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Revised October 21, 2023
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## THE CODE OF ETHICS

We, the Board of Directors, shall live by and enact the following code of ethics:

1. We are there for the good of all children, not what is good for mine only.
2. We shall work together as a group. No gossiping or slanderous remarks will be tolerated.
3. We will take all the problems we see or hear to the appropriate Director.
4. We will encourage open communications between all parties, coaches, parents, children and ourselves.
5. We will be flexible enough to fill in wherever needed for Sunday games and practices.
6. We shall abide by the guidelines of our positions as written in our organization's by-laws.
7. We will set an example to all parents by not going out on the practice or game field unless for an injury. We shall respect the coach's jobs and judgment and will not interfere with our coach's ability to do their jobs.
8. Our actions will reflect teamwork, cooperation and high moral standards.

## ORGANIZATION

The name of this organization shall be Midlakes Junior Eagles Athletic League, Inc.

## PURPOSE

The purpose of this organization is to provide an educational and recreational football and cheerleading program for the youth of the Midlakes School District.

## GUIDELINES

The Midlakes Junior Eagles Athletic League, Inc. (MJE) will function under the guidelines set forth by The Finger Lakes Youth Football Cheerleading League, Inc. (FLYFCL) of which the Midlakes Jr. Eagles will be a member. MJE will abide by the rules, regulations and high standards as set forth by the Finger Lakes Youth Football Cheerleading League, Inc.

## OBJECTIVE

It is our goal to firmly implant in the youths of the community the ideas of good sportsmanship, honesty and loyalty, so that they may be fine, strong and happier youths. It shall be the basic policy of the Midlakes Jr. Eagles Athletic League, Inc. that the attainment of exceptional athletic skill or the winning of games is secondary and the molding of decent men and women is of primary importance. It is our intention to provide an organization, which stresses participation rather than winning or professionalism.

## AMENDMENTS

These by-laws will be reviewed annually during the regular meeting of this organization's Board of Directors in January of each year. Any amendments will be submitted for vote during the regular meeting of this organization's Board of Directors in February of each year. Any subsequent amendments to these bylaws must be submitted to the board with at least 1 (one) month's prior notice. Any amendment will be considered to be adopted when $2 / 3$ of the board present at the meeting votes in favor of its adoption. When changes are made, they will be promptly filed with the League office. League rules will supersede any material contained herein.

## DISSOLUTION

In the event that this organization should decide to dissolve, all assets will be sold and the proceeds will be distributed to non-profit organizations, such as the Clifton Springs YMCA and the Clifton Springs Library, or as decided upon by the MJE Board of Directors at the time of dissolution.

## PURCHASING

1. All purchasing requests in excess of $\$ 50.00$ (fifty-dollars) must have prior approval of the Board of Directors.
2. Person in charge of area must price and source items needed and provide the following information to the board:
A. At least 2 price quotes in writing
B. Delivery time
C. Re-order availability
D. Expected life or replacement time, if applicable
3. Board will review the information and approve or deny the request by a majority vote.
4. If approved, the person who made the request will be responsible for the following:
A. Finalizing the purchase
B. Make sure the order is received in proper quantity and quality
C. Have all receipts submitted to the treasurer by the next board meeting or if invoiced have it directed to:

Midlakes Jr. Eagles

P.O. Box 131

Clifton Springs, NY 14432

## COMPLAINTS

1. All complaints must be submitted in writing, within 24 hours to the Vice President at: MJEVicePresident1@gmail.com, or it will not be dealt with.
2. The board will not act on hearsay.
3. All complaints must be acted upon within 7 (seven) days from the receipt of the complaint by the Vice President.
4. Findings will be put in writing, a copy of which will be sent to the person or persons who submitted the complaint. A copy will remain with the Secretary's records.
5. An anonymous copy will be included in the President's file for future solutions to the same or similar problems.

