



As Adopted by Board of Directors & Membership on
NOVEMBER 29, 2023

This document supersedes all previous documents
ARTICLE I. ASSOCIATION

SECTION 1: The name of this organization shall be Lake Worth Youth Association (Lake Worth, Tx), to be referred to as LWYA.

SECTION 2: This Association shall be a non-profit organization conducting itself in a manner consistent within the Internal Revenue Code 501(c)(3), with tax-exempt status.

SECTION 3: The structure of LWYA will be the Parliamentary model. In the form of this model, the board of directors shall make all final decisions.

ARTICLE II. PURPOSE AND OBJECTIVES

SECTION 1. PURPOSE LWYA's purpose is to establish a culture of family and community through a youth sports program adhering to the principles of good sportsmanship, honesty, integrity and building character through team work.

SECTION 2. OBJECTIVES The objectives shall be to promote sportsmanship, high levels of integrity, team cooperation, hard work, football and cheerleading skills through active participation. The association is also focused on the objective to facilitate the involvement of the community in the Association and family involvement. And finally, to facilitate the goals and ideals of athletic principles, leadership, and achievements of Lake Worth High School and the LWISD athletic programs .

SECTION 3. APPLICATION OF OBJECTIVES The objective will be reached by overseeing training and competition with primary focus on developing school pride and the encouragement of good sportsmanship, and secondary emphasis upon winning of games. These objectives will be applied to every participant equally with no emphasis on a player's ability or status. Anyone wanting to participate will be allowed to participate.

ARTICLE III. MEMBERSHIP

SECTION 1. GENERAL MEMBERSHIP General Membership of the organization shall be open to any parent or legal guardian with a participating child (Limit 2 memberships) or a volunteer approved by the Board of Directors, who sincerely desires to further the objectives as outlined in the By-Laws.

SECTION 2. TERM OF MEMBERSHIP Term of Membership shall be valid for ONE (1) year from the most recent registration date.

SECTION 3. WITHDRAWAL OF MEMBERSHIP The withdrawal of all registered participants by a parent/guardian will constitute automatic resignation of membership to the Association and may not be reinstated until the next valid season. There is a 72 hour grace period to revoke their request to withdraw.

SECTION 4. REVOCATION OF MEMBERSHIP Any member of the Association may have his/her membership revoked by the Board of Directors for conduct unbecoming and/or violation of enacted By-Laws.

SECTION 5. MEMBERSHIP MEETINGS LWYA will have two (2) full membership meetings per year. The meetings will be held in June and November. The time and date of these meetings will be announced to the public NO LESS THAN 30 DAYS prior to the meeting.

ARTICLE IV. GOVERNING BODY

SECTION 1. BOARD OF DIRECTORS The Board of Directors will be the Governing Body of the Association. The Board of Directors shall conduct all business practices, enforce any and all rules, and enforce the

codes of conduct for the Association. The Board of Directors consists of an Executive Board, Commissioners, and Directors. The Board of Directors have the authority to settle any and all disputes. All decisions made by the Board of Directors are final with a (minimum of) majority vote by the Board members present. Board of Directors members must pass all Background checks to assume their elected position. Results must be absent of Violent offenses including but not limited to domestic violence and violence against minors.

SECTION 2. ELECTION OF OFFICERS AND TERMS All persons interested in filling a Board position will submit the required Board Member Interest Application Form prior to the deadline given by the LWYA. All Officers shall be elected or appointed annually by ballot (in person, mail in or electronic ballots may be used. The current executive board will announce the ballot methods accepted at least 30 days in advance), by the membership at the June and November biannual members with the exception of the executive board. Executive officers shall hold two year terms. Assistant Commissioners are to be appointed by the commissioners and must pass a background check prior to assuming their positions. Board of Directors shall hold office until a successor has been elected, appointed, or designated and qualified. There is no limit on the number of terms an executive officer, commissioner or director may be elected. Board Members may be removed prior to the completion of their term with a 2/3rds vote of the Board of Directors.

Qualifications for officer positions

- A. President; Candidates must be a current board member with 2 years prior board experience.
- B. Vice President, Secretary, and Treasurer; candidates must be a current board member.
- C. Commissioners; candidates must be members in good standing who have been a part of the association for at least 1 year.
- D. Any person who has been removed or has resigned from any board position may not run for a board position for at least 1 year. Any person removed from an executive board position is no longer eligible for a board position.
- E. Any person removed or or has resigned from a board position a 2nd time will no longer be eligible for a board position.
- F. No board member may occupy more than one board position. Board members must vacate their current board position before accepting their newly elected position.

