employees of the Organization to assure that duties are properly performed.
- d) Have the ability to request for information or statements pertaining to any activity of the MCC including, but not limited to finances, rules, meeting minutes, and contracts.
- e) Meet at such times and places as required by these By-Laws.
- f) Make a decision as the Board of Directors if the election for President were to end in a tie pursuant to article 6.02.
- g) Dissolve the Governing Council by a three-fourth majority vote as outlined in article 8.04.

8.04 – DISSOLUTION OF THE GOVERNING COUNCIL

The Board of Directors has the power to dissolve only the Governing Council as a whole eif they find them to be grossly mismanaging or neglecting the Organization. Any member of the Board can propose the dissolution of the Governing Council, which will require a three-fourth majority to be passed. If it is passed, the Chairman of the Board of Directors must inform the Governing Council and all league members in writing immediately. The Board of Directors will then take over the duties of the Governing Council for a period not to exceed twenty one days, during which they must call a General Body meeting to have an election for a new Governing Council pursuant to article 5.

8. 05 - MEETINGS OF THE BOARD OF DIRECTORS:

- a) At the first meeting, the Board shall elect a Chair Person from among their members to preside over their meetings.
- b) Meetings of the Board of Directors shall be held whenever called by the Chair Person or another Board Member.
- c) Bona fide MCC members are allowed to attend Board of Directors as observers. Such observers shall be subject to ejection by the Chair Person in case they cause disruption to meetings.
- d) No resolution or business requiring a vote of the Board may be transacted at a meeting unless a quorum is present. A quorum shall consist of seventy five percent of all Directors. Unless a greater number is expressly required by the Constitution or By-Laws, every act or decision made by a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- e) Each Director shall be entitled to one vote on any matters requiring a vote.
- f) Proposals shall be carried by a simple majority of those eligible to vote unless expressly stated otherwise in the Constitution or By-Laws.
- g) The voting itself must be through open ballot and the votes of each individual must be recorded and published as a part of the meeting minutes. Minutes of all Board of Director meetings shall be published by the Chair Person within seven days of holding the meeting, to the General Body of the MCC.
- h) The Rules contained in “Robert’s Rules of Order, Revised” shall govern all General Meetings and meetings of the Board of Directors and the Executive Committee, except where such Rules may conflict with the Articles of the Constitution and By-Laws and the provisions of law.

8. 06 - COMPENSATION:

Directors shall serve without compensation except that they shall be allowed and paid for their actual and necessary expenses incurred in the discharge of their duties upon prior approval from the Treasurer.

8. 07 - NON-LIABILITY OF DIRECTORS:

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the MCC.

8. 08 - RESIGNATION:

A Director of this Organization may resign at any time by giving written notice to the Secretary of the Organization. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8. 09 - VACANCIES:

Vacancies created by reason of resignation of any Director shall be filled by appointment by the Board of Directors. Any Director can propose a candidate that is eligible and the candidate will be elected by a simple majority of the entire Board of Directors.

Article 9. Fiscal Year:

The fiscal year of the Organization shall begin on the first day of February and end on the last day of January each year.

Article 10. By-Laws:

10. 01 - BY-LAWS:

The By-Laws shall become effective immediately upon their adoption. Amendments to the By-Laws shall become effective immediately upon their adoption unless the rules state in adopting them, as hereinafter provided, that they shall take effect at a later date.

10. 02 - AMENDMENT:

Subject to any limitations imposed by the Articles of Incorporation of this Organization and to any provisions of law applicable to the amendment of By-Laws of non-profit corporations, these By-Laws may only be amended by a two-thirds vote of the General Body of the MCC at any meeting at which a quorum is present. Written notice of such meeting in accordance with Article 6.04 (d) herein shall state the intent to amend the By-Laws and shall include the full text of each proposed amendment.

10. 03 - CERTIFICATION AND INSPECTION:

The original or a copy of the Constitution and By-Laws as amended to date and certified by the Secretary of the Organization shall be maintained by the Governing Council. A copy of the By-Laws and amendments thereto shall be provided to all members in a timely manner upon request or be easily accessible to all members for review.

Certified by:

(Secretary, MCC)