

**BY-LAWS**  
**OF THE EDISON BOAT CLUB**  
**JUNE 2020**

# BY-LAWS OF THE EDISON BOAT CLUB

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## BY-LAWS OF THE EDISON BOAT CLUB

### ARTICLE I - CLUB POLICY

- Section 1: The name of this Corporation is the Edison Boat Club, herein also called the Club. The Board of Director's, herein also called the Board, shall have control and direction of the property and business of the Club, elect officers, accept or expel members, accept resignations, take cognizance of all infractions of the rules and regulations of the Club and shall take appropriate action regarding all such infractions.
- Section 2: In matters of basic Club policy, of which the above are specific but not all-inclusive examples, the decisions of the Board are final, except as stated otherwise under these BY-LAWS.
- Any rules or regulations formulated by the Board shall follow the Articles of Incorporation of the Edison Boat Club herein also called the Articles and the BY-LAWS. Any conflicts that may arise within these documents will be resolved first by the Articles and secondly by the BY-LAWS.
- Section 3: Decisions of the Board may be reversed or altered by a three-fourths vote of the members present at a special meeting of the voting membership called for the express purpose of reviewing the Board's actions in the areas under question.
- Section 4: Meetings to review actions of the Board shall be called by the Secretary upon written petition of no less than 10% of the members in good standing.
- 10% of the members in good standing as of the date of such meeting shall constitute a quorum for the transaction of business.
- The Secretary shall notify all voting members of the Club of meetings to review decisions of the Board at least fourteen calendar days prior to the date of such meetings.
- Section 5: Approval for the use of any Club facilities or equipment for special events requires the express approval of the Board.

### ARTICLE II - ELECTED OFFICERS

- Section 1: The Elected Officers of the Club shall be the Commodore, Vice Commodore, Rear Commodore, Treasurer and Secretary.
- The Commodore, Vice Commodore and Rear Commodore shall be designated as the "Flag Officers" of the Club.
- Section 2: The incoming Board shall hold a closed meeting, within fourteen calendar days after the Annual Meeting at which the results of the Board of Directors election are announced, to elect a Commodore, Vice Commodore, Rear Commodore, Treasurer and Secretary from the membership of the incoming Board.

For purposes of conducting the election of Officers, a quorum shall consist of six members of the incoming Board. No absentee ballots shall be permitted.

Members of the incoming Board shall be notified of the date, time and place of the Officers' election meeting by the Chairman of the Officers' Election Committee no later than at the Annual Meeting, at which the results of the Board of Directors election are announced. If not present at this Annual Meeting, newly elected Directors shall be so notified when they are informed of their election to the Board.

If nominated, absent Directors may be elected to office provided that they have indicated their willingness to serve, in writing, to the Chairman of the Officers' Election Committee prior to the election.

The election of Officers shall be conducted and supervised by an Officers' Election Committee appointed by the outgoing Commodore.

Section 3:

The Commodore shall be the executive and principal Flag Officer of the Club. All officers and Committee Chairs, except as stated otherwise in these BY-LAWS, shall report to the Commodore. The Commodore shall preside at all meetings of the Board and of the general membership; enforce the Articles, BY-LAWS, all rules and regulations of the Club; and perform all other duties as assigned by the Board. The Commodore shall be a member of the Finance Committee and a member ex-officio of all other Committees.

The Commodore shall, during and for the term of his/her office (subject to the approval of the Board), make the following appointments:

Chairman and Vice-Chairman of the Finance Committee (subject to any other provisions of these BY-LAWS)

Chairmen of standing and special committees

One delegate to the Interlake Yachting Association

Two delegates to the Detroit Regional Yacht-Racing Association

Appointed Officers of the Club

The Commodore may appoint special committees as deemed necessary for the orderly conduct of Club business, subject to approval of the Board.

