

CONSTITUTION AND BYLAWS OF THE MINNESOTA SPORTING CLAY ASSOCIATION, INC.

This instrument constitutes the Constitution and Bylaws of Minnesota Sporting Clay Association, Inc. (“the MSC”), a Minnesota nonprofit corporation, adopted for the purpose of regulating and managing the internal affairs of the MSC.

ARTICLE I - MISSION AND PURPOSE

Section 1.1 Mission and Purpose. The mission and purpose of the MSC are as follows:

- 1.1.1 The promotion and encouragement of organized sporting clays among the residents of the state of Minnesota; and
- 1.1.2 To promote honesty, good fellowship, self-discipline, team play and self-reliance, which are among the essentials of good sportsmanship.

Section 1.2 Limitations. The MSC shall not engage in activities which conflict with its mission and purpose as stated herein, or which are not permitted under any applicable provisions of Minnesota law or the Internal Revenue Code.

ARTICLE II - MEMBERS

Section 2.1 Classes of Members. The membership of the MSC shall consist of two (2) classes of Members designated as “Club Members” or “Individual Members.” Club Members and Individual Members may be referred to herein as a “Member(s)”.

- 2.1.1 Any gun club located in the state of Minnesota, which is a member in good standing of the National Sporting Clays Association (the “NSCA”), and which has at least one sporting clays, FITASC, or 5-stand course, shall be eligible to be a Club Member. Each Club Member shall designate, in writing to the MSC Board, an individual to be the representative of such Club Member with the power and authority to vote for and on behalf of such Member. A Club Member may change its designated representative at any time and from time to time by notice to the MSC Board.
- 2.1.2 Any individual residing in the state of Minnesota, who is a member in good standing of the NSCA, shall be eligible to be an Individual Member, provided said individual is not restricted from owning or operating a firearm under any state or federal law.

Section 2.2 Rights and Privileges of Members. Members shall have the following rights and privileges:

- 2.2.1 Each Club Member shall be entitled to one (1) vote for the election of Club Directors.
- 2.2.2 Each Individual Member shall be entitled to one (1) vote for the election of State-at-Large Directors.
- 2.2.3 Members are encouraged to communicate with the MSC Board members and officers to voice their questions and concerns.

Section 2.3 Transfers of Membership. A Member may not transfer a membership in the MSC or a right arising from it.

Section 2.4 Target Fees. The MSC Board may also determine from time to time the amount of the per target fee to be collected and paid by the Club Members. This target fee shall be collected from all shooters (except hunter class) unless otherwise determined by the MSC Board on a case-by-case basis.

Section 2.5 Resignation. A Member may resign at any time. The resignation of a Member does not relieve the Member from any obligations the Member may have to the MSC for unpaid assessments, fines or target fees.

Section 2.6 Termination of Membership. Membership in the MSC may be terminated as follows:

- 2.6.1 Membership in the MSC may be terminated by the MSC Board, following sixty (60) days' written notice, for nonpayment of overdue and unpaid assessments, fines or target fees.
- 2.6.2 In the event a Member fails to comply with the conditions of membership as established by the MSC Board or set forth herein (other than the requirement to pay assessments, fines or target fees), the membership of such Member may be revoked or suspended by the MSC Board, provided that the Member is given:
 - (a) Not less than fifteen (15) days' prior written notice of the revocation or suspension, and the reasons for it; and,
 - (b) An opportunity to be heard by the MSC Board, orally or in writing, not less than five (5) days before the effective date of the revocation or suspension.

Section 2.7 Emblems of Membership. All emblems of membership in the MSC, or reproductions thereof, in any form whatsoever, shall remain at all times and for all purposes the exclusive property of the MSC. A Member (and its designated representative(s)) is hereby deemed to have agreed that in the event its membership in the MSC is terminated, revoked or suspended, the MSC shall be authorized to proceed in any appropriate manner to recover all such emblems, and to undertake appropriate action (including legal action) to prevent the former Member's continued use of such emblems.

