

LANIER ATHLETIC ASSOCIATION BY- LAWS



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Lanier Athletic Association, Inc.
By-Laws
Adopted February 21, 2010
Amended on 04/06/11, 03/23/2014, 11/11/2014, 12/09/2018, 12/12/2021

Article I - Name and Purpose

1.1 The name of this non-profit organization shall be **Lanier Athletic Association, Inc. (LAA)**.

1.2 The primary purpose of this non-profit, voluntary organization hereinafter referred to as LAA or “The Association”, is to promote, encourage, direct, and operate athletic programs for the youth of the Lanier Community in Gwinnett County Georgia. The Association shall also strive to promote the physical, mental, social, educational, and welfare of the membership, and to promote the ideals of good citizenship as well as good sportsmanship through its athletic programs and activities. LAA goals include providing a fun and enjoyable experience while promoting physical fitness, teaching the fundamentals, and instructing and demonstrating the principle of good sportsmanship. The recreational and athletic activities will include, but will not be limited to, the operation of football, cheerleading, baseball and softball.

1.3 It should be understood by all members of LAA that its programs are designed as a recreational outlet solely for the enjoyment of youngsters.

1.4 In keeping with the community tradition, the official colors of LAA will be Burnt Orange and White with an accent of Black and/or Gray. The Official mascot will be the Longhorn. The Executive Board of Directors will uphold the current logo and colors.

Article II - Membership and Dues

2.1 Any person(s) having an active participant in the Lanier Athletic Association is eligible for membership. Membership in LAA is defined by a registered participant with LAA and/or a board member. Membership is valid for one year from the last paid registration or until a board member’s term has expired. Multiple registrations constitute one membership per family annually and receive two votes at elections or special meetings. If participant only has one custodian or guardian, this constitutes only one vote. In the absence of having an active participant, eligibility for membership rests with the Executive Board of Directors. An annual fee may be assessed by the Executive Board of Directors for those persons approved for membership.

2.2 Lanier Athletic Association shall at all times observe all local, state and federal laws which apply to non-profit organizations as defined in Article 501(c)(3) of the Internal Revenue Code.

2.3 The Board of Directors shall at all times have the full power and authority to expel from membership any person or persons whose activities might be termed detrimental to, or inconsistent with, the by-laws, Code of Conduct, and/or the basic principles of this Association. Reinstatement to LAA in any capacity must be voted on by the Executive Board of Directors.

2.4 A registration fee shall be charged for participation in each sport and/or activity at the rate specified by the respective sport boards based on budget requirements and approved by the Executive Board of Directors. All registration fees collected from all programs and activities shall be deposited in the Associations general fund. Expenditures must remain within the budget guidelines approved by the Executive Board of Directors. Expenditures exceeding this budget must be approved by the Executive Board of Directors, which will be based on the present overall financial position of the Association. All registrations after posted dates will be approved on a case-by-case basis by each sports board, and placement will be determined at that time.

- a. Any discounts for multiple child participation will be set by the individual sport boards.
- b. A late fee for registrations may be determined and assessed by each sport board.

2.5 The refund policy shall be as follows:

- a. No registration refund will be allowed in any sport or activity.
- b. Exceptions may be made by the Executive Board.

2.6 An out-of-county fee may be assessed as determined by Gwinnett County Parks and Recreation.

2.7 Members of LAA, including all Coaches, Assistant Coaches, Board Members, Directors, Age Group Coordinators, Officials, Parents, Spectators, and Participants shall at all times conduct themselves in such a manner so as not to bring discredit on LAA or any of its members. Conduct by spectators or coaches, including but not limited to outbursts that demean or belittle the players or those officiating the game, has no place in LAA program and will not be tolerated. All who are associated with LAA, including Coaches, Assistant Coaches, Board Members, Directors, Age Group Coordinators, Officials, Parents, Spectators, and Participants hereby agree that such goals constitute the Code of Conduct of LAA and understand that actions that conflict with this Code of Conduct may in the sole discretion of LAA Board of Directors, constitute grounds for suspension or expulsion of the Coach, Assistant Coach, Board Member, Director, Age Group Coordinator, Official, Parent(s), Spectators, and Participants.

Article III - Meetings

3.1 A meeting of the members for the election of Executive Board Officers shall be held annually. The annual meeting shall be held the first two weeks of December and all elected positions shall take office beginning January 1st.

