

**Lubbock Youth Softball – League Constitution**  
WEST TEXAS GIRLS ATHLETIC ASSOCIATION, INC

**ARTICLE I - NAME**

SECTION I: The name of this organization is West Texas Girls Athletic Association, operating under the assumed name of Lubbock Youth Softball

**ARTICLE II-OBJECTIVE**

SECTION I: The purpose of this organization is to provide the community with a recreational, competitive, and developmental softball league. Whether girls are part of a team that has played for years, or this is a child's first time participating, LYS will welcome ALL girls from within Lubbock County.

SECTION II: This objective shall be reached by providing supervised competition bearing in mind that attainment of exceptional skills and/or winning shall be secondary. The molding of good clean healthy future citizens is of prime importance.

**ARTICLE III - OFFICES**

SECTION I: The registered offices of the Association shall be in Lubbock, County of Lubbock, State of Texas.

SECTION II: The Association may also have offices in such other locations as the Board of Directors may from time to time determine or the business of the Association shall require.

**ARTICLE IV - MEMBERSHIP**

**SECTION I:** Membership within the organization shall be open to all people who sincerely desire to further its purpose as expressed by these By-laws. Voting membership is hereafter defined as parents or guardians of children who participated during the immediate past year, officers, and Board members of the Association, managers and/or coaches and sponsors.

**ARTICLE V – MEETING OF THE MEMBERS**

**SECTION I:** All meetings of the members for the election of league director and other commission members shall be held within the city limits of Lubbock, TX. Meetings of the Members for any other purpose may be held at such time and place as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

**SECTION II:** An annual meeting of the members shall be held not more than forty-five (45) days following the completion of the end of the fall season, at a time and place selected by the Board of Directors, at which annual meeting the voting members shall elect the officers and Board of Directors of the Association for the following year who shall serve on the new Board of Directors of the Association and the voting members shall transact such other business as may be properly brought before the meeting.

**SECTION III:**

Each year at least twenty-one (21) calendar days prior to the annual meeting, league information about the Executive Directors positions that will expire will be posted on the Lubbock Youth Softball Website and posted at the softball complex.

Interested applicants must submit, in writing or via email, their intent to run for one (1) of the open Executive Director positions. The notification of intent to run for office MUST BE MAILED TO THE FOLLOWING EMAIL ADDRESS:

LBKYOUTHSOFTBALL@wtgaa.com

The notification of intent to run for office must be received prior to the published deadline to be valid.

Only emailed intent to run notifications will be accepted.

SOCIAL MEDIA POSTS, AND/OR INSTANT MESSAGES WILL NOT BE ACCEPTED. ALL INTENT TO RUN NOTIFICATIONS MUST BE RECEIVED NO LATER THAN THE FIRST SUNDAY IN NOVEMBER OF THE CURRENT YEAR. NOTIFICATION RECEIVED AFTER THIS DATE WILL NOT BE CONSIDERED.

**SECTION IV:** Special meetings of the members, for any purpose or purposes unless otherwise prescribed by statutes or by these By-laws, may be called by the President, the Board of Directors, or not less than one-third (1/3) of all members of the Association entitled to vote at the meetings.

**SECTION V:** Written or printed notice stating the place, day and hour of the annual meeting or of a special meeting (and in case of special meeting, the purpose or purposes for which the special meeting was called), shall be posted not less than ten (10) nor more than fifteen (15)

days before the date of the meeting, at the direction of the President, League Director or the officer(s) or person(s) calling the meeting, to each member entitled to vote at the meeting. No notice of regular meetings shall be required.

**SECTION VI:** At any meeting, the vote of the majority of voting members present shall decide any questions brought before such a meeting, unless the question is one upon which, by express provision of the statutes or By-laws, a different vote is required, in which case such express provision shall govern and control the decision of such question(s). The voting members present at the duly organized meeting may continue to transact business until adjournment.

#### **ARTICLE VI- BOARD OF DIRECTORS (LEAGUE OFFICIALS )**

**SECTION I:** The business and affairs of the Association shall be managed by its Board of Directors (League Officials) who may exercise all such powers of the Association and of all such lawful acts and things as are not by statute and by the By-laws directed or required to be exercised or done by the members. The Board of Directors (League Officials) has the authority to take any action it deems necessary for the betterment of the entire association for that playing season.

**SECTION II:** The Directors (League Officials) shall be elected at the annual meeting of the members except as hereinafter provided, and each Director (League Official) elected shall hold office until his successor shall be elected.