Section 2.8 Acceptances of Membership. A person or organization shall not be deemed to be a Member of the MSC unless and until the person or organization has been accepted as a Member in accordance with policies and procedures established by the MSC Board.

Section 2.9 Standard of Conduct. Members shall comply with the then-current Rules of Conduct of the NSCA, their obligations herein and any other conditions of membership established by the MSC Board.

Section 2.10 Complaints Against Members. In the event a complaint against a Member or the designated representative of a Club Member is submitted to the MSC, or the NSCA determines that any complaint registered with the NSCA against a Member or the designated representative of a Club Member should be resolved by the MSC, the President shall form a committee to review such complaint and report its findings to the MSC Board for action. The MSC Board shall have the authority to take such action as it, in its sole discretion, determines to be in the best interests of the MSC. Complaints shall be accepted only when submitted in writing to the President.

Section 2.11 Meetings of Members. There shall not be an annual meeting of Members. Special meetings of Members shall be held as required by law.

ARTICLE III-SANCTIONED EVENTS

Section 3.1 Scheduling. The President shall appoint a person(s) to collect the upcoming year's shoot schedule according to the following guidelines:

- 3.1.1 Club Members shall apply to host registered events.
- 3.1.2 No event shall conflict (share dates) with the Annual Minnesota State Sporting Clays Championship.
- 3.1.3 No event shall conflict with a NSCA major shoot held within the state of Minnesota without the written permission of either the MSC Board or the host of the NSCA major shoot.
- 3.1.4 Club Members will submit their proposed shoot dates to the MSC Board by November 15th of each year for the next calendar year.
- 3.1.5 After the shoot schedule is completed, the MSC Board will hold a meeting before the 15th of January to approve the shoot schedule for the upcoming calendar year.
- 3.1.6 The shoot schedule shall be emailed to all Members and posted on MSC website by February 1st for the new calendar year.
- 3.1.7 Any shoot request submitted after the approval of the upcoming state shoot schedule will be brought before the MSC Board at the next scheduled meeting. If approved by the MSC Board, the date will be added

to the Website schedule if the NSCA issues a shoot number. It will be the responsibility of the Club Member to advertise its new approved shoot.

- 3.1.8 Any Club Member that is denied a request by the MSC Board for hosting a NSCA/MSC sanctioned event may appeal the denial to the MSC Board. Appeals must be in writing and submitted to the President. The President shall notify the MSC Board of the appeal within fifteen (15) days following receipt of the appeal. The Secretary shall inform the appealing Club Member of the results of the appeal.
- 3.1.9 Upon approval of the shoot schedule by MSC Board, the National Delegate(s) shall submit the approved shoot schedule to the NSCA.

Section 3.2 Annual State Tournaments. The MSC Board will select the site of up to five (5) Annual State Tournaments (5 Stand, Super Sporting, Small Gauge, FITASC and Sporting Clays) and will do so for a period of two (2) years ahead of the current year. The MSC Board may combine any of the Annual State Tournaments and/or decide to host/award less than the five (5) listed Annual State Tournaments.

- 3.2.1 Any Club Member wishing to host one of the Annual State Tournaments should submit its bid to the MSC Board by June 1, two years prior to the calendar year of the proposed tournament. This bid is to be submitted on an application acceptable to the MSC Board. The decisions of the MSC Board will be completed by July 1 and made public. Preference will be given to Club Members that have not hosted the same event in the previous two (2) years.
- 3.2.2 The hosting Club Member shall determine entry fees, purses and options. No substantial deviation from the previous year's pricing will be allowed without the approval of the MSC Board.
- 3.2.3 The hosting Club Member shall be responsible for preparing and distributing the program for the Annual State Tournament(s). The program for the Annual State Tournament(s) shall be posted to the MSC website and emailed to the Members no later than thirty (30) days prior to each Annual State Tournament.