3.2 Order of Business at Board of Directors Meetings

- a. Roll Call.
- b. Reading and approval of the Minutes of the preceding meeting.
- c. Old and Unfinished Business.
- d. New Business.
- e. Confirm time and place of next Board of Directors Meeting.
- f. Adjournments.

3.3 Special called meetings for any boards of sports shall be held on an as-needed basis or as called for by the President and one other officer or by the majority of the Executive Board.

3.4 Public notice of the time and place of all annual meetings shall be given not less than thirty (30) days prior to the date set for such annual meeting. Notification of this meeting will be via an email to all members on the current roll, posted on the association's web site and other social media outlets. If applicable it will be posted at the concession stand area in the ballpark and, on any roadside sign in front of the ballpark or at any event of the Association taking place prior to the meeting.

3.5 Voting shall be by majority vote cast in person. No proxy voting is allowed.

3.6 Regular meetings of the Board of Directors shall take place on an as needed basis, at least quarterly/four (4) times per year. These meetings will be open to the membership at large for attendance.

3.7 A quorum for the transaction of business at any regular or special meeting of the Board of Directors shall consist of one more than half of the voting members of the Executive Board. The act of a majority of the Directors at a physical meeting in which a quorum exists shall be considered an act of the entire Board of Directors. A written report of the business transacted at each Board meeting shall be made by the Secretary at the next meeting of the Board.

3.8 In Case of Emergency Meeting Only: (Action by conference call): Members of the Board of Directors or any committee designated by the Board of Directors may participate at a meeting of the Board or such committee by means of a conference call or similar communication equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

3.9 An Officer of the Association may be removed by a two-thirds vote of the Executive Board of Directors whenever in their judgment the best interest of the Association will be served by the removal. Reinstatement to LAA in any capacity must be voted on by a majority vote of the Board of Directors.

3.10 All meetings of the Association and its committees shall be conducted pursuant to Roberts Rules of Order with the President/Director or the President's/Director delegate responsible for the implementation of parliamentary procedure necessary for the orderly conduct of any meeting.

Article IV – Election of Officers and Terms

4.1 The election of officers for LAA will be held at the annual meeting of each year. Elected offices of LAA include the Executive Board which is comprised of President, Vice President, Secretary, Treasurer, Director of Concessions and Director of Communications.

- a.** Vacancies on the Board that are not filled at the General Election, for whatever reason, may be filled by appointment by the President with confirmation by a majority vote of the Board Members.
- b.** No person may serve in two voting positions simultaneously. Candidates may only run for one position at a time.
- c.** Any vacancy created by resignation, moving, change of job, expulsion, withdrawal, etc. may be filled by appointment from the President. A majority vote of the Board is required to confirm a nomination.

The President will appoint a nominating committee consisting of three people from the membership and two from the Board of Directors who will select a list of candidates. These nominations will be in writing and received by the Secretary at least five (5) days prior to the annual meeting. Nominations will also be accepted from the floor at the annual membership meeting. The names of all nominees for each office will be entered on a single ballot and submitted to the membership present at the annual meeting. Those nominees for each office getting the greatest number of votes will be deemed to have been elected as the new Board of Directors.

In order to be placed on the ballot for President of LAA, a person must have previously been an elected member of the Executive Board or been a Director or Assistant Director of a sport in the LAA program. Should someone with these qualifications not be interested in running for the position (LAA President), it shall be opened up to include individuals with board level experience at LAA or individuals who have held a similar position in other associations. Exceptions may be made by the Executive Board for unopposed positions after the nomination deadline has passed.

Members interested in running for a position on the Executive Board must notify the Secretary or member of the Executive Board, in writing, at least five (5) days prior to the election. A ballot will be set five (5) days prior to the election by the Secretary or member of the Executive Board who will serve to oversee the election including membership verification and the counting of the ballots. The request should be a brief personal history, their qualifications and interests in regards to the position for which they wish to run. All elected officers must pass a background check prior to taking office. If any officer fails the background check criteria of LAA, they will not be eligible to hold office. If this occurs, the person receiving the next most votes at the election will be elected.

