

By-Laws of the Norcross Soccer Association, Inc. A 501 (C)(3) Not For Profit Corporation as of April 3, 2006

These by-laws effective August 19, 2007

DEFINITIONS and TERMS:

'League', 'Association', 'Club', 'Norcross Soccer Academy' and 'NSA' shall refer to Norcross Soccer Association, Inc.

The 'Executive Board of Directors' shall refer to those Voting Officers who are responsible for the ongoing and year-to-year financial and operational issues concerning any and all affairs of the Association. Throughout the by-laws, they will be referred to as the 'Executive Board or 'Board'.

The 'Management Committee' shall refer to those Elected Officers and Paid Staff who are responsible for the day-to-day financial and operational affairs of the Association, under the direction of the President.

'Officers' or 'Elected Officers' shall refer to the members of the Executive Board and the members of the Management Committee who are elected by the Members of the Association at the Annual General Membership Meeting held each year in November or December as determined by the Executive Board.

'Voting Officers' shall refer to the members of the Executive Board who are eligible to vote on Association affairs.

'Paid Staff' shall refer to those Paid Contractors who are responsible for certain operational affairs of the Association, and who are compensated as a 1099 Contractor for services rendered on an as needed basis, but without any set schedule.

'Paid Employee' shall refer to any person that is paid a regular wage of any kind, for any service regularly rendered to the Association, and issued a Form W-2 reporting all wages.

'Appointed Positions' shall refer to those Volunteers who are appointed by either the Executive Board, the Chairman of the Executive Board, or the Officers of the Management Committee to assist in carrying out the affairs of the Association.

'Volunteer' shall refer to any member of the Association that furnishes an elected, appointed or requested and needed service to the Association and receives no compensation of any kind for their services.

'Members of the Association', 'Associate Members', 'Membership' or 'Member' shall collectively refer to all those individuals elected, paid, contracted or appointed to Association positions, and also parents or legally appointed guardians, individually, that have one or more players currently in good standing in the Association, as well as all coaches, assistant coaches, trainers and team managers, whether paid or volunteer.

'Player' shall refer to any person, of any age, listed on the official roster of any team of the Association.

A 'Relative' shall refer to any person that is a spouse, son, daughter, sibling, step-son or step-daughter, step-mother or step-father, mother, father, father-in-law or mother-in-law, step-mother-in-law or step-father-in-law of an Officer, Paid Employee or Paid Staff of the Association

Section 1-1 Executive Board & Management Committee

The Executive Board and the Management Committee shall oversee and administer the affairs of the Association and shall be charged with maintaining the overall objectives and the financial condition of the Association. The Executive Board shall be composed of the following Elected Officers.

Chairman (appointed each January from/by current Board Members by majority vote)

President (also serves as head of the Management Committee)

Officer

Officer

Officer

Officer

Officer

The Management Committee shall be composed of the following Elected Officers and Paid Staff:

President (elected officer)

Secretary/Treasurer (elected officer)

Executive Director of Coaching (paid staff)

Recreation Program Director (paid staff)

Boys Technical Director (paid staff)

Girls Technical Director (paid staff)

Elected Officers to the Executive Board and Management Committee shall be members with no less than two years of Volunteer service to NSA, and one of these two years of Volunteer service must have been completed in the same calendar year as the election is being held. A year of service shall mean two consecutive seasons, i.e.; Fall & Spring or Spring & Fall. Qualification and acceptance of nominees for election shall be at the interpretation of the nominating committee appointed by the Executive Board. However, by a two-thirds (2/3) majority vote of the Executive Board, prior to any vote, any nominee may be removed from the ballot with or without stating the cause. If such nominee is removed from the ballot, said nominee may not be nominated again for two years.

No relative of an Elected Officer, Paid Employee or Paid Staff, as described in the definitions of these by-laws, may be nominated to serve on the Executive Board or Management Committee. No paid coach, whether paid by the association or by a team, may serve on the Executive Board.