Section 3.3 Cancellation of Scheduled Events. Any Club Member which is scheduled to host a scheduled, sanctioned event, and wishes to cancel such event must notify the MSC Secretary and the NSCA at the earliest opportunity available. It shall be the responsibility of the host Club Member to notify the Individual Members of said cancellation. Any Club Member that fails to notify the MSC, NSCA and/or the Individual Members of a cancelled event, and fails to forward a shoot report indicating that the event was cancelled, shall be subject to a \$25.00 fine.

Section 3.4 Event Rules. Any NSCA registered event shall be governed by NSCA rules. A Club Member may not deviate from these rules.

Section 3.5 Referees. A Club Member hosting an Annual State Tournament shall have the responsibility of using qualified referees (as defined by NSCA rules) for all main events at all Annual State Tournaments.

Section 3.6 Shoot Reports. A Club Member hosting a NSCA registered event shall forward a shoot report and a “NSCA Financial Report” for the registered event to the NSCA and the MSC Treasurer within fifteen (15) days following the event. The MSC Board may fine and/or discipline any Member Club for failure to forward the MSC target fees, shoot report and NSCA Financial Report to the MSC Treasurer as required herein.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1 Management. The business and affairs of the MSC shall be managed by or under the direction of the MSC Board.

Section 4.2 Composition of the MSC Board. The MSC Board shall consist of up to five (5) Club Directors elected by the Club Members, up to five (5) State At-Large Directors elected by the Individual Members, the Administrative Director, and the NSCA National Delegates. Individual Members, who are not Club Directors or NSCA National Delegates, and who have shot a minimum of Five Hundred (500) registered targets within the state of Minnesota in the target year previous to election, are eligible to be elected as State At-Large Directors.

Section 4.3 Election of Club Directors and State At-Large Directors. The Vice President shall identify interested and willing candidates to serve as Club Directors and State At-Large Directors. If duly eligible, their names shall be placed on a ballot and distributed to the appropriate class of Members at the Annual State Sporting Clays Tournament. The ballot shall include a spot for write-in candidates. The list must also be posted at registration area at the Annual State Sporting Clays Tournament. Subject to the electronic voting options in Sections 4.3.1 and 4.3.2 below, voting shall take place on Saturday evening at the Annual State Sporting Clays Tournament.

4.3.1 Each Club Member shall be entitled to one (1) vote for each open Club Director position. Votes may be cast electronically or in person. Those persons receiving the greatest number of votes will be deemed to have been elected. All ties will be decided by majority vote of the Club Members by an electronic vote to be conducted by the Vice-President.

4.3.2 Each Individual Member shall be entitled to one (1) vote for each open State At-Large Director position. Votes must be cast in person, unless the MSC Board decides to conduct the election via electronic voting at about the same time as the Annual State Sporting Clays Tournament. Those persons receiving the greatest number of votes will be deemed to have been elected. All ties will be decided by a majority vote of the Individual Members by an electronic vote to be conducted by the Vice-President.

Section 4.4 Terms of Directors. State At-Large and Club Directors shall serve for a term of two (2) years each. The Administrative Director shall serve until he or she resigns, is removed or dies.

Section 4.5 Resignation. Except as provided in Section 6.3, a Director may resign at any time by giving written notice to the MSC. The resignation shall be effective without acceptance when the notice is given to the MSC, unless a later effective time is specified in the notice.

Section 4.6 Removal. A Director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the remaining Directors provided that the Director is given:

4.6.1 Not less than fifteen (15) days' prior written notice of the proposed removal, and the reason(s) for it; and,

4.6.2 An opportunity to be heard by the MSC Board, orally or in writing, at the meeting of the MSC Board at which such removal is to be considered.

Section 4.7 Vacancies. Any vacancy in the position of a State At-Large Director or the Administrative Director shall be filled by the affirmative vote of a majority of the remaining Directors, even though less than a quorum. Any vacancy occurring in the case of a Club Director shall be filled by the Club Members as provided in Section 4.3.1. A Director elected to fill a vacancy (except for the Administrative Director) shall hold office through his or her predecessor's term, or until his or her earlier death, resignation or removal.