**SECTION III:** An individual with any outstanding debt(s), owing monies to West Texas Girls Athletic Association, Inc. dba Lubbock Youth Softball shall not be eligible to hold any office/position on the Board of Directors until that debt has been paid in full. Full payment of the debt will include any interest and/or penalties, or other indebtedness created for the Association by failure of prompt payment of said debt.

**SECTION IV:** Any Director (League Official) may be removed at any special meeting of the members by the affirmative vote of two-thirds (2/3) majority of the voting members present at such a meeting, if notice of the intention to act upon such matter shall have been given in the notice calling such a meeting. If any vacancies occur in the Board of Directors, whether by death, resignation, retirement, disqualification, or removal from office or otherwise, the vacant office may be filled for the remainder of the term by appointment by the President, subject to approval of the Board of Directors.

**SECTION V:** The Board of Directors (League Officials) shall consist of:

- A. President (League Director)
  - B. Vice-President
  - C. Executive Secretary
  - D. Treasurer
  - E. UIC & Director of Field Maintenance, and Safety
  - F. Director of Sponsors and Public Relation
  - G. Commissioner of the 6U division (T-Ball) (4-6 yr old) girls & boys
  - H. Commissioner of the 8U division (7 & 8 yr old)
  - I. Commissioner of the 10U division (9 & 10 yr old)
  - J. Commissioner of the 12U division (11 & 12 yr old)
  - K. Commissioner of the 14U division (13 & 14 yr old)
  - L. Commissioner of the Junior Girls Division - Recreation League (15 – 17 yr old)
  - M. Commissioner of the Girls Select League (ages as set annually by the Board)
  - N. Immediate previous League President
- (Note: Additional commissioners may be elected or appointed as enrollment requires)

**SECTION VI:** The first meeting of the Board of Directors shall be held within thirty (60) days following the annual meeting of the members at the time and place to be announced.

**SECTION VII:** Regular or special meetings of the Board of Directors may be held without notice at such a time and place as shall from time to time be determined by the Board.

**SECTION VIII:** Any director who is absent from two (2) consecutive meetings of the Board of Directors without a justifiable cause will be dismissed by the Board of Directors.

#### **ARTICLE VII - OFFICERS**

**SECTION I:** The officers of the Association shall be elected by the voting members for a term of one (1) year.

**SECTION II:** Each officer of the Association shall hold office until his/her successor is chosen and qualified or until his/her death or until his/ her resignation or removal from office. An officer may be removed at any time by the affirmative vote of the voting members as hereinafter provided for the removal of directors. If the position of any office becomes vacant for any reason, the vacancy may be filled by the Board of Directors with a member of the current Board of Directors; and each successor officer so chosen shall be elected by the Board of Directors for the unexpired term of his predecessor. There shall be a Nomination Committee Chairman appointed by the Board of Directors who shall be present to name all officer candidates to the Nominating Committee that have been selected to all league positions at the Annual Meeting. Additional nominations may be made from the floor by the voting members.

**SECTION III:** The duties of the officers are:

**A. President**

1. To preside over all meetings.
2. To perform all duties assigned him/her by the Board of Directors
3. To coordinate with the administrative officers
4. To assume the duties of any officer who is unable to perform his/her duty until the vacant office is filled.
5. To perform the duties of Parliamentarian
6. To perform such duties as the Board of Directors may from time to time prescribe
7. To preside over all meetings of the league commissioners
8. To assume control of the Player Pool
9. To obtain bids on all needed equipment and uniforms and submit to the Board of Directors for Approval
10. To order all necessary equipment, awards and uniforms as approved by the Board of Directors
11. To obtain playing fields
12. To be the Chief Executive Officer of the Association
13. To serve as liaison to the City of Lubbock Parks and Recreation Department, USSSA and any other youth organization needing the representation of this Association.

**B. Vice President (League Director)**

1. To preside over all meetings in the case the President can't be available.
2. To appoint committees
3. To break any tie vote resulting from any ballot decision
4. To countersign orders and checks when needed
5. To call meetings as needed
7. To perform such duties as the Board of Directors may prescribe
8. To assume the Presidency the year immediately following tenure as Vice-President, and upon approval of majority vote of members at the annual meeting that year.