June elections ballots will include Vice President (every 2 years), Secretary (every 2 years), Basketball Commissioner, Baseball Commissioner, Softball Commissioner, Fundraiser Director, Concessions and Gate Director, and Social Media Director.

November elections ballots will include President (every 2 years), Treasurer (every 2 years), Football Commissioner, Cheerleading Commissioner, Public Relations, Volunteer director and Events Director.

SECTION 3. EXECUTIVE BOARD POSITIONS The Executive Board shall be comprised of the following positions: A. President B. Vice-President C. Secretary and D. Treasurer

SECTION 4. COMMISSIONERS The Commissioners shall be comprised of the following positions: A. Football Commissioner B. Cheer Commissioner C. Baseball Commissioner D. Softball Commissioner and E. Basketball Commissioner.

SECTION 5. DIRECTORS The Directors shall be comprised of the following positions: A. Fundraising Director B. Events Director C. Concession and Gate Director D. Social Media Director E. Volunteer Director F. Public relations Director and G. Assistant Commissioners (Football, Cheer, Baseball, Softball and Basketball)

SECTION 6. BOARD OF DIRECTORS MEETINGS A. The Board of Directors will conduct meetings that will be regularly scheduled. These meetings will be closed to all general members. The purpose of these meetings is to conduct normal Association business, enforce rules and codes of conduct and settle any disputes that the association brings forth. B. The Board shall call "Special Meetings" at the request of the President, or three voting members of the Board. C. Meeting minutes will be recorded by the Secretary and made available to the general membership upon request and MAY also be posted in full or part on the association website. D. Board meetings may be conducted in person or electronically.

SECTION 7. QUORUM A quorum shall consist of 50% of the Board members (excluding vacancies), one of who must be either the President or Vice-President. In order to minimize the number of board meetings, the President of the Association may poll board members in order to reach decisions regarding specific questions. The President must report these findings to the Board in writing.

SECTION 8. FORCED ABSTENTION Any contract or other transaction between the Association and any corporation, firm, or individual, in which any of the Associations Board members are directly or indirectly interested, will be considered appropriate and shall be recognized as valid, provided that the Board member with interest abstains from voting when the decision regarding the contract and/or transaction is made.

SECTION 9. BY-LAW CHANGES A. The Association's By-Laws may be altered, amended, or repealed by the Board of Directors of the Association. Changes made to the By-Laws will require that at least $\frac{2}{3}$ (two-thirds) of the Board members present at any By-Laws meeting. Further, such changes shall require $\frac{2}{3}$ (two-thirds) majority votes for ratification. The $\frac{2}{3}$ (two-thirds) requirements shall be calculated by taking the total number present, dividing by three, and multiplying by two. If the number is not a whole number, the resulting calculation will be truncated to determine the two-thirds requirement. B. By-Law changes shall be presented and voted upon by the Board once per year on or before March 1st of every year. C. All changes approved by the Board shall take effect immediately.

SECTION 10. RESIGNATION Any Board member may resign his/her position by written resignation to the board. Such resignation shall take effect and the time specified therein, or immediately if no time is

specified therein. The acceptance of such resignation shall not be necessary to make it effective.

SECTION 11. REMOVAL Any Board member who is absent for three or more meetings, having been notified 72 hours in advance to each meeting shall have his/her office declared vacant, unless the board has excused the absences. Board members can also be removed at the discretion of a 2/3rds (two-thirds) majority vote of the Board if it is determined they have exhibited behavior which negatively represents the association or is not in the best interest of the players, cheerleaders, volunteers or members.

SECTION 12. VACANCIES Any vacancy on the Board of Directors shall be filled by presidential appointment with ratification of 50% majority of the remaining board members. Vice President will automatically assume the President position if the vacancy is the President Position. In the event of a vacancy in both the President and Vice President Positions at the same time the Board of Directors may nominate and elect by majority vote a qualified applicant.

SECTION 13. COMPENSATION All Board members and other general members serve strictly as volunteers and shall in no way be compensated for performance of their duties. No officer or director of the Association shall use his/her position for personal gain or to obtain any benefits that are not available to the entire membership.