Section 4.8 Compensation. Directors shall not receive compensation for their services to the MSC.

Section 4.9 Committees. The MSC Board may establish one or more committees having the authority of the MSC Board in the management of the business of the MSC to the extent determined by the MSC Board. Members of a committee need not be Directors. Committee meetings may be called, from time to time, upon request of the President, the chair of the committee or any two (2) committee members. Notice requirements shall be the same as for special meetings of the MSC Board, which may be waived by unanimous consent of the committee members.

ARTICLE V –MSC BOARD MEETINGS

Section 5.1 Annual State Meeting. The Annual State Meeting of the MSC Board shall be held during the Annual State Sporting Clays Tournament. The purposes of this Annual State Meeting shall be to:

5.1.1 Address any business as deemed necessary by the MSC Board;

5.1.2 Elect State At-Large Directors;

5.1.3 Elect Club Directors; and,

5.1.4 Recap the year's activities to date.

Section 5.2 Annual Fall Meeting. The Annual Fall Meeting of the MSC Board shall be held between the completion of the State Sporting Clays Championship Tournament and December 15, as determined by the MSC Board. The two primary agenda items for this meeting are to select and elect the officers for the following calendar year and discuss the shoot schedule for the following calendar year. All officers, Directors and newly elected Directors are required to attend this meeting. Newly elected Directors are eligible to vote at the Annual Fall Meeting on officers for the following calendar year.

Section 5.3 Regular Meetings. Regular meetings of the MSC Board shall be held at such times as may be prescribed by the President. The President shall distribute an agenda to the MSC Board members at least seven (7) days before the meeting.

Section 5.4 Special Meetings. Special meetings of the MSC Board may be called by or at the request of the President or any two (2) Directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within seven (7) working days of making or receiving such a request.

Section 5.5 Order of Business. The guidelines for order of business at the meetings (other than special meetings) are as follows:

5.5.1 Roll call of Board members;

5.5.2 Reading and approval of the prior meeting(s) minutes;

5.5.3 Reports of the President, Vice-President, and Treasurer or Administrative Director;

5.5.4 Reports of the NSCA Delegate(s);

5.5.5 Reports of the committee(s);

5.5.6 Amendments to the Constitution and Bylaws;

5.5.7 Unfinished business;

5.5.8 Election of officers (Fall only);

5.5.9 New business (non-agenda items may be discussed and unless unanimously approved by the attendees, no action will be taken until the next meeting and that item will be placed on that meeting's agenda); and

5.5.10 Adjournment.

Section 5.6 Notice. Notice of all meetings of the MSC Board shall be posted on the MSC website at least fifteen (15) days before the date of the meeting. The notice shall contain the date, time and place of the meeting, and any other information required herein or by applicable law. In the case of a special meeting, the notice shall contain a statement of the purposes of the meeting. The notice may also contain any other information deemed necessary or desirable by the President.

Section 5.7 Waiver of Notice. Any Director may execute a written waiver of notice of any meeting required to be given by applicable law or by any provision herein before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a Director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 5.8 Quorum. A majority of the Directors currently holding office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of a number of Directors originally present leaves less than the number otherwise required for a quorum.

Section 5.9 Manner of Acting. Except as otherwise required by law and herein, the MSC Board shall take action by the affirmative vote of a majority of Directors present at a duly held meeting. Each Director is entitled to one (1) vote. A Director holding more than one (1) seat on the Board is limited to one (1) vote. Voting by proxy is not permitted.

Section 5.10 Presumption of Assent. A Director who is present at a meeting of the MSC Board when an action is approved by the affirmative vote of a majority of the Directors present is presumed to have assented to the action approved, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting, votes against the action at the meeting or is prohibited from voting on the action due to a stated conflict of interest.