4.2 A minimum of Two Thirds (2/3) of the Board of Director members must reside within Gwinnett County.

4.3 Executive Board Terms: President, Director of Communications and Treasurer will serve a two year term in odd numbered years. Vice President, Secretary will serve a two year term in even numbered years. For the 2019 election the President, Director of Communications and Treasurer will run for a two year term. Their term will then expire in 2021. For the 2018 election the Vice President, and Secretary will run for a two year term. Their term will then expire in 2020.

4.4 Sport Board Terms: Each Sports Board member will serve a one year term with the exception of the director, which will be a 2 year term.

Article V – Governance

5.1 The Board of Directors shall consist of elected and appointed officials. Elected Officials will be the Executive Board President, Vice President, Secretary, Treasurer, Director of Communications and the Sports Board Directors, or a Sports Board approved representative for each sports program offered through the Lanier Athletic Association will be appointed to the Board of Directors. No one shall be eligible to hold any of these offices who are not a member of the Association. This will be a policy making Board and will have the responsibility for setting policy as it pertains to the Association. The Board of Directors will be responsible for the approval of Operational Guidelines for the individual sports. The Board of Directors will be responsible for the approval of all fund-raisers. The Board of Directors shall act as the appeals board should anyone's right to participate in the Association be terminated for one or more reasons. Proxy voting is not allowed. A list of names, addresses, email addresses and phone numbers of the newly elected Board of Directors must be sent to Gwinnett County Parks and Recreation Division Area Supervisor within thirty (30) days of the election by the Executive Board Secretary.

5.2 If an Executive Board Officer or a Sport Board Officer resigns during their term, they may not hold another Board position unless approved by the Board of Directors. No Board member shall serve in any governing capacity in any other youth recreational athletic association in direct competition with the Lanier Athletic Association without prior approval from the Board of Directors whose decision is final. No one will serve in an official capacity with LAA and also serve on an executive board of an affiliated LAA league, to include but not limited to Gwinnett Football League, Gwinnett Basketball League, Greater Gwinnett Baseball League, or any other organized league in which LAA is a participating member. No elected official of the City of Sugar Hill shall serve on the Board of Directors. No Husband and Wife may serve on the Board of Directors and/or have voting privileges.

5.3 The Executive Board shall act as a liaison with the County, City of Sugar Hill Parks & Recreation, and Gwinnett County Board of Education and administer association funds in coordination with individual sports boards, execute consent forms, process sponsorship receipt request, obtain liability insurance for each sport, and other matters relevant to the operation of the Lanier Athletic Association. Final decisions regarding any changes in day to day operations of the Sports Boards shall otherwise rest with the Sports Board officers using policies set by the individual sports boards. All contracts entered into by the Sports Boards will require approval from the Board of Directors. Sports Boards shall make all final decisions regarding any changes in the sports affiliation.

5.4 The Executive Board shall be composed of the President, Vice President, Secretary, Treasurer, and Director of Communications which have the power to act in the place of the Board of Directors on policy matters on an emergency basis that require immediate action. Bonding will be paid for by the Association.

5.5 The **Executive Board President** shall be the Chief Executive Officer of the Association and the Chairman of the Board of Directors charged with the duty of supervising all its functions subject to policy direction from the Board of Directors. The President shall vote only in the event of a tie. The President shall be responsible for:

- a. Implementation of the total Association program and shall see that the policies set by the Board of Directors and Sport Boards be carried out by each participant in the Association.
- b. Shall serve as an ex-officio member of all committees except the nominating committee.
- c. Shall be bonded for no less than \$50,000.00

- d. May co-sign checks
- e. Will serve as an Executive Board Representative to one of the Sport Boards.

5.6 The Executive Board Vice President:

- a. Shall be responsible for the fundraising programs of the Association.
- b. Shall be responsible for public and community relations.
- c. Shall have all such powers and duties as generally are incidental to the position of the Vice President as may be assigned to him by the Executive Board President or the Board of Directors.
- d. Shall assume the duties of the Executive Board President when the President cannot perform them.
- e. Shall assist the Executive Board President in the furtherance of his duties as may be requested by the President.
- f. Shall serve as an Executive Board Representative to one of the Sports Boards
- g. May co-sign checks and be bonded for no less than \$50,000.00.