**C. League Secretary**

1. To Be the Administrative Secretary of the Association, overseeing all duties of the secretary
2. To appoint two (2) Associate Secretaries to assist with the duties of the Secretary, if necessary. Those associates to be under the direction of the Secretary to perform such duties as the Secretary may assign.
3. To take and preserve the minutes of all meetings and to record all votes and to supply copies of minutes to all Board of Directors
4. To handle all correspondence assigned by the President
5. To perform all duties assigned by the President
6. To record and maintain team rosters/records as required by the Association
8. To perform such duties as the Board of Directors may from time to time prescribe
9. To countersign orders and checks when needed

**D. Treasurer**

1. To receive and collect and deposit all funds into the league account.
2. To dispense all bills and charges, under the direction of the Board of Directors
3. To maintain an accurate and current ledger as to all association funds
4. To perform such duties as the Board of Directors may from time to time prescribe

**SECTION IV:** The duties of the other Board members are:

**A. Commissioners - All Divisions**

1. To preside over all meetings of his/her assigned division
2. To perform all duties assigned him/her by the President and Vice-President
3. To coordinate with the other commissioners of the league in all decisions and problems
4. To assume the duties of any commissioner who is unable to perform his/her duty until the vacant office is filled.
5. To coordinate all matters with the managers of the league and enforce all rulings required by the By-laws of this Association
6. To act as a go-between in all matters between team managers and the Board of Directors
7. To uphold all games rules as set forth in the By- laws and ground rules
8. To keep win/loss records of league games for tournament standings
9. To keep league rosters current and coordinate with the Secretary
10. To perform such duties as the Board of Directors may from time to time prescribe

**B. UIC / Director of Fields and Safety**

1. To take up and prepare for storage all equipment and uniforms
2. To handle all repairs on equipment
3. Responsible for the care of all fields in respect to safety
4. To perform all duties assigned to him/her by the President
5. To perform such duties as the Board of Directors may from time to time prescribe
6. To contract and coordinate the day-to-day preparation of all fields.
7. To manage and schedule all field officials for each season and all fields in use.

**C. Director of Sponsors and Public Relations**

1. To solicit companies, individuals for sponsorships
2. To collect such funds from sponsorships
3. To advise the league director of sponsors and to coordinate with him/her on uniforms
4. To procure sponsorship signs and ensure they are displayed on the playing fields.

**F. Immediate Previous President**

1. To act in an advisory capacity to the Board of Directors
2. To serve as liaison to the City of Lubbock Park- and Recreation Department and any youth organization needing the representation of this Association.

**ARTICLE VIII: TEAMS AND FEES**

**SECTION I: Teams**

A. To be eligible to play, a child and their parents/guardian must digitally agree to a contract with W.T.G.A.A. with completed registration online through our website at LubbockYouthSoftball.org. If a parent/guardian/child has violated the contract, they may be dropped from a team with approval from the Board of Directors, only if:

A. A child misses two (2) games in succession without notifying the teams head coach/manager.

**(Players dropped by a team because of violated contracts will not have fees returned).**

B. Players who have a contract and desiring to play will be given the opportunity to play before new players are added to the team. If a player indicates they do not want to play, and later decides to play, they will be treated as new players.

C. A coach will give a batting order to the official scorekeeper and opposing manager and/or coach prior to the team's scheduled game time, including all players on the team and their numbers.

D. The batting order must not change unless an injury occurs. In recreational league play ONLY, a player not in the game can re-enter the game in a different batting order only in the event of injury if that team could drop to less than seven (7) players due to that injury. That injured player cannot then return to the game if such a substitution was made in his/her place in the batting order.

No team shall be penalized for dropping a player from the batting order due to injury, illness or departure from the game if that team still has the specified minimum number of players.

E. ALL players must play one (1) continuous inning (6 outs) and MUST BE INCLUDED IN THE LINEUP. Violations are subject to board review. PENALTY: Not abiding by this rule or any infraction by the manager/coach will result in the following:

1st offense: Possible forfeiture of game

2nd offense: Appearance before the Board of Directors for possible suspension

F. A player in all divisions must have played in a minimum of two (2) regular season games to be eligible to play in the post-season tournament. **NO ADDITIONAL PLAYERS CAN BE ADDED TO A TEAM'S ROSTER AFTER REGULAR SEASON PLAY IS COMPLETED FOR THE PURPOSE OF PLAYING ONLY IN THE POST SEASON TOURNAMENT.**

### **SECTION III:**

#### **Girls Recreational League**

This league will be made up of players ages 4 – 18 years of age. The player must reside in a Lubbock County School District by the date designated as the current seasons cutoff date for the current seasons age guidelines. For example: If a player's 14<sup>th</sup> birthday is on or before January 1 of the current year, she will play in the Jr Girls (18 and under division). If the players 18<sup>th</sup> birthday is on or before January 1 of the current year, she will not be eligible to play in this league.