## MEETINGS

1. Regular meetings shall be held monthly on a day that the board of directors shall determine from time to time. Such meetings will be publicized in accordance with board policy. Meetings will commence in January and continue through November. No meeting will be held in December unless urgent team/league business needs to be addressed.
2. These meetings shall start at a time determined by the current Board of Directors. During the practice/playing season the meeting may change if agreed upon between the Board of Directors. These meetings shall be open to the public. At the January meeting committee assignments will be made such as, but not limited to, concessions, programs, banquet and awards.
3. Emergency/Special meetings of this organization may be called by the President when he/she feels it is necessary for the best interest of the organization. A written request for such a meeting can be made to the President; at any time, a member of the Board of Directors feels a problem must be immediately resolved. If time allows the President will give 3-5 days' notice to the other Board of Directors as to time and place of the meeting. No other business other than that specified in the notice of the meeting shall be discussed. Any motion for board action will require a $2 / 3$ vote of the board members present to enact.
4. All board members must not have more than three (3) unexcused absences meetings. Members may be excused if they have a valid reason and they have notified any executive board member in advance. If proper notification is not given, the member will be notified in writing of possible dismissal. After notification, there will be discussion and possible vote by the Board, concerning proposed dismissal. 5. November's meeting shall be the last meeting of the year. The election of Board members for the next year shall be done and the year's business shall be concluded.
5. The order of the meetings shall be as follows:
A. President opens meeting
B. Secretary Report to include approval of previous meeting minutes
C. Treasurer Report
D. Vice President Report to include review of the FLYFCL monthly meeting
E. Concessions Report
F. Medical Report
G. Cheerleading Report
H. Football Report
I. Public Relations/Volunteer report
J. Old business/New Business
K. Meeting closed by motion

## VOTING

1. Voting members are those Board members listed on the FLYFCL, MJE charter, except as set forth below.
2. All voting for the board elections shall be done in writing unless the position is unopposed, in which case a voice vote is sufficient.
3. At regular meetings, a simple majority of the voting Board of Directors must be present to constitute a legal vote. At emergency/special meetings, $50 \%+1$ of the voting members must be present to constitute a legal vote.
4. No votes will be accepted by proxy.
5. Election of the Board of Directors will be held each year at the November meeting. The Board of Directors will be elected by majority vote of all those in attendance at the meeting.
6. To hold the position of President, members must have at least 1 (one) year previous experience on the MJE board. All positions shall be for 1 (one)-year terms except for members of the executive board which shall be for 2 years. Any person holding a position in the MJE organization can be removed at any time by a majority vote of the Board of Directors following the guidelines set forth under the "Misconduct" section of these By-Laws. In the event that no eligible person is nominated for the position of President, the outgoing board may make a motion and vote to suspend the qualifications for that office.
7. Nominations will be accepted from the Board, from parents, and other interested parties, during the October meeting. Spouses are excluded from nomination for offices where a conflict of interest may exist (i.e. President and Treasurer, or where spouses may have signatory power in matters of financial concern).
8. All individuals nominated for an office must attend the November meeting to be elected. Each nominee will rise once called upon to state their qualifications for the office for which they are seeking election.
9. Voting will be done by paper ballot during the November meeting for elections. 10. All Board members shall have one vote. However, spouses who are both on the Executive Board may have only 1 (one) vote between them in matters of concern to the Executive Board.
10. At the end of each board member's term they are required to turn over all documents and property in their possession with respect to this organization to include but not limited to, records noted and receipts. These are to be handed over to the newly elected person in that position by the end of November.

## STRUCTURE OF THE ORGANIZATION

The organizational structure shall consist of the following:

## Board of Directors

The people elected to the following positions will constitute the Midlakes Jr. Eagles' Board of Directors:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Football Director
6. Assistant Football Director
7. Cheerleading Director
8. Assistant Cheerleading

Director
9. Health and Wellness Director
10. Concession Director
11. Public Relations
12. Equipment Manager
13. Volunteer Coordinator

## EXECUTIVE BOARD

The Executive Board shall consist of the following members of the Midlakes Jr. Eagles' Board of Directors:

1. President
2. Vice President
3. Secretary
4. Treasurer

## BUDGET COMMITTEE

The Budget Committee shall consist of the following members of the Midlakes Jr. Eagles' Board of Directors:
A. President
B. Vice President
C. Secretary
D. Treasurer
E. Cheer Director
F. Football Director
G. Concession Director

1. Will be responsible for establishing a budget for the current year with information from the treasurer regarding past years expenditures, budgets from Football and Cheer Directors and information from any other Budget Committee Member.
2. The established budget shall include, but not be limited to; registration fees, fundraising requirements, spending allotments for football, cheerleading, banquet, and awards.
3. The budget committee will then present the budget to the Board of Directors for adoption.