SECTION 14. GAME DAYS & ASSOCIATION EVENTS All Board Members are expected to work all association home games and association events when requested by the executive board with a minimum of 72 hours notice. Unexcused absences from games and events shall be grounds for dismissal from an elected or appointed position with a 2/3rds (two-thirds) majority vote of remaining Board Members.

ARTICLE V. OFFICERS.

SECTION 1: EXECUTIVE BOARD

The **President** shall:

- A. Coordinate the work of the officers and committees of the association in order that the purpose may be promoted;
- B. Confirm that a quorum is present before conducting any business at any meeting of the association;
- C. Preside at all meetings of the association;
- D. Appoint chairman of special committees;
- E. Be authorized to sign on bank accounts;
- F. Be an ex-officio of all committees;
- G. Perform such other duties as may be prescribed in these Articles of Organization or assigned by the association;
- H. Serve as program POC and provide resolution of conflicts between players, cheerleaders,

coaches, commissioners and Directors;

I. The President has the authority to do only the things that are assigned to that office under the bylaws.

The **Vice-President** shall:

- A. Act as aide to the President;
- B. Shall preside in the absence of the President;
- C. Oversee drafts of players and cheerleaders;
- D. Serve as program POC and provide resolution of conflicts between players, cheerleaders, coaches, commissioners and Directors;
- E. Be authorized to sign on bank account;
- F. Report conflicts to the Executive Board and forward those on to the Board that he/she cannot resolve;
- G. Perform other duties as assigned by the President or association.

The **Secretary** shall:

- A. Keep a record of all the proceedings of the organization minutes;
- B. Have a current copy of the Articles of Organization;
- C. Keep a file of all committee reports;
- D. Keep the organizations official membership roll;
- E. Make the minutes and records available to membership upon request;
- F. Notify officers, committee members, and delegates of their election or appointment, furnish committees with whatever documents are required for the performance of their duties and to have on hand at each meeting a list of all existing committees and their members;
- G. Furnish delegates with credentials;
- H. Sign all certified copies of acts of the society;
- I. Maintain a record book in which the bylaws, special rules of order, and minutes entered, and to have the current record book on hand at every meeting;
- J. Send out any required notices of meetings;
- K. Prepare, prior to each meeting, an order of business for the use of the presiding officer;
- L. In the absence of the president and vice president, call to order the meeting and preside until the immediate election of the pro tem;
- M. Serve as program POC and provide resolution of conflicts between players, cheerleaders, coaches, commissioners and Directors;
- N. Perform other duties as assigned by the President or association.

The **Treasurer** shall:

- A. Have custody of all the funds of the association;
- B. Keep books of account and records including bank statements, receipts, budgets, invoices, paid receipts and canceled checks for such time as determined by applicable Local, State and Federal laws;

- C. Make disbursements as authorized by the President, executive board, or association in accordance with the budget adopted by the association;
- D. Sign on bank accounts;
- E. Present a financial statement at all meetings, and at other times when requested by the association or executive board;
- F. Make a full report at the meeting at which new officers assume their duties; G. Ensure all tax documents, as required by State and Federal Law, are filed in a timely manner; H. Be responsible for the maintenance of such books of account and records as conform to the requirement of Article III, SECTION 6 of these articles;
- I. Create and execute a yearly budget of operations and maintain its stability and accuracy. Which will be reviewed and agreed upon with at least a 2/3 vote of other board members; J. Have at least one other board member with knowledge and experience in ALL financial dealings and responsibilities;
- K. Serve as program POC and provide resolution of conflicts between players, cheerleaders, coaches, commissioners and Directors.

SECTION 2. COMMISSIONERS

The **Football Commissioner** shall:

- A. Assign players to teams and oversee drafts, following the established guidelines and standing rules the board has set forth;
- B. Assign coaches to each team according to standing rules and provide copies of all rules and regulations, codes of conduct, and standing rules to each coach;
- C. Provide team rosters to North West Texas Youth Football Association (NWTYFA) and LWYA Secretary and coaches;
- D. Provide a current copy of schedules and any changes (within 24hrs) to all coaches, LWYA Secretary, and Cheerleading Commissioner;
- E. Appoint Assistant Commissioner, subject to board approval;
- F. Ensure adherence to playing rules, bylaws, code of conduct and standing rules by all players, volunteers and members with the football program;
- G. Work with the various local towns and schools to secure practice facilities for the teams and shall allocate practice times and schedules for LWYA teams;
- H. Organize cleanups of practice fields;
- I. Consult the board of directors for ruling on assessing a “per player” fee;
- J. Attend all North West Texas Youth Football Association (NWTYFA), or the League the association is associated with, meetings and events. Represent the interests of LWYA at these meetings and events;
- K. Resolve conflicts between players/coaches/parents and report these conflicts to the programs designation executive board POC;
- L. Organize and advertise registration through the public relations officer and social media director;
- M. Design, order and organize all uniforms and uniform fittings;