The Commodore may issue Honorary Membership cards entitling the holder to the privileges of the Club for the term of the Commodore's office. Other privileges requested by Honorary Members may be granted by a vote of the Board. The Board shall determine dues and fees for these other privileges. However, these fees shall not be less than twice that of current members. The names of such Honorary Members shall be included on the official Club membership list and are to be so indicated as Honorary Member. The number of Honorary Memberships that a Commodore may issue shall not exceed a number equal to 7.5% of the membership, without approval of the Board.

Section 4.

The Vice Commodore shall assist the Commodore in the performance of his or her duties and will officiate in the Commodore's absence.

The Vice Commodore is the Chair of the House Committee.

Section 5: The Rear Commodore shall assist the Commodore and the Vice Commodore in the performance of their duties and will officiate in their absence.

The Rear Commodore is the Chair of the Entertainment Committee.

Section 6: The Treasurer shall maintain, or cause to be maintained, adequate records of all assets, liabilities and financial transactions of the Club. In conjunction with the other Officers of the Club, the treasurer shall initiate and enforce measures and procedures whereby the financial business of the Club shall be conducted with efficiency and economy.

The Treasurer shall make a financial report at each regular meeting of the Board .This monthly report shall include a detailed statement of receipts and disbursements.

The Treasurer shall make a report of the general financial condition of the Club at the Annual Meeting.

Section 7: The Secretary shall keep a record of all meetings of the Board and all general meetings of the Club. The Secretary shall keep a file of all matters relating to the business of the Club. The Secretary shall carry on all Club correspondence with the approval of the Commodore. The Secretary shall perform all other duties as assigned by the Board.

The Secretary shall maintain, or cause to be maintained, a current and correct roll of all members of the Club. Upon notification of receipt of payment of a member's dues, the Secretary shall issue, or cause to be issued, a non-transferable membership card to said member.

The Secretary shall notify applicants for membership of the approval or denial of their application by the Board within fourteen days of such Board action.

If the Secretary is unable to attend any meeting of the Board or of the general membership, the Secretary shall arrange for a substitute to act as Secretary. The Secretary shall send all pertinent records to the place of the meeting(s) at which he/she is unable to attend.

Section 8: Officer vacancies occurring after October 15<sup>th</sup> of the calendar year, other than the office of Commodore, shall be filled by Commodore appointment with the approval of the Board. If the Commodore position becomes vacant after October 15<sup>th</sup>, the Vice Commodore shall perform the Commodore's duties for the remainder of the year.

Officer vacancies occurring prior to October 15 of calendar year shall be filled as follows:

The Board of Directors shall hold a closed meeting, within fourteen calendar days after the latter of, the announcement of such vacancy by a continuing Board member, or formation of a new Board following the filling of a vacancy on the board as described in Article XI, Section 7, to elect a replacement Officer from the members of the Board.

All Board members, including the remaining current Officers, are eligible to fill the vacant officer position. If filling the vacant Officer position vacates another officer position, that position shall also be filled at this same meeting.

For purposes of conducting the election of Officers, a quorum shall consist of six members of the Board. No absentee ballots shall be permitted.

If nominated, absent Directors may be elected to office provided that they have indicated their willingness to serve, in writing, to the Chairman of the Officers' Election Committee prior to the election.

Such special election of Officers shall be conducted and supervised by the most recently appointed Officers' Election Committee.