Section 5.11 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the MSC Board may be taken by written action signed or consented to by email or other form of electronic communication by all of the Directors, and in the case of an action which need not be approved by the Members, such action may be taken by written action signed or consented to by email or other form of electronic communication by the number of Directors that would be required to take the same action at a meeting of the MSC Board at which all Directors were present. The action shall be effective when signed by or consented to the required number of Directors, unless a different effective time is provided in the action. When action without a meeting is taken by less than all Directors, all Directors shall be notified immediately of its text and

effective date. Failure to provide the notice shall not invalidate the action. A Director who does not sign or consent to the action shall have no liability for the action or actions taken thereby.

Section 5.12 Action by Electronic Communication. Any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting, if the same notice is given of the meeting required by Section 5.6, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

Section 5.13 Attendance by Members. Unless otherwise determined by the MSC Board, all Individual Members and all designated representatives of Club Members are welcome to attend any meeting of the MSC Board, and may participate if permitted by the presiding officer. The MSC Board shall have the right to exclude an Individual Member and a designated representative of a Club Member from all or any portion of a meeting of the MSC Board at any time, with or without cause.

ARTICLE VI - OFFICERS

Section 6.1 Officers. The officers of the MSC shall consist of a President, a Vice-President, a Secretary, a Treasurer and an Administrative Director. At the Annual Fall Meeting, the MSC Board shall elect the Officers to be seated for the upcoming calendar year. The terms of all Officers (except the Administrative Director) shall be one year and run from January 1 to December 31.

Section 6.2 Duties of Officers. The MSC officers' duties shall be as follows:

6.2.1 The President shall have general charge and supervision of all affairs of the MSC and shall preside at all MSC Board meetings. The President shall have all of the powers and duties normally belonging to the President or chief executive officer of a nonprofit corporation, including the authority to execute all contracts and legal instruments in the name of the MSC. The President may appoint an audit committee to audit the Treasurer's books. The President shall oversee and approve the creation, content and any modifications to the MSC Website. No changes of any type will be made to the Website without the prior approval of the President, except that the President may delegate this authority to the Vice President.

6.2.2 The Vice President will have the general charge of promoting sporting clays shooting in the state of Minnesota. The Vice President shall aid any new group in the organization of any clay shooting under the auspices of the MSC. In the event the President is unable to perform any of the duties or functions of the President, such duties and functions shall be performed by the Vice President. The Vice President shall chair the nomination proceedings.

- 6.2.3 The Secretary shall keep and issue all minutes of MSC Board meetings, shall issue such notices, and shall perform such duties as the President or MSC Board may require. In the event that both the President and Vice President cannot preside at a MSC Board meeting, the Secretary shall preside at such meeting.
- 6.2.4 The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the MSC, disbursing corporate funds as authorized by the President or the MSC Board, and shall have all of the powers and duties normally belonging to the Treasurer of a nonprofit corporation. The Treasurer shall collect all target fees, shall be the custodian of all monies and vouchers of the MSC and shall preserve the receipts of monies paid out. In the event the President, Vice President, and Secretary cannot preside at a MSC Board meeting, the Treasurer shall preside at such meeting.
- 6.2.5 The Administrative Director shall maintain the official business address and checking account for the MSC. The Administrative Director shall collect and maintain all records and history files for the MSC, including the organization documents of the MSC, annual updates, annual insurance policy, Website name registration, MSC name trademark and complete state shoots results and mailing list database.

Section 6.3 Resignation of Officers. An officer may resign at any time by giving written notice of the resignation to the Secretary, except that the Administrative Director is requested to give the MSC Board three (3) months' notice for the purposes of offering long-term continuity to the MSC.

Section 6.4 Removal of Officers. Any officer may be removed, with or without cause, by the affirmative vote of a majority of the Directors present at a duly held meeting of the MSC Board for which notice stating such purpose has been given.