Section 1-2

Terms of Executive Board & Management Committee Members

All elected officers of the Executive Board and Management Committee shall serve a two year term beginning with the calendar year January 1st through December 31st of the subsequent year following election. Elections for all Executive Board and Management Committee positions will be held on a staggered basis. To facilitate the staggering of terms, the following positions shall expire and be open for election at the end of the calendar year 2007:

President (currently held by Mike Underwood)

Executive Board Officer1 (currently held by James Welch)

Executive Board Officer 2 (currently held by Weare Gratwick)

Executive Board Officer 3 (currently held by Dan Burns)

The following positions shall expire and be open for election at the end of calendar year 2008:

Secretary/Treasurer (currently held by Richie Warren)

Executive Board Officer 4 (currently held by Mari Wall)

Executive Board Officer 5 (currently held by Linda Gilson by appointment on July 30, 2007)

Executive Board Officer 6 (currently held by Scott Navin)

All Officers serving on the Executive Board or the Management Committee may be nominated for re-election at the end of their current term. However, no elected person may serve on the Executive Board or Management Committee for more than three consecutive two year terms, (appointments to a partial term shall not count towards the three term limit) without first being off the board for at least one full calendar year. However, by a unanimous affirmative vote of the Executive Board, any Officer currently serving their third consecutive term, may be nominated as a candidate and if elected serve additional terms. In addition, the Executive Board can nominate a candidate for a position that is up for re-election by a two-thirds (2/3) majority vote. Said candidate does not have to meet the Volunteer requirements.

Each Elected Officer of the Executive Board and Management Committee shall serve his/her term, without compensation of any kind, except as approved by two-thirds (2/3) majority vote of the Executive Board, but may resign his/her position at any time, with written notification to either the Chairman or the President of the Executive Board.

Any Elected Officer of the Executive Board or Management Committee may be removed from serving out their term on the Board, with or without cause, by a two-thirds (2/3) majority vote of the Executive Board.

Upon the death, removal, resignation or incapacity of any officer, or if a position is vacant for any other reason, the Executive Board shall have the authority to appoint a new Officer, with the approval of two-thirds (2/3) majority vote of the Executive Board, to serve the time remaining in the term of the departed Officer or vacant position. Vacant positions for unexpired terms must be appointed by the Executive Board, not elected by the membership. There is no time requirement for any appointments as it will be at the discretion of the Executive Board.

Section 1-3 Election of Executive Board Members & Management Committee

The membership of the Association shall elect at the Annual General Membership Meeting the Elected Officers of the Executive Board and Management Committee. There shall be seven voting members on the Executive Board. The President shall be a voting member of the Executive Board and shall also head the Management Committee. The Management Committee shall be composed of the President, Secretary/Treasurer, and Paid Staff including the Executive Director of Coaching, Recreation Program Director, Boys Technical Director, Girls Technical Director. All Paid Staff members must be approved by a majority vote of the Executive Board.

Section 1-4 Executive Board & Management Committee Alignment

The Chairman shall preside at all meetings of the Executive Board and shall be the Chief Executive Officer of the Association. The President shall be the Chief Operating Officer of the Association, the head of the Management Committee, and when the Chairman is absent, perform the duties of the Chairman. If for any reason the President cannot perform his/her duties, the Chairman shall perform said duties until the Executive Board appoints a new President. The President, or other member appointed by the President, shall represent the Association at all NSA functions, all GYSA meetings, all County meetings, and any and all other meetings that are related to NSA that either require or is in the best interest of NSA for a representative to attend.

The President shall be charged with the supervision of all paid employees, contractors, paid staff and volunteers of the Association and shall be the "Officer in Charge" of the day-to-day affairs of the Association by the powers vested in him/her as President. The President shall be directed by the Executive Board and act on behalf of the Executive Board. Each January, as the first order of business, the President shall call a meeting of the Executive Board and the Board must appoint a Chairman by a vote of the Officers of the Executive Board. To be voted Chairman, a Board Member must receive a simple majority affirmative vote from currently serving officers of the Executive Board and in order to maintain continuity, he/she must have served on the Executive Board during the preceding year. The currently serving President cannot be voted Chairman of the Executive Board. If no member that has served in the preceding year is willing to accept the Chairmanship, one of the new incoming officers may be voted as Chairman.