### **ARTICLE III: - BOARD OF DIRECTORS**

- Section 1: The Board may make such rules and regulations, on matters not already defined herein, as may be deemed in the best interest of the Club.
- Section 2: The Board may remove, with a simple majority vote of a quorum of the Board, any officer or Committee chairman from office or any committee member from a committee for misconduct or for non-fulfillment of duties.
- Section 3: The Board may discipline members for infraction of the rules and regulations of the Club. Discipline may include expulsion from membership of the Club.
- Section 4: The Board of Directors shall hold a regular, open monthly meetings at a date, time and place designated by the Commodore.
- The secretary shall notify each Board Member at least seven calendar days before the date of all such regular meetings at their regular business or home address.
- Section 5: Special meetings of the Board may be called at any time by the Commodore or upon application of three members of the Board acting together. Special meetings are open meetings unless designated by the Board as closed.
- The Secretary shall notify each Board Member at least seven calendar days before the date of all such special meetings in writing at their regular business or home address.
- Section 6: For the transaction of business, a quorum of the Board is required and such quorum shall be six members. Transaction of business may take place at a designated location, or by Skype or by telephone conference call or a combination of these methods.
- Section 7: Members of the Club in good standing may attend open meetings of the Board.
- Any member in good standing requesting to be placed on the agenda for the meeting shall notify the Secretary or the Commodore prior to the holding of such meeting.
- The recognition of a member in good standing at an open Board Meeting, who did not contact the Secretary or Commodore prior to the meeting, is at the discretion of the Commodore or such other Officer as may be officiating at the Meeting.
- Section 8: The Secretary shall post, or cause to be posted, at the office of the Club and on the Club website:

The agenda for all regular meetings of the Board at least seven calendar days prior to the date of the meeting.

The approved minutes of the previous meeting of the Board.

Section 9: Any action by the Board or agreements between the Edison Boat Club and **other Companies or Individuals** which must be carried out or acted upon over a period of years, or at some future date, shall be added to these BY-LAWS as addenda.

The purpose of these addenda is to provide continuity of action from Board to Board.

Addenda as described herein may be added, deleted or amended by simple majority vote of a quorum of the Board.

#### **ARTICLE IV: - APPOINTED OFFICERS**

Section 1: The Appointed Officers of the Club shall be the Fleet Captain, Fleet Surgeon, Fleet Measurer, Fleet Chaplain and such Assistant Treasurers and Assistant Secretaries as are deemed necessary for the proper and efficient transaction of the business of the Club.

The Appointed Officers of the Club shall be named by the Commodore during and for the Commodore's term of office.

The Board shall approve the selection of all Appointed Officers.

Section 2: The Fleet Captain shall be responsible for encouraging and coordinating the use of all Club-owned sailboats. The Fleet Captain shall keep, or cause to be kept, adequate records of all sailing activities. The Fleet Captain shall register all yachts and skippers for all Club-recognized regattas and cruises at home or away from the Club. The Fleet Captain will be responsible for all such regattas and cruises.

The Fleet Captain shall countersign all Skippers Cards.

The Fleet Captain shall assure that the Sailing Instruction Committee include safety and skipper's responsibility as a part of their program.

The Fleet Captain shall assure that a letter regarding safety be included with the Skipper's Card when they are issued.

The Fleet Captain shall be notified of any damage to Club-owned boats. The Fleet Captain shall notify the Board of all such damage and the estimated cost to make repairs.

Section 3: The Fleet Surgeon shall perform all duties as assigned by the Commodore or the Board in the areas of health, first aid and emergency medical procedures.

Section 4: The Fleet Measurer shall measure all Club-owned sailboats and calculate or ascertain their sail area, race rating and any other pertinent data.

The Fleet Measurer shall report the measurements of each boat entered into any regatta to the Sailing Instruction Committee at the request of the Chair.

The Fleet Measurer shall keep duplicate records containing the date of purchase, from whom purchased, dimensions and any other important information concerning Club boats and sails. The Fleet Measurer will file one copy with the Secretary.

Section 5: The Fleet Chaplain shall advise the Commodore regarding the spiritual well-being of the Club.

The Fleet Chaplain shall participate in such Club activities and events as requested by the Commodore.

Section 6-: The Assistant Treasurer shall assist the Treasurer in the performance of Club duties.

An Assistant Treasurer may be requested to act in the Treasurers absence.

Section 7: The Assistant Secretary shall assist the Secretary in the performance of Club duties.

An Assistant Secretary may be requested to act in the Secretary's Absence.

#### **ARTICLE V: - STANDING COMMITTEES**

Section 1: The Club's Standing Committees shall be Finance, House, Entertainment, Nominating, Board of Directors' Election, Officers Election, Regatta, , Sailing Instruction, , Membership, and Publicity.