- N. Be present for distribution and retrieval of equipment;
- O. Recommend revision to Standing Rules as necessary;
- P. Shall coordinate football coaching certification programs, Heads Up Football certification and assure that all coaches are properly trained not only in coaching but how to deal with parents and be a good example;
- Q. Organize summer camps and conditioning camps in conjunctions with the league and the school district to maximize participation and organization;
- R. Attend a minimum of two (2) practices per team, one (1) team event (fundraiser, party or other gathering as an LWYA team) per team and one (1) game per team per season;
- S. Conduct an end of season survey with members each season to analyze what is working and what needs improvement;
- T. Perform other duties assigned by the executive board.

The **Cheerleading Commissioner** shall:

- A. Assign players to teams following the established guidelines and standing rules the board has set forth;
- B. Assign coaches to each team according to standing rules and provide copies of all rules and regulations, codes of conduct, and standing rules to each coach;
- C. Provide team rosters to North West Texas Youth Football Association (NWTYFA) and LWYA Secretary and coaches;
- D. Appoint Assistant Commissioner, subject to board approval;
- E. Ensure adherence to playing rules, bylaws, code of conduct and standing rules by all players, volunteers and members with the cheerleading program;
- F. Work with the various local towns and schools to secure practice facilities for the teams and shall allocate practice times and schedules for LWYA teams;
- G. Organize cleanups of practice fields;
- H. Consult the board of directors for ruling on assessing a "per player" fee;
- I. Resolve conflicts between players/coaches/parents and report these conflicts to the programs designation executive board POC;
- J. Organize and advertise registration through the public relations officer and social media director;
- K. Design, order and organize all uniforms and uniform fittings;
- L. Be present for distribution and retrieval of equipment and uniforms;
- M. Recommend revision to Standing Rules as necessary;
- N. Shall coordinate coaching certification programs and assure that all coaches are properly trained not only in coaching but how to deal with parents and be a good example;
- O. Organize summer camps and conditioning camps in conjunctions with the league and the school district to maximize participation and organization;
- P. Attend a minimum of two (2) practices per team, one (1) team event (fundraiser, party or other gathering as an LWYA team) per team and one (1) game per team per season;
- Q. Conduct an end of season survey with members each season to analyze what is working and

- what needs improvement;
- R. Perform other duties assigned by the executive board.

The **Baseball Commissioner** shall:

- A. Assign players to teams following the established guidelines and standing rules the board has set forth;
- B. Assign coaches to each team according to standing rules and provide copies of all rules and regulations, codes of conduct, and standing rules to each coach;
- C. Provide team rosters to LWYA Secretary and coaches;
- D. Maintain win/loss records and scores for teams;
- E. Appoint Assistant Commissioner, subject to board approval;
- F. Ensure adherence to playing rules, bylaws, code of conduct and standing rules by all players, volunteers and members with the baseball program;
- G. Work with the various local towns and schools to secure practice facilities for the teams and shall allocate practice times and schedules for LWYA teams;
- H. Organize cleanups of practice fields;
- I. Consult the board of directors for ruling on assessing a "per player" fee;
- J. Work with other local associations to organize, if applicable, interlocks, interlock rules and schedules, and attend interlock baseball meetings;
- K. Work with Softball Commissioner to organize playing schedules of fields;
- L. Attend all PONY annual meetings and PONY All Star meetings;
- M. Maintain pitching stats of mustang, bronco and pony games;
- N. Upon board approval, be responsible for organizing, marketing, set up and supervising any baseball tournaments hosted by LWYA;
- O. Resolve conflicts between players/coaches/parents and report these conflicts to the programs designation executive board POC;
- P. Organize and advertise registration through the public relations officer and social media director;
- Q. Design, order and organize all uniforms and uniform fittings;
- R. Be present for distribution and retrieval of equipment and uniforms;
- S. Recommend revision to Standing Rules as necessary;
- T. Shall coordinate coaching certification programs and assure that all coaches are properly trained not only in coaching but how to deal with parents and be a good example;
- U. Organize summer camps and conditioning camps in conjunctions with the league and the school district to maximize participation and organization;
- V. Attend a minimum of two (2) practices per team, one (1) team event (fundraiser, party or other gathering as an LWYA team) per team and one (1) game per team per season;
- W. Conduct an end of season survey with members each season to analyze what is working and what needs improvement;
- X. Perform other duties assigned by the executive board.