Section 1-5 Authority & Responsibility

Always with the best interest of the membership in mind, it shall be the objective and duty of the Executive Board and the Management Committee to set the short and long range plans of the Association, to direct the strategies and set policies, procedures and fees of the Association, to be fiscally responsible for the funds of the Association including but not limited to controlling any and all expenditures of the Association, to approve or revoke any and all contracts or commitments of the Association and to administer the day-to-day affairs of the Association through Paid Employees, Contractors, Paid Staff and Volunteers. The Chairman or the President of the Executive Board may, from time-to-time, authorize another Elected Officer, Paid Staff, Paid Employee, Contract Employee, Appointed Position, or a Member, to act on behalf of the Association in dealing with the affairs of the Association. In any event, the Executive Board acting through the President, shall have the sole and controlling authority over any and all affairs of any kind of the Association. Therefore, the Management Committee, under the direction and supervision of the President, shall run the day-to-day affairs of the Association, under the required approvals and authorizations of the Executive Board.

Section 1-6 Executive Board Voting

All formal recommendations of any kind voted on by the Executive Board will require an affirmative vote by a simple majority of the Voting Officers unless stated differently in the by-laws. If any positions are unfilled at the time of any vote, the unfilled positions shall not be considered in the numerator or the denominator in calculating the votes.

A vote by a Voting Officer may be taken by proxy, in writing or email and presented to the balance of the board members, by either the Chairman or the President. A quorum for the transaction of any business of the Association by the Executive Board shall be an 85% majority of the currently filled positions of Elected Officers of the Executive Board. (If all executive board positions are filled, that would constitute 6 of 7 elected officers) A majority vote of the Executive Board shall be considered as a simple majority of those members of the Executive Board available to vote unless stated differently in the by-laws, if there is a quorum, either in person or by proxy, at the time of any vote. In any event of a tie, the Chairman shall have the sole authority to cast the deciding vote.

Section 1-7 Secretary/Treasurer

The Secretary/Treasurer, or their authorized appointee, shall be the custodian of the Minutes Book of the Association and shall keep accurate minutes and recordings of the Executive Board & Management Committee meetings. They shall also serve as the Chief Financial Officer of the Association and shall have the sole authority and responsibility for the safe keeping of the funds and securities of the Association, under the direct supervision of the President.

They shall be responsible to the Executive Board and Management Committee to report the financial condition of the Association at regular meetings as requested and to ensure that the books and records of the Association are kept in proper order. They shall be responsible to see that all necessary audits and reports, including all tax returns, are completed and filed timely and meet all State and Federal requirements for the Association. They shall, under the direction of the President and any Executive Board Members or Management Committee Members the President may appoint, furnish an operating budget to the Executive Board on or before May 1st each year for review and approval of the Executive Board. They shall immediately report in writing, any discrepancies, unusual expenses or receipts, or any other information they deem pertinent, to the Executive Board. The fiscal year of the association shall be from June 1st through May 31st each year.

Section 1-8 Executive Board & Management Committee Meetings

The Executive Board must meet in person at least once every 90 days, but more often as deemed necessary by the Chairman. Place, time and date of all regularly scheduled meetings shall be fixed by the Chairman and posted on the website of the Association. The Chairman may call special board meetings at their discretion, with at least 48 hours notice, as may be necessary to conduct the business and affairs of the Association. The Chairman, or the President in their absence, shall preside over all meetings of the Executive Board. The Management Committee shall meet in person at least once every 45 days, but as often as deemed necessary by the President, at such time and place as fixed by the President. Special closed door Executive Sessions or Electronic Executive Sessions of either the Executive Board or Management Committee, called by either the Chairman or President, may be called as necessary at the discretion of the Chairman or President, to facilitate the affairs of the association. Records of all such meetings shall be recorded in the minutes of the association by the Secretary or his/her appointee.

Section 1-9 By-Laws Changes

The Executive Board shall have the sole authority to repeal, alter, amend, change, modify, add or delete any part or all of the by-laws of the Association provided that the by-laws at no time shall contain any provision or language inconsistent with the law or the Articles of Incorporation. Changes to the by-laws shall require a two-thirds (2/3) majority vote of the Executive Board.

Such vote must be held at a formal, publicly published meeting date and time of the Executive Board and the explicit motion, including an announced discussion of proposed changes to the current by-laws, must have appeared in the minutes of a formal Board meeting held at least 21 days in advance of the proposed vote meeting date. Publicly published meaning posted on the website.

Once any change has been made to the by-laws by the Executive Board, they shall remain in effect until the next Annual General Membership Meeting, at which time the by-laws must then be explicitly voted on and approved by a majority of the members present at the meeting or the by-laws shall expire and the Association will revert back to the prior set of by-laws. Changes to the by-laws that expire cannot subsequently be presented in their same form for a period of one year.