5.7 The Executive Board Secretary:

- a. Shall be responsible for record keeping for the Association as defined below.
- b. Records shall include all meeting minutes of the Executive Board and Board of Directors.
- c. Shall be responsible for coordinating the time and location of Executive Board, Board of Directors and General Membership meetings.
- d. Shall provide other such assistance to the Executive Board President as may be directed by the President.
- e. Shall maintain the membership roster.
- f. Shall maintain the current Executive Board officer information and Sport Board officer information and make sure Gwinnett County Parks and Recreation is kept updated.
- g. Shall be responsible for all insurance requirements for the Association.
- h. Shall oversee risk management for the Association.
- i. May co-sign checks and other legal instruments for the Association and shall be bonded for no less than \$50,000.00
- j. Shall serve as an Executive Board Representative to one of the Sport Boards.

5.8 The Executive Board Treasurer:

- a. Shall be the Chief Financial Officer of the Association and will be responsible for keeping accurate financial records of disbursements and receipts of all money had and received by the Association from any and all sources.
- b. Shall coordinate the receiving and depositing of all fund-raising efforts, registrations and sponsorships.
- c. Shall submit financial reports to the Executive Board, Board of Directors and Sports Boards Directors and Sports Boards Directors of Finance on a monthly basis.
- d. Shall provide financial reports at the Annual Meetings of the Association
- e. Shall have audited all financial records of the Association on as as-needed basis, or on a random basis as determined by the Board of Directors.
- f. Shall review and approve along with the Executive Board all budgets submitted
- g. Shall provide other such assistance as required by the Executive Board President, Vice President and Secretary.
- h. May co-sign checks and be bonded in an amount no less than \$50,000.00

5.9 Director of Communications

- a.** Shall be responsible for public and community relations
- b.** Shall assist the Executive Board Vice President in the furtherance of his duties as may be requested by the Vice President in relations to the community.
- c.** Shall be responsible for maintaining the Associations Web Site.
- d.** Shall assist with all sports sign-ups.

5.10 The Sports Boards shall have a governing board, which is established in its Operational Guidelines. This governing board shall be the day to day decision making board for their sport and have voting rights on their respective board. Each Sports Board can make appointments to their Boards based on the individual sports needs. Election of officials for each sport will be conducted during the same election as the director for that particular sport. Appointed officials must be reviewed and approved by a majority vote of that sport's elected board, with approval by the Executive Board.

In the absence of an approved Operational Guideline for a specific sport, the following will be used to as the Elected Officers for the Sports Boards:

Football: Director of Football, Assistant Director of Football, Director of Team Management of Football, Director of Finance for Football, Secretary of Football

Cheerleading: Director of Cheerleading, Assistant Director of Cheerleading, Director of Team Management of Cheerleading, Director of Finance for Cheerleading, Secretary of Cheerleading

Baseball: Director of Baseball, Assistant Director of Baseball, Director of Team Management of Baseball, Director of Finance for Baseball, Secretary of Baseball.

Softball: Director of Softball, Assistant Director of Softball, Director of Team Management of Softball, Director of Finance for Softball, Secretary of Softball

Basketball: Director of Basketball, Assistant Director of Basketball, Director of Team Management of Basketball, Director of Finance for Basketball, Secretary of Basketball

Soccer: President, Vice President, Secretary, Treasurer

5.11 The Directors of Football, Cheerleading, Baseball, Softball, Basketball, Soccer or any other sport sponsored by LAA shall:

- a. Shall consult with their respective sports boards and be responsible for all matters related to the playing or scheduling of their respective sports and shall include the needs of individuals with special needs.
- b. Shall be responsible for coordinating post-season activities.
- c. Shall attend all necessary District, State and County meetings.
- d. Shall be the Sports Board representative on the Board of Directors and have voting privileges at the Board of Director Meetings and may assign their voting duties to another elected member of their sport board in their absence at a Board of Director meeting.
- e. Shall have the responsibility for coordinating with the Board of Directors the policy for field assignment, budget approval process, equipment management process and concession stand management and operation, as well as other policy making decisions rendered by the Board of Directors or Sports Boards.
- f. The Directors shall act as the Chief Executive Officer for their respective sport.
- g. Shall be responsible for selecting and training the coaches for their respective sport.
- h. Shall prepare, in conjunction with their Director of Finance, the annual budget for their respective sport within 90 days upon the completion of their sport and submit to the Executive Board for approval.
- i. Shall have voting privileges on their respective sport board decisions, policies and procedures.