The **Softball Commissioner** shall:

- A. Assign players to teams following the established guidelines and standing rules the board has set forth;
- B. Assign coaches to each team according to standing rules and provide copies of all rules and regulations, codes of conduct, and standing rules to each coach;
- C. Provide team rosters to LWYA Secretary and coaches;
- D. Appoint Assistant Commissioner, subject to board approval;
- E. Ensure adherence to playing rules, bylaws, code of conduct and standing rules by all players, volunteers and members with the softball program;
- F. Work with the various local towns and schools to secure practice facilities for the teams and shall allocate practice times and schedules for LWYA teams;
- G. Organize cleanups of practice fields;
- H. Consult the board of directors for ruling on assessing a “per player” fee;
- I. Work with other local associations to organize, if applicable, interlocks, interlock rules and schedules, and attend interlock softball meetings;
- J. Work with baseball Commissioner to organize playing schedules of fields;
- K. Attend all PONY annual meetings and PONY All Star meetings;
- L. Upon board approval, be responsible for organizing, marketing, set up and supervising any baseball tournaments hosted by LWYA;
- M. Resolve conflicts between players/coaches/parents and report these conflicts to the programs designation executive board POC;
- N. Organize and advertise registration through the public relations officer and social media director;
- O. Design, order and organize all uniforms and uniform fittings;
- P. Be present for distribution and retrieval of equipment and uniforms;
- Q. Recommend revision to Standing Rules as necessary;
- R. Shall coordinate coaching certification programs and assure that all coaches are properly trained not only in coaching but how to deal with parents and be a good example;
- S. Organize summer camps and conditioning camps in conjunctions with the league and the school district to maximize participation and organization;
- T. Attend a minimum of two (2) practices per team, one (1) team event (fundraiser, party or other gathering as an LWYA team) per team and one (1) game per team per season;
- U. Conduct an end of season survey with members each season to analyze what is working and what needs improvement;
- V. Perform other duties assigned by the executive board.

The **Basketball Commissioner** shall:

- A. Assign players to teams following the established guidelines and standing rules the board has set forth;
- B. Assign coaches to each team according to standing rules and provide copies of all rules and regulations, codes of conduct, and standing rules to each coach;
- C. Provide team rosters to LWYA Secretary and coaches;

- D. Appoint Assistant Commissioner, subject to board approval;
- E. Ensure adherence to playing rules, bylaws, code of conduct and standing rules by all players, volunteers and members with the basketball program;
- F. Work with the various local towns and schools to secure practice facilities for the teams and shall allocate practice times and schedules for LWYA teams;
- G. Organize cleanups of practice fields;
- H. Consult the board of directors for ruling on assessing a “per player” fee;
- I. Resolve conflicts between players/coaches/parents and report these conflicts to the programs designation executive board POC;
- J. Organize and advertise registration through the public relations officer and social media director;
- K. Design, order and organize all uniforms and uniform fittings;
- L. Be present for distribution and retrieval of equipment and uniforms;
- M. Recommend revision to Standing Rules as necessary;
- N. Shall coordinate coaching certification programs and assure that all coaches are properly trained not only in coaching but how to deal with parents and be a good example;
- O. Organize summer camps and conditioning camps in conjunctions with the league and the school district to maximize participation and organization;
- P. Attend a minimum of two (2) practices per team, one (1) team event (fundraiser, party or other gathering as an LWYA team) per team and one (1) game per team per season;
- Q. Conduct an end of season survey with members each season to analyze what is working and what needs improvement;
- R. Perform other duties assigned by the executive board.

SECTION 3 DIRECTORS

The **Fundraiser Director** shall:

- A. Organize Association fundraisers;
- B. Apply for grants and sponsorships LWYA is qualified for;
- C. Help commissioners and coaches with fundraising ideas and scheduling;
- D. Maintain a schedule of fundraisers association wide and deconflict fundraiser overlap;
- E. Perform other duties assigned by the executive board.