ARTICLE 2

Section 2-1 Discipline & Protest

The President shall serve as the Chair Person of the Disciplinary and Protest Committee (D&PC) which shall consist of the President, the Executive Director of Coaching, and one other Officer of the Executive Board selected by the President for each incident, as well as any other member(s) if deemed necessary by the President. The D&PC shall hear all game protests and violations and administer subsequent disciplinary action to any players, coaches, assistant coaches, trainers, parents and any other member, Paid Employee, Contract Employee, Paid Staff or Volunteer of the Association. The D&PC shall be the sole authority to oversee and act upon any formal written complaints associated with on-field incidents relative to NSA/GYSA/GSSA/USYSA/USSF rules, guidelines or any other incident associated with the Association that requires disciplinary action.

Section 2-2 Complaints

Any incidents or complaints not reported in writing or violations of NSA policies and procedures as stated in any NSA policy shall also come under the review of the President and the D&PC. Additionally, the President or his appointed other Executive Board member, shall oversee and have authority over all actions by members, non-members and spectators within the confines of the Association's venues. Including but not limited to games, practices, camps, training sessions, individual training sessions, team meetings, etc. or which involve any activity related to NSA. The President shall have the option of convening the full D&PC to address these issues or may, at his/her discretion, investigate these incidents and take disciplinary actions that shall have the same force and effect as if the full D&PC had been convened to address these incidents or violations.

Section 2-3 Disciplinary Enforcement

In all situations, the President, acting on behalf of the Executive Board, shall be the individual vested with the authority to enforce disciplinary actions including but not limited to; single or multiple game suspensions, season or seasonal year suspensions, financial penalties and/or fines, removal from one or more NSA teams, or a full and complete expulsion from any further activities under the direction of or sanctioned by NSA. Any member may be removed or re-instated from/to the Association by a two-thirds (2/3) majority vote of the Executive Board, with or without stating the reason or cause.

ARTICLE 3

Section 3-1 Transfer Authority

Any sale or transfer of any stock, bond, security or any other property standing in the name of the Association shall be valid only if it is signed by the Association acting through either the Chairman or the President and any one (1) other Officer of the Executive Board and only after a majority affirmative vote of the Executive Board giving written approval and consent. Any transfer signed in this manner, having affixed thereon the Seal of the Association, shall in all respects bind the Association fully and completely as if each transaction had been authorized by a specific vote of the Officers of the Executive Board, and any person, firm or corporation to whom a copy of this Article 3 shall have been certified by the Secretary shall be entitled to rely thereon until notified of its repeal by the Executive Board.

Section 3-2 Records Keeping

The Secretary/Treasurer shall at all times maintain records evidencing the property owned by the Association and its disbursements, and present the same records at all regularly scheduled meetings of the Executive Board and the Management Committee, and shall also immediately provide for inspection all records, contracts or any other requested information of the Association, to any currently serving Officer on the Executive Board.

ARTICLE 4

Section 4-1 Disqualification of Board Member Voting Right

Any Officer on the Executive Board, at the time immediately prior to the taking of any vote, who has received compensation within the previous twelve months as specifically related to the issue being voted on, is subject to the loss of their vote on such issue as determined by the Chairman in his/her sole discretion. In this instance, the votes shall be tallied and counted as if the position(s) prior to any vote were not filled and such position(s) shall not be counted in the numerator or denominator for the purposes of determining a majority vote.

ARTICLE 5

Section 5-1 Membership

The Membership of the Association shall include all persons described in the definitions section of these by-laws as Members of the Association, Associate Members, Membership or Member. This group shall be known in total as the membership of the Association. The term of membership for any member shall be for the seasonal year of the League.

The seasonal year of the league shall be August 1st through July 31st. All members as of September 1st of each seasonal year shall automatically become members for the balance of the seasonal year, and will be considered in good standing so long as they have timely paid all outstanding fees of any kind, including coaching fees, or unless they have been removed from the membership under the authority of these by-laws Section 5-3.

Section 5-2 Members Voting Rights

All members in good standing that are age 20 and older shall be entitled to one (1) vote at the Annual General Membership Meeting. All eligible members, as deemed by the Association, must be present at the Annual General Membership Meeting in order to cast their vote. Members on official League business, including those at League games scheduled by the League, shall be permitted to vote by proxy, in writing provided said vote is received by either the Chairman or the President at least 24 hours prior to the Annual General Membership Meeting.