#### **Girls Select League**

Teams playing in this division will play by the rules and regulations of the current governing organization as set by the Board of Directors. These teams will be governed by Lubbock Youth Softball By-laws and ground rules in reference to the governing body playing rules. Rules governing this division will be set by the Board of Directors. Players registered in this division will be allowed to pick up for any teams in the Girls Recreational League of Lubbock Youth Softball while playing in this league for the purposes of assisting teams needing to field a minimum of 7 players. Teams that will be considered as "Select" will comprise of any team with 3 or more girls on the roster that are registered as "travel/tournament" teams in any sanctioning body. (i.e. USSSA/USA/Premier)

### **SECTION IV: Protests**

- A. Protests will be handled at the time of protest by a meeting of the umpire(s) and managers involved, and if available, a league official. If unable to reach an agreement, a protest **MUST** be indicated in the official score book as set out in the Official Rules and Regulations adopted by the League and a written protest made to the President within thirty-six (36) hours. A protest will not be allowed if these conditions are not met. No protest will be allowed in opposition to judgment calls by the umpire(s). A \$10.00 protest fee will accompany each filed protest with such fees going into the general fund.
- B. When protests are upheld, the scheduling committee will be advised and the game rescheduled and played prior to the official close of the season. All games rescheduled because of a protest will be played from the point of the protest to the finish of the game with all runs and innings played in the protested game prior to the indicated protest in the official score book counting as that portion of the rescheduled game. Every effort will be made to play these games as soon as possible.
- C. The League Officials will take no longer than two (2) weeks to dispose of protests.
- D. Protests will only be handled by the Board of Directors.

### **SECTION V: Official Rules**

- A. The Board of Directors shall have the authority to adopt the official rules for the Association prior to the start of the season and those official rules, with any changes listed in the ground rules, will be given to each manager and/or coach, umpire, and League Officials.
- B. If a team is fifteen (15) runs ahead after three (3) innings (two and one-half { 2 ½} if home team is ahead), or ten (10) runs after five (5) innings (four and one-half {4 ½} if the home team is ahead), the game will be terminated.

### **SECTION VI: Uniforms**

Uniform shirts/jerseys will be furnished by the Association, as designated by the Board of Directors, and all players must wear the uniform shirt/jersey provided by the Association. However, a team must provide their own pants, and all teams members must wear like/similar pants.

## **ARTICLE IX**

### **SECTION I: Managers and Coaches**

- A. A list of proposed managers and coaches shall be submitted before the player draw or draft and at least one for each team must be a female. The Board of Directors has the right to refuse or remove a coach by a two-third (2/3) vote of the Board if the quorum provision is met. The number of assistant coaches requested and assigned will be determined by the Board of Directors.
- B. New teams being formed will be allowed to freeze and/or draft three (3) players prior to the beginning of the draw/draft. These players will be treated as returning players to the team's roster.
- C. All managers are responsible for seeing that their assistant coach(es), players, parents/spectators conduct themselves in such a way as to attain the objective and purposes of the organization.
- D. Managers shall conduct practice sessions within the following guidelines/limitations.
  - 1. All practices shall be limited to a maximum of two (2) hours.

2. No organized team practice shall occur on the day of a game. Violations will constitute forfeiture of the team's next game.
3. An organized practice shall be defined as a team meeting with the manager and/or coach where softball techniques are taught and/or carried out by team members or any activity where there are four (4) or more players on the same team participating in the activity.
4. Any manager/coach deemed by the Board of Directors to be in violation of any D-1 through D-4 rules shall be dismissed for one (1) season.

#### **SECTION II: Allocation of Players**

A. Existing teams can remain intact in the 8U – Jr Girls programs. Managers and/or coaches are included in existing teams until disapproved of or replaced by the Board of Directors as set forth in these By-laws, or if the participant requests to be removed.

B. New players and players moving up due to age will be allocated to new or existing teams by player draw or draft if their current team is not moving up in age division.

C. Allocation of players shall be executed as soon as possible following the last day of registration. All managers and coaches shall be notified and be allowed to be present for the player draw/draft as set forth by the Board of Directors.

D. A team roster shall be prepared for each manager/coach and delivered to him/her as soon as possible following team draw/draft. No changes will be made except at the discretion of the Board of Directors.