The Chairs of the Standing Committees shall be appointed by the Commodore during and for the term of the Commodore's office. The selection of Standing Committee Chairs shall be subject to the approval of the Board.

The Chairs of the Standing Committees, except as provided in these BYLAWS for the Finance, Board of Directors Nominating and Board of Directors Election Committees, shall appoint the remaining members of their respective committees from the membership in good standing of the Club. They shall select a Vice Chair from the members of their respective committee.

The Chairs of the Standing Committees shall be responsible to the Commodore or to his/her delegate for the performance of the duties assigned to them.

The Chair of the Standing Committees shall submit a record of expenditures and prepare an estimated budget for the following year for the Chair of the Finance Committee at a time specified by the Commodore.

The Chairs of the Standing Committees may make expenditures in accordance with their approved budgets, without further authorization from the Board.

Section 2: The Finance Committee shall be composed of six members: the current Commodore, Treasurer and Secretary and three members in good standing as approved by the Board for one year during and for their term of office.

A Chair and Vice Chair shall be appointed by the Commodore with the approval of the Board. The Chairman shall not serve on any other Club Standing Committee.



The Vice Chair shall assist the Chair in the performance of his/her duties. The Vice Chair shall officiate in the absence of the Chair in all capacities.

The prime objective of the Finance Committee is to provide continuity in financial planning and responsibility for the Club across the coming years.

The Finance committee shall be responsible to the Board to:

Recommend and install suitable accounting procedures, forms and records to effectively manage the finances of the Club.

Recommend the level of all fees and dues to the Board for approval.

Prepare an annual budget for the review and approval of the Board

Make recommendations to the Board as to the sale or disposition of any or all of the Club assets

Review the financial status of the Club monthly and recommend budget revisions or other necessary actions to the Board . Prepare financial reports or studies that may be requested by the Commodore or the Board.

Section 3:

The House Committee shall be composed of six members: The Vice Commodore and five other members in good standing at least one of whom must be a Past Commodore. The five must have one or more from each of the Club's major constituencies: Sailors, Power Boaters and Social.

The Vice Commodore is the Chair of the House Committee.

The House Committee is responsible for the operation, maintenance and capital improvement or replacement of all Club assets, equipment and storage facilities of the. Club

The House Committee shall be responsible to enforce the Rules for the conduct of all members and guests while they are at Club Functions and other DRYA/Club Events/.

The House Committee shall be responsible for the operation, maintenance, storage and upkeep of all Club-owned boats and equipment.

The House Committee shall report damage to or misuse of Club owned boats to the Fleet Captain and maintain an adequate log of all use of the Club owned power boats

The House Committee shall determine the qualifications for operators, ensure operators are trained and qualified and will authorize qualified operators to operate Club-owned power boats and equipment.

The House Committee shall perform all other duties as assigned by the Commodore or by the Board.

Section 4:

The Entertainment Committee shall be responsible for all social functions of the Club.

The Rear Commodore is the Chair of the Entertainment Committee.

The Entertainment Committee shall notify all Club members, in cooperation with the Publicity Committee, of all social functions held by the Club.

The Entertainment Committee shall perform all other duties as assigned by the Commodore or by the Board.

Section 5: The Board of Directors Nominating Committee shall secure a number of candidates equal to the vacancies plus two for the Board as required under these BY-LAWS.

The Board of Directors Nominating Committee shall consist of five members. At least two of the members of the Nominating Committee shall be past or present members of the Board.

The Chair of the Board of Directors Nominating Committee shall be approved by the Board.

Section 6: The Board of Directors Election Committee shall consist of five members. At least two members of this Committee shall be former or present members of the Board. Current Board Members standing for re-election or other candidates for Director may not serve on this Committee.

The Board of Directors Election Committee shall conduct the election of members to the Board as required under these BY-LAWS.

The Members of the Board of Directors Election Committee shall serve as the tellers for the election of Directors.