Section 5-3 Conditions of Membership

All members must agree, as a condition of membership, to abide by the Association by-laws and operating rules and by the rules and regulations of NSA, GYSA and GSSA. Any member may be removed from the Association, with or without proof of cause, by a two-thirds (2/3) majority vote of the Executive Board. In such event, the member shall be notified in writing by the President and all privileges of membership shall be immediately revoked and there shall be no refund of any fees paid. Any member that has been removed in such a manner may not re-apply for membership for a period of one year from date of removal and the Executive Board must approve such an application by a two-thirds (2/3) majority vote.

ARTICLE 6

Section 6-1 Annual General Membership Meeting

A presentation of the financial condition of the Association by the Secretary/Treasurer and any other necessary business, as determined by the Executive Board and/or the Chairman or President, as well as the elections for the open positions for the Executive Board and Management Committee beginning the following year, shall be held at the Annual General Membership Meeting during the fall season. The Chairman or President shall call for the specific place, date and time of the meeting and shall be certain that public notification of the meeting is posted on the website of the Association and emailed to all members no less than fifteen (15) days and no more than sixty (60) days prior to the meeting.

Section 6-2 Nominating Committee

A nominating committee shall be formed each fall, no later than September 15th, and shall be headed by the President with two other members appointed by the Chairman. At least one of the other two members of the committee must be a past or present member of the Executive Board. The nominating committee shall be responsible for qualifying all nominees and then for making public the entire list of approved candidates as well as their recommendations for all open Executive Board and Management Committee positions at least 72 hours prior to any vote. Any member in good standing may submit a nomination to the nominating committee and shall be eligible to vote in the election. Nominations may also be submitted, in writing, at any formal meeting of the Executive Board before the Annual General Membership Meeting. Nominations from the floor at the annual meeting will not be permitted unless individually approved by a unanimous vote of the Executive Board.

Section 6-3 Voting Procedure

All votes for election to the Executive Board and Management Committee shall be cast by show of hands or secret written ballot, at the discretion of the Chairman, and the election decided by a simple majority of those members present that are eligible to vote. The Secretary, one other Executive Board member and one member-at-large selected by the Chairman shall be responsible for collecting and tallying the ballots and reporting the results prior to the end of the Annual General Membership Meeting. In the case of a tie, there shall be a re-vote. In case of a second tie, the winner will be determined by a two-thirds (2/3) affirmative vote of the Executive Board, or if a two-thirds (2/3) affirmative vote cannot be achieved; the Chairman shall make the final decision.

Section 6-4 Governing of Board Meetings

All Executive Board and Management Committee meetings shall be governed by the rules of parliamentary procedures (Roberts Rules of Order). The order of business for all official meetings shall be as follows:

Roll call

Minutes of previous meeting

Treasurer's report

Committee reports

Special reports

Unfinished (old) business

New business

Adjournment

The Secretary/Treasurer, or an appointed Executive Board member, shall record the attendance, the minutes, and shall tally and record any and all votes, by officer, into the official minutes of all Executive Board meetings. Said minutes of all Executive Board and Management Committee meetings shall be kept in an orderly manner and be readily available upon request to all Executive Board Members. All regularly scheduled meetings of the Executive Board and the Management Committee must be published on the web-site of the Association at least fourteen (14) days prior to the meeting.

However, special meetings or work sessions called by the Chairman or the President may be closed door Executive Session and do not have to be published to the public. Any member may attend any regularly scheduled meetings but may not address the Executive Board or Management Committee unless previously authorized and placed on the agenda by the Chairman or the President, or they can be allowed to speak at the sole discretion of the Chairman or President. The Chairman or President may exercise the right to move any meeting of the Executive Board or Management Committee into a closed door Executive Session at any time during the meeting and thereby remove from the meeting any person that is not a member of the Executive Board or Management Committee, depending on which meeting is in session

Section 6-5 Appointed Positions

Appointed positions of the Association shall consist of those Volunteers who are appointed by either the Executive Board, the Chairman of the Executive Board, or the Officers of the Management Committee to assist the Management Committee in the day-to-day affairs and operation of the Association.

Any Appointed Position that is to be compensated can be approved only by the Executive Board.

The President and/or Chairman shall define the duties of all Appointed Positions. The Appointed Positions shall have the authority to recruit volunteers to assist them in fulfilling their duties as appointed.