5.12 Assistant Directors

- a. Shall assist the Director of that sport in the furtherance of his or her duties as may be requested by the Director of that Sport
- b. Shall have all such powers and duties as generally are incident of the position of Assistant Director.
- c. Shall assume the duties of the Director of that sport when the Director cannot perform them
- d. Shall have voting privileges on all of their Sport Board decisions, policies and procedures.
- e. Shall vote on all matters at the Executive level on matters pertaining to their sport should the Director not be present or able to perform this function.

5.13 Director of Team Management

- a. Shall be responsible for ensuring team managers understand the scope of their responsibilities and execute those responsibilities accordingly.
- b. Shall plan and conduct a team manager meeting at the beginning of each season.
- c. Shall be responsible for league certification as well as participant certification (as required). Will ensure that documents are complete and accurate.
- d. Support the Director and Assistant Director with duties related to field management, equipment, uniforms, travel, and tournaments.
- e. Assist in the process of registration including working with the Director of Finance and those responsible for registration of league players.

5.14 Sport Board Secretary

- a. Shall be responsible for keeping meeting minutes of all Sport Board meetings.
- b. Shall be responsible for forwarding all Sport Board meeting minutes to the Executive Board Secretary.
- c. Shall have all such powers and duties as generally are incident to the position of Secretary.
- d. Shall provide assistance to the Director of that sport in the furtherance of his or her duties as may be requested by the Director of that sport.
- e. Shall have voting privileges on all of their Sport Board decisions, policies and procedures.

5.15 Sport Board Director of Finance

- a. Shall be responsible for the collection of all funds for their sport and turn into the Executive Board Treasurer for deposit.
- b. Shall oversee any partial pays for their sport.
- c. Shall submit all reimbursements or payments to the Executive Board Treasurer for their sport.
- d. Shall be responsible in conjunction with the Director of their sport to develop an annual budget for their sport and submit to the Executive Board Treasurer for approval by the Executive Board.
- e. Shall have all such powers and duties as generally are incident to the position of Sport Board Director of Finance.
- f. Shall provide assistance to the Director of that sport in the furtherance of his or her duties as may be requested by the Director of that sport.
- g. Shall have voting privileges on all of their Sport Board decisions, policies and procedures.
- h. Shall be responsible for maintaining the registration records for their sport.

5.16 The Board of Directors is authorized to assess each sport a general administrative expense or other such fees in order to maintain sufficient operating revenue for the administrative expenses of the Board of Directors and the Association in order to insure the continued operation of all programs. The Board of Directors is also specifically authorized to establish a capital reserve fund to require each sport to have its participants pay into the capital reserve fund. Such funds may be voted on by the Board of Directors from time to time in order to ultimately reserve enough funds to acquire on behalf of the Association such facilities as may be in the Association's best interest.

5.17 The President shall fill any vacancy on the Executive Board by appointment and this appointment shall stand for the remainder of the unexpired term. The appointment must be voted on by a majority of the Board of Directors.

5.18 Each Sport Board will set policy and procedure with regards to the coaching selection process as well as the policy to be eligible to coach in LAA. This policy will require approval by the Board of Directors.

5.19 In order to protect the youth of Lanier Athletic Association (LAA) and to raise the standards of LAA, a criminal background check is **MANDATORY** for all Head Coaches, Assistant Coaches, Trainers,

Managers, Team Parent, or anyone else in direct contact with, or those who have the potential to be alone with any player during a sporting event (this includes anyone assisting as a dugout parent or volunteer during baseball and softball seasons). An Assistant Coach, Trainer or Manager is any person designated by the head coach as an Assistant or any coach who shall be alone with players, or responsible for a team during a game or practice. It is the policy of LAA that at any LAA sanctioned

game, practice or event, there must be at least 1(one) adult present who has successfully completed a criminal background check. If there is not 1 (one) adult present who has completed a LAA Background Check, the game, practice or event must be halted or postponed until such an adult is available.

5.20 Due to the uprising of social media outlets such as Facebook, Twitter, etc., it shall be the position of the Lanier Athletic Association to obtain a media release form from all parents of participants in LAA sporting events. In the event of a split family situation, a media release form shall be obtained from both parents of the participant. This form shall be included in all registration packets and cannot be a check box. Physical signatures must be obtained. The media release form must be kept by the respective sports boards communication director and must be available for review upon request.