## OTHER COMMITTEES

1. Other committees may be established from time to time in order to facilitate the business of the organization. These committees will be established at the direction of the President and must be approved by the board of directors.
2. Committees, once established, will make their recommendations to the Board of Directors during its regular meeting. At no time may committees act or cause action to be taken based on their recommendations without the prior consent of the Board of Directors.

## DUTIES OF THE BOARD OF DIRECTORS

The following describes the duties of each of the Board of Directors of the Midlakes Jr. Eagles organization.

## PRESIDENT

1. Will be elected for two (2) years with election conducted in ODD numbered years.
2. Must be familiar with the FLYFCL rulebook and shall enforce the rules.
3. Must attend all Division meetings.
4. Presides over meetings.
5. Delegate authority when needed.
6. Will establish temporary committees as needed.
7. Be knowledgeable of what is going on in all areas of the organization.
8. Has the authority to make some decisions with regards to the organization without going to vote first. Any such decisions shall not be detrimental to the organization, but in its best interest.
9. Has the right to immediately suspend a coach or a parent from the field pending Board review.
10. Has the right to immediately suspend from the Board anyone whose actions are detrimental to the smooth running of the Board pending Board review.
11. Will not vote unless there is a tie. This vote will be the tiebreaker.
12. Will arrange for an audit to be completed on the Treasurer's books once a year.

This audit will take place in December. The audit will be conducted by the President, one other Board Director and an outside individual who has experience in auditing. 13. Work to keep communication open between Board Directors, parents, coaches, children and League office.
14. Will be the second name on the banking accounts and the post office box.
15. Will have all necessary paperwork ready for each game.
16. Will make sure all paperwork is promptly filed, including 10 plays and charter.
17. Responsible for meeting the President of the opposing team. If at a home game, show him/her around.
18. Responsible for meeting the referees when they arrive at your field.
19. Will keep record of the 10 plays for each game to ensure that each individual has the appropriate playing time. Will inform the head coach of individuals that need plays.
20. Be available for all practices and games or make arrangements to have the Vice President take his/her place.
21. Will be responsible for obtaining building use permits.

## VICE PRESIDENT

1. Is elected for two years alternating with the President to be elected in EVEN numbered years.
2. Works closely with the President and is well informed so that he/she may act in the place of the President, if necessary, due to illness or absence.
3. If the President becomes unable to carry out their duties over an extended period of time or resigns, the Vice President will, unless there is a conflict of interest, upon due notice by the other Board of Directors members; take over the position of President for the remainder of the term.
4. Attend all Division meetings with the President.
5. Be available for all practices and games or make arrangements to have another board member take his/her place.
6. Has voting rights unless acting as President.
7. At each game, assists the President in the general operations of the day.

8 . Will act as the hearing officer for any complaints or grievances.

## SECRETARY

1. Elected for two (2) years and will correspond with the Vice President in EVEN numbered years.
2. If a conflict of interest exists with the Vice President and Treasurer, the Secretary will take over the position of President for the remainder of the term if necessary.
3. Will keep all records for the organization except the financial records.
4. Will prepare, maintain and file any necessary correspondence which is authorized by the Board of Directors, to include any bulk mailings.
IE...flyers/handouts, copies. 5. Will have all necessary forms available for registration.
5. Will be responsible for making sure contracts are complete and ready for certification night.
6. Will be responsible for creating and updating team rosters after registration and providing these to board members and head coaches. These rosters are to include participant's name, address, phone number, and parent's name.
7. Will have all necessary correspondence on the field at all times. IE...medical and emergency information.
8. Takes the minutes for all meetings and prepares in writing and provides a copy of it to the Board of Directors members at the next scheduled meeting.
9. Sends the minutes from the previous meeting via email to all Board of Directors for approval at the following meeting.
10. Will be available to handle any emergencies on the practice field if the President, Vice President or the Treasurer are not present.
11. Has voting rights.