ARTICLE 7

Section 7-1 Financial Responsibility & Limits of Spending

The financial affairs of the Association are solely the responsibility of the Executive Board and the Secretary/Treasurer shall be the Officer responsible to the Board for overseeing these affairs.

Approval requirements for the expenditure of Association funds for the on-going operation of the Association shall be adhered to on a calendar year basis as stated in section 8.2. Any expenditure that is not included in the approved budget shall use the following approval requirements:

* Executive Board (Unanimous Vote) Greater than \$10,000 and contracts more than 1 year

*Executive Board (Majority Vote): Greater than \$3,000 and contracts more than 90 days

As individuals:

Chairman: \$3,000 and contracts less than 90 days

President: \$2,000

Other Elected Officers: \$500

Appointed Positions: \$250

The above listed amounts are the maximum that can be spent in any one calendar year by any individual, without prior approval of the Executive Board.

All operating expenditures require the issuance of an official NSA Purchase Order or Check Request prior to any purchase. A copy of said Purchase Order or Check Request, describing the item(s) being purchased, the exact amount of purchase, and who is approving it, is to be forwarded to the Secretary/Treasurer or his/her appointee at the time issued. Any capital expenditure of \$10,000 or more requires a formal motion at a public Board meeting and a recorded vote of the Executive Board. If passed, the Secretary/Treasurer shall be issued a written resolution from the Executive Board, signed by all voting members, explaining the expenditure in detail and authorizing the transaction. Said resolution shall be recorded into the formal minutes of the meeting where it was passed.

Any person expending unauthorized funds shall be personally responsible for the amount of the unauthorized expenditure and shall only be compensated for unauthorized funds if approved by an affirmative vote by a two-thirds (2/3) majority of the Executive Board at the next regularly scheduled board meeting.

Section 7-2 Budget

The Association shall operate under a budget. The Management Committee is responsible for creating the annual budget and presenting it to the Executive Board for review on or before May 1st of each year. The annual budget must be approved by the Executive Board by June 1st of each year. The Executive Board has the authority by a majority vote, to revise the budget presented by the Management Committee prior to approving the annual budget.

Once approved, the Executive Board shall have the authority to revise the budget at any time by a two-thirds (2/3) majority vote.

Expenditures or financial obligations greater than \$3,000 shall require advance approval by a majority vote or unanimous vote of the Executive Board as detailed above in section 8-1.

Section 7-3 Contracts and Obligations

Contracts, leases, or financial obligations greater than 90 days, shall require a majority or unanimous vote of the Executive Board, as described in section 8-1. All approved expenditures by an individual Officer must occur in the same calendar year for which the Officer is serving. Officers, up to the limits designated above, may delegate this authority with advance approval of the President or Treasurer and on a case-by-case basis to Appointed Positions in order to more easily transact the business of the Association. All contracts greater than 6 months must include a 30-day termination for convenience condition, unless approved by a two thirds (2/3) majority vote of the Board.

ARTICLE 8

Section 8-1 Intent

THESE BY-LAWS CONTAIN THE LANGUAGE BY WHICH THE NORCROSS SOCCER ASSOCIATION, INC INTENDS TO GOVERN AND OPERATE THE ASSOCIATION INCLUDING THE INTENTION OF SERVING ITS MEMBERS BY KEEPING THEIR BEST INTEREST AND THE INTEREST OF CONTINUING THE ASSOCIATION ON A LONG TERM BASIS. HOWEVER, IF ANY SITUATION, INSTANCE, HAPPENING OR OTHER CIRCUMSTANCE ARISES THAT IS NOT COVERED IN THESE BY-LAWS, A DECISION, ON A SINGLE INSTANCE BASIS ONLY, MAY BE DETERMINED BY A UNANIMOUS VOTE OF THE EXECUTIVE BOARD, HOWEVER NO SUCH VOTE MAY TAKE PLACE IN THIS CASE WITHOUT THE FULL BOARD VOTING. IF ANY PORTION OR PART OF THESE BY-LAWS IS DEEMED UNENFORCABLE BY A LEGALLY CONTROLLING AUTHORITY OR COURT OF LAW, SUCH DETERMINATION SHALL NOT DEEM ANY OTHER PORTIONS OR PARTS OF THESE BY-LAWS UNENFORCABLE.