The **Gate and Concession Director** shall:

- A. Be responsible for monitoring the operation of the concession stand and stadium gates; B. He/she will have the authority to coordinate the schedule and determine the conduct of all individuals working in the concession stand and stadium gates;
- C. Shall be responsible for determining concession budget requirements and assuring that expeditors are within the allocated budget;
- D. Keep track of current sales trends and advise on which items should be added or decreased from inventory;

- E. Be responsible for maintaining gates, bathrooms, and concession stands for all home games;
- F. Be responsible for pre game set up activities for gate and concessions;
- G. Be responsible for the post-game clean-up activities;
- H. Perform other duties assigned by the executive board.

Director of Social Media shall:

- A. Maintain LWYA's social media pages. (with direction from Board of Directors); B. Coordinate and distribute all information concerning LWYA to the general public through website and social media pages;
- C. Perform other duties assigned by the executive board.

Events Director shall:

- A. Plan events throughout the year;
- B. Work with the Volunteer Director to ensure all events have required volunteers;
- C. Perform other duties assigned by the executive board.

Volunteer Director shall:

- A. Perform all criminal background and sex offender checks;
- B. Recruit volunteers for programs, concessions, and events;
- C. Maintain volunteer lists;
- D. Perform other duties assigned by the executive board.

Public Relations Director shall:

- A. Create and submit the formal newsletter monthly;
- B. Advertise registration locations, dates, and times;
- C. Maintain the public relations budget, and work with the events director to fund events;
- D. Perform other duties assigned by the executive board.

ARTICLE VI REFUND POLICY

- A. There will be an administrative fee per registered child deducted from all refunds requested by the parents of players or cheerleaders. Administrative fees will vary from program to program. See program standing rules for administrative fees.
- B. If a refund is requested prior to uniform purchases, refunds will be issued minus the administrative fee per registered child and any other per child expenses that have been purchased at the time of the request.
- C. No refunds will be issued once uniforms have been purchased. If there is a balance on the account, members will be placed in bad standing and will not be eligible to participate in any program until the balance has been paid.

ARTICLE VII DISCIPLINE

1. HEARING If any officer, commissioner, coach, player, parent, or spectator is determined to be found in violation of Association Bylaws or of misconduct at any Association sanctioned event, said violator shall be requested to appear before the Association executive board and Commissioner for review of the alleged violation. The executive board shall set a hearing date and notify the concerned individuals of the time and place.

2. PROCEDURE The executive board and commissioner shall determine the extent, if any, of the penalty to be imposed. If a penalty is imposed and the penalized individual violates the terms of the penalty the executive board shall take all necessary action to enforce its rulings.

3. SUPER MAJORITY VOTE The board shall vote after hearing the pertinent facts and the witnesses have retired. A three-fourths majority vote of the board is required for the approval of proposed action. The concerned individuals shall be notified immediately, in writing, of the board's action. 4. PENALTY AND ACTION Disciplinary action may be taken by the Executive Board on a case-by-case basis which may include but not be limited to the following; written reprimand, probation, suspension, or dismissal from LWYA activities.

5. DECISIONS FINAL Any penalty or action imposed by the Executive Board of the Association shall be final, with no course for appeal, and will include all board meetings, local associations, and all association games, as well as practices.

ARTICLE VIII DISASSOCIATION

Any decision, by the Association, to disassociate shall require a three fourths (3/4) majority vote by the entire Board of Directors and requires at least 7 Board members present, including the President, at the time of the vote. If disassociation vote is approved, all assets including remaining funds shall be given or donated to one or more local nonprofit youth sports organizations. A majority vote of the Board of Directors is required when selecting where assets and funds are distributed.

ARTICLE XIII. INDEMNIFICATION

IF ANY PART OF THESE BYLAWS SHALL BE HELD INVALID OR INOPERATIVE FOR ANY REASON, THE REMAINING PARTS, SO FAR AS POSSIBLE AND REASONABLE, SHALL BE VALID AND BINDING. ARTICLE XIV. RATIFICATION THESE BYLAWS SUPERSEDE ALL PREVIOUS BYLAWS AND AMENDMENTS AND HAVE BEEN RATIFIED AND ADOPTED BY THE BOARD AND SHALL BECOME EFFECTIVE ON NOVEMBER 26, 2023.