## TREASURER

## 1. Elected for two (2) years and will correspond with the President in ODD numbered years.

2. Will keep the financial records and be responsible for the safekeeping of any money in the team treasury and its proper disbursements.
3. Books will be audited once a year.
4. Will be the first person named on the savings and/or checking accounts.
5. Will receive and immediately deposit all monies of the organization in the checking and/or savings accounts located at The Bank of Boards choosing, except for those specified as the responsibility of another Board of Directors.
6. Will issue receipts for all monies received.
7. Pay all expenses as authorized by the Board.
8. Keep clear and comprehensive records.
9. Prepare a written monthly Treasurer's report and provide copies to the Executive Board at each monthly meeting.
10. Prepare and provide updated budget reports for each category's respective Director.
11. Prepare a written annual income and expense report and have it available for review at the November meeting.
12. Will provide the concession director with startup cash for all home games.
13. When games are played at home, the Treasurer shall report to the concession stand at the end of the final game to count and verify money with the Concession Director, witnessed by the President.
14. Will be on the practice field to handle emergencies when the President, Vice President, or Secretary is not present.
15. Will pick up mail from the USPS PO Box.
16. Gathers all financial documents for the CPA to file Form 990 and Char 500 annually.
17. Has voting rights.

## FOOTBALL DIRECTOR

1. Responsible for supervision of all players, coaches and assistants.
2. Ensure all coaches within the organization have completed the USA Football Level 1 Coach Certification course.
3. Conduct one Heads Up Coaches clinic for all coaches (clinic to cover equipment fitting, proper tackling, reducing helmet contact and concussion management). This may be done online.
4. Conduct one Player Safety clinic for all parents and players (clinic to cover equipment fitting, proper tackling, reducing helmet contact and concussion management).
5. Assume responsibility for checking that coaches are using approved practice plans, properly teaching Heads Up Tackling and using the Level of Contact approach to reduce helmet contact in practices.
6. Observe practices. As needed, provide guidance to coaches relative to Heads Up Football's points of emphasis.
7. Attend games. Serve as an on-field expert, spot-checker and parent liaison at
games to advance Heads Up Football and player safety.
8. Serve as the local organization expert and point of contact for player health and safety recommendations, particularly from USA Football, the NFL and the Centers for Disease Control and Prevention.
9. Distributes necessary paperwork to the players and/or coaches with regards to practices, games and other activities that may be necessary.
10. Will be available for all practices and all games. If unable to be there, give sufficient notice to the Assistant Football Director so he/she can fill in. Make sure he/she understands the policies and duties.
11. Keeps current with all rule changes and keeps Assistant Football Director and coaches well informed.
12. Helps equipment director keep an accurate account of football equipment on hand. Helps to maintain a log of equipment handed out to the coaches and players.
13. Will attend all FLYFCL monthly meetings when available.
14. Responsible for bringing any comments or concerns the coaches, participants and parents may have to the President and/or monthly meetings for the Board of Directors to discuss.
15. Is responsible for working on budgets for new and replacement equipment, to include but not limited to safety (pads, helmets), uniforms, practice equipment (sleds, hitting dummies).
16. Is responsible for equipment hand out/in.
17. Will seek opposing team's Football director and introduce self, (at home the format of the day) per the FLYFCL Rule book.
18. The Football Director is readily available. Coaching duties may be suspended if they interfere with the Football Director's priorities as the Football Director.
19. Helps with other duties when needed.
20. Has voting rights.

## ASSISTANT FOOTBALL DIRECTOR

1. Works closely with the Football Director.
2. Keeps up with all rule changes with regards to the coaching standards and football equipment.
3. Is available to fill in at practices and Sunday games when the Football Director is unable to attend. Will be given sufficient notice of the same.
4. Helps with keeping track of equipment inventory.
5. Helps with equipment hand out/in.
6. Coaching responsibilities may be revoked if they interfere with the Assistant Football Director's responsibilities.
7. Helps with other duties when needed.
8. Has voting rights.

## CHEER DIRECTOR

1. Responsible for supervision of all cheerleaders, head coaches and assistants.
2. Distributes all necessary paperwork to the cheerleaders \& coaches with regards to practices, games and other activities that may be necessary.
3.Will be available for all practices and games. If unavailable to be there, give sufficient notice to the Assistant Cheer Director so she/he can fill in. Make sure she/he understands the policies and duties.
3. Keeps current with all rule changes and keeps the Assistant Cheer Director and coaches well informed.
4. Will attend all FLYFCL monthly meetings when available.
5. Responsible for bringing any comments or concerns the cheerleading coaches, participants and parents may have to the President and/or monthly meetings for the Board of Directors to discuss.
6. Is responsible for working on budgets for new and replacement equipment, to include but not limited to uniforms, pom poms, and CDs.
7. Will seek opposing team's Cheer director and introduce self, (at home the format of the day) i.e.... when performing welcome cheer and alike, as per the FLYFCL Rule Book. Away games the opposing Cheer director should look for you but don't hesitate to find them.
8. Is responsible for equipment hand out/in.
9. Coaching duties may be suspended if they interfere with the Cheer Director's priorities as the Cheer Director.
11.Helps with other duties when needed.
10. Helps keep an accurate account of cheer equipment on hand. Helps maintain a log of equipment handed out to the coaches and players.
11. Has voting rights.