E. Managers may contact their players immediately following team allocation and begin team practice on the first date designated by the Board of Directors.

#### **SECTION III: Team Organization**

A. Even though the Board of Directors makes every effort to determine player eligibility, the final responsibility lies with the individual team manager/coaches who must check the birth certificate of each player to make certain of his/her eligibility. In the event a player is found to be ineligible to play in the assigned league, all games in which that player has participated will be forfeited.

B. Players are assigned to teams by the Draft System. Draft order will be determined by a simple card draw. Ace – 10, where Ace will be the 1<sup>st</sup> pick, and all subsequent numbered cards will follow in sequence. The snake draft system will be utilized. Each team has one pick per round, and the picks go in a specific predetermined order. After a round is over, the following round is in the reverse order of the previous round. For our Fall-Ball season, every new player not already assigned to a team, in every age division will be placed in a blind draft and then placed with a team.

#### **C. General Provisions**

The Players eligible for the draft are those players in the player pool. The player pool will consist of players who are new to the league, players moving up due to age and who appeared and participated in the scheduled tryouts. If a new player has not participated in the tryouts, the player will be assigned to a team by draw, unless a discussion among the eligible coaches and league officials at the actual draft determines that the player(s) should go into the draft. A returning player will remain on the same team as the player was in the previous year except for a returning player who has not signed up prior to 6:00pm on the last official sign-up date as set by the Board of Directors. That player will be treated as a new player who has not participated in the tryouts and will be assigned to a team by draw/draft (as indicated in the above Paragraph) and cannot be frozen by any team. Players signing up after the allocation of teams has been completed will be placed on a team by the method of blind draw. All teams with less than the set number of players (roster limits) will be eligible to participate in this draw. NO team has the option of not participating in the draw (cannot elect to "pass" on the draw) nor can any team refuse a player assigned by the draw. A player who chooses not to go back to the team he/she was on the previous year may go back into the draft and tryouts but CANNOT be frozen by any team. Should this player not participate in tryouts, he/she will go into the draw.

#### **D. Sisters/Brothers**

Managers/coaches may submit an option on sister/brothers who are subject to draft. When the first sister/brother is drafted, and an option has been submitted, the manager/coach automatically takes the sister/brother on the next draft turn/ selection. A draftee new to the league with a sister/brother on an existing team will be placed on that team and the manager/coach must submit an option on that player within the first three (3) draft selections. (Sisters/brothers in the same age division will automatically be placed on the same team unless the player and/or parents request they are drafted to separate teams.)

#### **E. Secrecy**

Players should never be told the round in which they were drafted. The only ones allowed at the draft session will be approved managers/coaches, assistant coaches, and league officials.

#### **F. Disbanded Teams**

If for reasons as set forth in the By-laws, a team is disbanded, the players from that team(s) will be eligible for tryout and draft. Those players will be given twenty-four (24) hours' notice if possible so that they may participate in the scheduled tryouts. If they do not participate in the scheduled tryouts, they will be treated as a new player who has not participated in tryouts and will

be assigned to a team by draw/draft as provided under GENERAL PROVISIONS of these By-laws. Players from disbanded teams CANNOT be frozen by any team.

#### G. Bonus Picks

All teams, both expansion and existing teams, with less than the average number of returning players will receive a bonus pick at the end of Round 1. If at the end of Round 3, the number of frozen players, returning players and bonus picks do not equal the average number of returning players, these teams will be entitled to another bonus pick.

#### **SECTION IV: Additional Players for End of Season Tournament Play**

THERE WILL BE NO PLAYERS APPROVED TO BE ADDED TO ANY LYS ROSTER FOR THE END OF SEASON TOURNAMENTS. SHOULD A TEAM BE FOUND TO BE ADDING ILLEGAL PLAYERS, THAT TEAM WILL BE IMMEDIATELY DISQUALIFIED FROM ANY FURTHER PLAY IN THOSE TOURNAMENTS. ADDITIONALLY, ALL COACHES INVOLVED WILL BE IMMEDIATELY DISQUALIFIED FROM PARTICIPATION IN THE UPCOMING SEASON OF PLAY. THE BOARD OF DIRECTORS WILL PRESENT THESE COACHES ELIGIBILITY AT THE ANNUAL BOARD MEETING FOR FUTURE DISQUALIFICATIONS AND OR BARRING FROM THE LEAGUE IF NECESSARY.