5.21 Mandated Reporter requirement from GCPR

Article VI -Dissolution's Clause

6.1 In the event of dissolution of the Association, all moneys and property will be donated either to Gwinnett County Parks and Recreation to be used exclusively for the benefit of the children in the Lanier Cluster area or to a successor association upon achieving 501 (c) (3) status that may be formed to take the place of this Association. If such guarantee cannot be made by Gwinnett Parks and Recreation, than all monies and property of the Association will be donated to an approved IRS 501 (c) (3) organization (s) as voted on by the Board of Directors.

Article VII -Board Member Attendance

7.1 All members of the Board of Directors and Sport Boards are expected to be in attendance at all Board of Director meetings, their respective Sport Board meetings whether it is a regularly scheduled meeting or a meeting called by the President/Director. If a Board Member cannot attend a meeting, he/she must notify the President or Director of their respective Sport Board, the Vice President or Secretary before the meeting begins. Failure to notify the above people, and failure to attend the meetings, will be handled by the President as follows: (This is per year)

First Offense: The member must submit in writing to the Board of Directors or respective Sport Board the reason for his/her absence and intentions on where he/she stands with serving as a Board of Directors Member, or respective Sport Board Member.

Second Offense: The member must state his/her reason for absence to the Board of Directors or respective Sport Board in person at the next scheduled Board meeting and request permission to remain on the Board.

Third Offense: The member will be removed from his/her position on the Board of Directors and the Sport Board within seventy-two (72) hours after the vote.

It will be required that after removal from office, all correspondence, material, receipts, financial data, equipment, monies due, etc. with respect to The Association must be returned to the Association within

seven (7) days. Returns must be made to a member of the Executive Board.

Article VIII -Gwinnett County

8.1 Lanier Athletic Association, Inc. agrees to adhere to any rules and regulations set forth by the Gwinnett County Parks and Recreation Division as may be from time to time amended.

Article IX -Legal Instruments

9.1 All checks issued by the Lanier Athletic Association, Inc. must bear a signature of a member of the Executive Board. Each Executive Board member of the Association will be bonded for a minimum of \$50,000.00 conditioned upon the performance of the duties of the office. A check exceeding \$500.00 dollars must be approved by two members of the Executive Board.

Article X -Compensation

10.1 All directors shall serve without compensation or financial remuneration in any regard. Each Director is specifically prohibited from personal employment or contract with LAA; however, alongwith all other members of LAA, spouses and children shall be eligible for paid concessions, clean up or other such activities that may be open for hire to the general membership.

Article XI -Records

11.1 The Board of Directors will review the financial records of the association on a quarterly basis.

11.2 All books and records of the Association may be inspected by any member, Director or agent or attorney or any proper person at any reasonable time upon written demand stating such purpose. Copies of such records shall be furnished upon the paying of the costs associated with compiling same.

Article XII -Liability Insurance

12.1 Liability Insurance in an amount not less that \$1 million affording coverage to Directors, Officers, coaches, and their assistants, as well to the Association and the Gwinnett County Parks and Recreation Department shall be maintained by the Association on a claims-made basis. The Association shall indemnify each person who acts as an Officer or Director of the Association against expenses actually and necessarily incurred in the defense of any action, suit or proceeding in which such Officer or Director is made party by virtue or service as such Officer or Director.

Article XIII -Amendments

13.1 Nothing contained herein is intended to abrogate the powers of the Board of Directors to set policy, approve budgets and make decisions for the Association. While the Board of Directors is a policy- making Board and should not become involved in day-to-day sport decisions, they do retain the right to do so should an action by the Sport Board Committee be in material and direct contradiction to Board established policy. The Sports Committees, subject to the direction provided by the Sports Director are

responsible for decisions affecting their individual sport. No Sports Committee shall have the power to contract with any entity without specific Board of Directors approval.

13.2 These bylaws may be altered or amended and additional bylaws adopted by a two-thirds vote at the annual meeting or at any special meeting of members at which a quorum is present. Notification of the meeting will be via an email to all members on the current roll and posted on the associations web site. The notification must specify the proposed changes to the bylaws. The proposed amendment or new bylaws shall be set forth verbatim. (A quorum shall be a minimum of 3 members as shown on the roll).