## ASSISTANT CHEER DIRECTOR

1. Works closely with the Cheer Director and stays well informed of all Cheerleading issues.
2. Keeps up with all rule changes with regards to the coaching standards and cheerleading equipment.
3. Is available to fill in at all practices and Sunday games when the Cheer Director is unable to attend. Will be given sufficient notice of the same.
4. Helps with equipment hand out/in.
5. Make sure the necessary cheerleading equipment is at the field for each game.
6. Coaching responsibilities may be revoked if they interfere with the Assistance Cheer Director's responsibilities.
7. Helps with other duties when needed.
8. Has voting rights.

## HEALTH AND WELLNESS DIRECTOR

1. Will be responsible for arranging for Medical Personnel to be present at all practices and games. (Can be 1 person for 3 games or 1 person per game).
2. Will also be responsible for arranging an ambulance or equivalent per FLYFCL rule book for all home games.
3. Will be responsible for making sure all head coaches have accident report forms at the beginning of season and checking with them throughout the season.
4. Will be the contact person for the coaches in case of an injury and will be responsible for making sure the head coach completes the necessary accident reports.
5. Responsible for making sure that any participant that seeks medical attention for an injury has a release before being allowed to practice or play.
6. Is responsible to fill out FLYFCL injury report forms. Make sure all reports are immediately written and handled. Email injury report forms to info@flyfcl.com.
7. Keeps an accurate record of all treated injuries and illnesses.
8. Responsible for creating and maintaining the Emergency Care Plan (ECP) for Fabrizi Field, the Midlakes Primary and Intermediate Schools, and Ollie Cooke Field.
9. Be available to handle any emergencies on the practice/game field if the President, Vice President, Secretary, or Treasurer is not present.
10. Will help with other duties if necessary.
11. Has voting rights.
12. Implements and stays compliant with NYS AED requirements.

## CONCESSION DIRECTOR

1. Responsible for delegating duties to concession assistants.
2. Responsible for the operations of the concession stand for all home games.
3. Purchases all goods required for the operation of the stand along with the Treasurer.
4. Counts and verifies the concession stand funds with the Treasurer, as witnessed by the President and/or Vice President, prior to leaving the field.
5. Will decide the menu and bring it to the board for their approval.
6. Will help with other duties when needed.
7. Has voting rights.

## PUBLIC RELATIONS/FUNDRAISING

1. Responsible for all advertisements.
2. Responsible for all social media updates, i.e. Heja, Team App, Facebook, MJE website, and email.
3. Responsible for all fundraising, approved by the Board of Directors.
4. Submits all fundraiser ideas to the Board of Directors for Board approval. Once approved, responsible for arranging receipt of fundraising materials.
5. Responsible for keeping accurate records of participants who have or haven't completed a fundraiser.
6. Will write receipts for money taken in for said fundraiser and turn the money over to the treasurer.
7. Will present a list of prospective solicitations and businesses to be solicited to the Board of Directors for approval to avoid conflict(s) of interest. Then mail letters or visit said business, with follow up.
8. Will be available at all practices during fundraising season. If not available, will notify with sufficient notice to assistant(s) to be available with necessary paperwork and/or materials. (fundraising season $=$ registration to scrimmage).
9. Will help with other duties when needed.
10. Has voting rights.

## EQUIPMENT MANAGER

1. The Equipment Manager is responsible for all football and cheer uniforms and equipment, working with the Directors of Football, Cheerleading and the President.
2. The Equipment Manager shall locate sources for purchasing quality uniforms and equipment at reasonable prices.
3. The Equipment Manager shall inspect and inventory all uniforms and equipment, ensuring all uniforms have been washed.
4. After the Board has approved the budget and the necessary purchases, the Equipment Manager shall order the uniforms and equipment early enough to receive them by Equipment Pickup in Mid-July.
5. The Equipment Manager shall make sure that each Head Football Coach has the tools and equipment needed for each practice or game.
6. The Equipment Manager is responsible for coordinating with the Board for arranging uniforms/equipment distribution at the start of the season, and collection of uniforms/equipment at the close of the season.
7. The Equipment Manager is responsible for the safe and effective operation of this Corporation.
8. Has voting rights.