Section 6.5 Filling Vacancies. Any vacancy in an officer's position shall be filled by the MSC Board.

ARTICLE VII - NSCA NATIONAL DELEGATES

Section 7.1 Identification and Terms of Office. The identification and terms of office of NSCA National Delegates shall be determined by the NSCA. Should a vacancy occur in the position of a NSCA National Delegate, and the NSCA fails to fill such vacancy, the MSC Board shall continue to function as if fully constituted.

Section 7.2 Role and Responsibilities. NSCA National Delegates shall act as the liaison between the NSCA and the MSC.

ARTICLE VIII - STANDARD OF CARE AND CONFLICTS OF INTEREST

Section 8.1 Standard of Care. It is the responsibility of each Director of the MSC to discharge his or her duties as a Director in good faith, in a manner the person reasonably believes to be in the best interests of the MSC, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 8.2 Conflicts of Interest. A contract or other transaction between the MSC and:

- 8.2.1 One or more of its Directors, or a member of the family of a Director;
- 8.2.2 A Director of a related organization, or a member of the family of a Director of a related organization; or,
- 8.2.3 An organization in or of which one or more of the MSC's Directors or a member of the family of the Director are directors, officers or legal representatives or have a material financial interest,

is not void or voidable because the Director or Directors or the other individual or organization are parties or because the Director or Directors are present at the meeting of the MSC Board or a committee at which the contract or transaction is authorized, approved or ratified, if the material facts as to the contract or transaction and as to the Director's interest are fully disclosed or known to the MSC Board or a committee, and the MSC Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the MSC Board or committee, but the interested Director or Directors shall not be counted in determining the presence of a quorum and shall not vote.

Section 8.3 Definition of a Member of the Family. A "Member of the Family" of a Director is the spouse, domestic partner, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters of the Director, or any combination of them.

ARTICLE IX - FINANCE

Section 9.1 Receipts. Any target fees, contributions, grants, bequests or gifts made to the MSC shall be accepted or collected only as authorized by the MSC Board. Any monies or items of value received by the MSC shall be used to pay the expenses of the MSC or as prizes for tournaments, participant giveaways, or incentives, and further the MSC Board may designate a portion of the per target fee to be used for a specific non-expense related purpose, with the balance, if any, utilized for promotion of sporting clays within the state of Minnesota.

Section 9.2 Deposits. All funds of the MSC shall be deposited to the credit of the MSC under such conditions and in such banks as shall be designated by the President and/or Treasurer.

Section 9.3 Contracts; Orders for Payment. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the MSC shall be as provided by the President and/or Treasurer.

Section 9.4 Title to Property. Title to all property shall be held in the name of the MSC.

Section 9.5 Annual Budget. The annual budget of estimated income, income expense and capital expense shall be approved by the MSC Board in the first quarter of each calendar year.

Section 9.6 Summary Financial Report. A summary report of the financial operation of the MSC shall be made by the Treasurer at least annually to the MSC Board.

ARTICLE X - INDEMNIFICATION

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended, or by other applicable provisions of law, each Director or Officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the MSC), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director or Officer of the MSC, or he or she is or was serving at the specific request of the MSC Board as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the MSC by the affirmative vote of a majority of the Directors present at a duly held meeting of the MSC Board for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a Director or Officer who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and

administrators of such Director or Officer and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws. No indemnification or indemnification advances shall be made with respect to any threatened, pending or civil, administrative, arbitration, investigative or other proceeding brought by or in the right of the MSC against a Director or Officer.

ARTICLE XI - AMENDMENT OF CONSTITUTION AND BYLAWS

This Constitution and Bylaws may be amended from time to time by the affirmative vote of two-thirds (2/3) of the Directors then in office. Written notice of the meeting and of the proposed amendment shall be given to each Director not less than fifteen (15) days before any meeting of the MSC Board at which an amendment of the Constitution and Bylaws is to be adopted.

--END OF BYLAWS--

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