#### **SECTION IV: Game Schedules**

The Board of Directors will determine the game schedules, number of games and number of divisions for all leagues. Non-association games may be scheduled by the individual managers/coaches only with the Approval of the Board of Directors. Play-off games will be determined by the Board of Directors.

All scheduled games will be considered complete after 30 minutes of game play, in case of any weather cancellation after a game has started.

#### **SECTION V: Violations**

A. Any team manager/coach, or player(s) who conducts himself/herself in an unsportsmanlike manner can be expelled from the Association at the direction of the Board of Directors.

B. If any manager or Board member is guilty of misconduct on the playing field or at business meetings, disciplinary action may be taken, or removal may be enforced by the Board of Directors. A specially called meeting of the Board of Directors shall be called, and a two-thirds (2/3) majority vote of the Board will decide any action taken regarding managers and/or coaches or Board member(s). The managers and/or coaches or Board member(s) to be disciplined may be present if he/she chooses but may not vote.

C. Any officer or coach/manager failing to fulfill his/her duties may be brought before the existing Board of Directors in special called meeting and voted upon for removal. Removal shall be affected by a two-third (2/3) majority affirmative vote of the Board.

D. Every player must participate in every league game when present, unless prior authorization to the contrary is granted. Coaches must present a list of players' names and numbers to the league scorekeeper of their league a minimum of 15 minutes prior to game time.

E. The players will always be expected to conduct themselves with good sportsmanship. Any outburst of temper could mean suspension for the remainder of the game. This will be at the discretion of the umpire and the umpire will notify the official scorekeeper and a note will be entered into the score book when a player is suspended. Any flagrant display of unsportsmanlike conduct will call for indefinite suspension and the player must appear before the Board of Directors with their parents for reinstatement.

F. The Lubbock Youth Softball Board of Directors & Commissioners will review ALL reported incidents from any league officials, volunteers, or league participants (parents/guardians), of improper behavior considered detrimental to the game and or criminal offenses team managers/coaches are involved in. The Board will act on a simple 2/3 majority vote. Offenses involving criminal activity off the field will be reviewed on a case-by-case basis, and the Board of Directors & Commissioners will decide on eligibility for team managers/coaches involved. All decisions on eligibility in the case of criminal involvement will be final and not eligible for appeal.

#### **ARTICLE X - MISCELLANEOUS**

SECTION I: The Roberts' Rules of Order, Revised, shall be the Parliamentary authority of all matters of procedure not specifically covered by these By-laws.

SECTION II: A petty cash fund of \$100.00 shall be made available to the Treasurer for the purpose of cash purchases as required. A monthly ledger entry shall be made to account for any such expenditure.

SECTION III: All checks or demands for money and notes of the Association shall be authorized by a purchase order issued by the Treasurer and signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate, if not otherwise prescribed by the by-laws.

SECTION IV: These By-laws may be altered, amended, or repealed at a meeting of the voting members by the affirmative vote of the majority of members present at such meeting and entitled to vote. Provided notice of the proposed alteration, amendment or repeal be contained in the notice of such meeting or was submitted to the President in writing seventy-two (72) hours prior to the meeting.

SECTION V: Any contract or other transaction between the Association and any of its directors (or any corporation or firm in which any of its directors is directly or indirectly interested) shall be valid for all proposed notwithstanding the presence of such director at the meeting authorizing such contract of transaction, or his/her participation at such meeting. The foregoing shall, however, apply only if the interest of each director is known or disclosed to the Board of Directors and it shall, nevertheless, authorize or ratify such contract or transaction by a majority vote of the Directors present, each such interested director to be counted in determining whether a quorum is present, but not in calculating the majority necessary to carry such a vote. This section shall be construed to invalidate any contract or transaction which would be valid in the absence of this section.

SECTION VI: The Association shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members and Board of Directors and shall keep at its registered office or principal place of business a record of its voting members.

SECTION VII: The Board of Directors shall present at each annual meeting of the members a full and clear statement of the business and condition of the Association, including a reasonably detailed balance sheet and income statement.

#### **ARTICLE XI**

SECTION I: The President and Director of the association shall not be liable to the corporation or its members for monetary damages for an act or omission in the director's capacity as a director except that this article does not eliminate nor limit the liability of a director for:

- A. a breach of a director's duty of loyalty to the Association or its members.
- B. an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law.
- C. a transaction from which a director received an improper benefit, whether the benefit resulted from an action taken within the scope of the director's office.
- D. an act of omission for which the liability of the director is expressly provided by statute; or
- E. an act related to an unlawful stock purchase or payment of a dividend.