## VOLUNTEER COORDINATOR

1. The Volunteer Coordinator is responsible for scheduling parent volunteer times and jobs including press box, chain gang, concession and other areas needed to conduct MJE activities.
2. The Volunteer Coordinator will advise the Board of any Family who has not signed up for the required volunteer commitment prior to the first game (either home or away).
3. The Volunteer Coordinator will be present at each game and event to confirm all volunteers are ready and able to fulfill their assignment. In the event a scheduled Volunteer is absent, the Volunteer Coordinator will ensure that the absent volunteer has arranged for a replacement or will locate a replacement.
4. The Volunteer Coordinator will report all absences to the President at the end of the day of the game/event.
5. The Volunteer Coordinator will provide the Secretary with an updated list of filled and vacant Volunteer Slots on the Monday Morning prior to each game.
6. The Volunteer Coordinator is responsible for the safe and effective operation of this corporation.
7. Has voting rights.

## ELECTIONS AND VACANCIES

The terms of all board members shall be one (1) year, except the President, Vice President, Treasurer and Secretary who shall be elected for a period of two years. The President and Treasurer will be elected in years ending in odd numbers, the Vice President and Secretary will be elected in years ending in even numbers. Vacancies on the board of directors shall be addressed in the following manner:

President: Will be filled by the Vice President, in case there is a conflict of interest, will be filled by Secretary, for the remainder of the former President's elected term. A conflict of interest would only happen if the Vice President and Treasurer are related.

Vice President: Will be filled by Presidential appointment with a majority of the board's approval for the remainder of the former Vice President's term.

Treasurer: Will be filled by Presidential appointment with a majority of the board's approval for the remainder of the former Treasurer's term.

Secretary: Will be filled by Presidential appointment with a majority of the board's approval for the remainder of the former Secretary's term.

All other board vacancies will be filled by Presidential appointment based on the recommendations of the current board.

## SELECTION OF COACHES

The philosophy of selecting coaches for the MJE football and cheer program is to find the most qualified persons to teach the game of football, cheerleading and proper sportsmanship. The selection of coaches is not to be based upon tenure and is not simply for parents to follow their children's progress while acting as coaches. All decisions regarding placement and removal of coaches should be based on one central theme, what is best for the kids and the program. Head coaches shall be in place by May 1 st of the upcoming season.

All football and cheer coaches will be reviewed by the MJE Board annually. All coaches must submit a coaching application prior to the start of the season in order to be considered for a coaching position. The application will provide the necessary information and authorization for the board to run appropriate background checks and determine the qualifications and coaching philosophy for all coaches and parent helpers for the upcoming season.

Either the football director or the cheer director will interview any prospective coaches. After the interview the coach's name and the recommendation of the interviewer will be submitted to the board for approval or denial.

## REMOVAL OF COACHES

If any member of the board determines that a coach has become a serious detriment to the program, they may recommend that coach's removal. Any such recommendation will require a $2 / 3$ vote to approve the coach's dismissal. Any coach being considered for dismissal, will have an opportunity to address the board before such vote is taken.

## PARENT CONCERNS

Parental concerns about coaches should be first brought to the attention of either the Cheer Director or the Football Director. If concerns are not addressed, parents may submit a written complaint to the board for review according to the prescribed procedure. The board does not act on hearsay.

## MISCONDUCT

If a member of the board misses 3 meetings within 1 year unexcused, fails to perform his or her duties, or acts in any manner which is determined to be prejudicial or detrimental to the organization, he/she can be removed by a $2 / 3$ ballot of the other members of the board present at a regularly scheduled meeting. A member of the board may be removed, provided that a statement of charges shall have been mailed by registered mail to the Board member under charge at his/her last recorded address at least 15 days before such meeting. Said statement shall be accompanied by a notice of the time and place of the meeting at which time the said member shall have an opportunity to present a defense to said charges. If a member is removed, the President shall appoint a new board member, subject to approval of the Board of Directors.