Section 7: The Officers Election Committee shall consist of at least three members in good standing. Preference will be given to former officers or Directors in selecting members for this Committee. No one from the incoming Board may serve on this Committee. The incoming Board refers to all continuing Directors and all newly elected Directors. The Officers Election Committee shall conduct the election of Officers for the incoming Board

The Chair of the Officers Election Committee shall notify the incoming Directors of the date, time and place of the Officers Election meeting. Newly elected Directors who are not present at the Annual Meeting at which the results of the Board of Directors election is announced, shall be notified of their election to the Board and the details of the Officers Election meeting by the Chair of the Officers Election Committee or by his/her delegate.

The Chair of the Officers Election Committee shall notify the members of the incoming Board of the willingness of an absent Director to serve in an office if so nominated and if so authorized to do so, in writing, by the absent Director.

Section 8: The Regatta Committee shall be responsible for organizing and conducting of the Club's Annual Regatta. The Regatta Committee shall be responsible for the publicity, race schedule, selection of the Race Committee and stake boats, entertainment of invited officials and guests and the procurement and presentation of awards.

The Regatta Committee shall make use of the facilities and officials provided by the Detroit Regional Yacht-Racing Association for the actual conduct of the races and tabulation of results.

The Regatta Committee may call upon the Entertainment Committee for assistance as required.

Section 9

The Sailing Instruction Committee shall be made up of three members in good standing and shall be responsible for the instruction and racing and safe handling of the Club owned sailboats.

The Committee shall devise an effective method for determining the sailing qualifications of those so instructed.

Upon recommendation of the Instruction Committee and with the approval of the Fleet Captain, appropriate Skippers Cards will be issued to those qualified.

Spouses of members shall be extended the same rights and privileges and shall be governed by the same rules and regulations as members with respect to the use of Club-owned sailboats. Upon completion of appropriate instruction and payment of the Skipper's Card fee, they shall be issued a Skipper's card overprinted with the word "Spouse". Should a conflict arise, members shall have priority over spouses for use of Club boats.

The Sailing Instruction Committee shall be responsible to conduct all Club sailboat races except the Annual Regatta.

The Sailing Instruction Committee shall formulate the Club racing rules and racing schedule and submit them to the Board for approval. The Secretary shall sign the racing rules after approval by the Board.

The Sailing Instruction Committee shall publish the approved racing rules and the racing schedule to the holders of Skipper's Cards in writing at least fourteen calendar days prior to the first racing date scheduled.

The Chair or delegate shall appoint judges for each race who shall enforce proper observance of the latest edition of the US Sailing rules.

The Chair or delegate shall keep an accurate record of all entries and all results of Club sailing races. At the close of the racing season, the Chair shall file a copy of these results with the Secretary.

Section 10:

The Membership Committee shall be responsible for securing members. This Committee shall devise ways and means of preserving and enhancing membership of the Club.

Section 11:

The Publicity Committee shall suitably publish the news about Club affairs as requested by the Chairs of the various committees, the Commodore, or the Board.

All publicity is subject to the approval of the Commodore or of his duly appointed delegate.

**ARTICLE VI: - MEMBERSHIP**

Section 1:

Eligibility for membership in the Edison Boat Club shall be limited to residents of the United States of America and the Province of Ontario Canada:.

Section 2:

Applicants may be granted membership upon proper application and approval by a simple majority the Board.

Membership is granted on an annual basis and will be renewed without re-application for members in good standing as described in Section 3.

Section 3: Good Standing; A member in good standing is one who is current in the payment of all dues, fees or other financial obligations to the Club and one who has not been expelled by action of the Board..

A member shall have their membership revoked if the member becomes delinquent in the payment of any fees, dues or other assessments. or has been expelled by the Board.

Section 4: Delinquent members whose membership has been canceled may apply for reinstatement. Such reinstatement shall require approval of the Board payment of any defined reinstatement fee, and of all delinquent dues, fees and other financial obligations to the Club.

Section 5: Members desiring to resign from the Club in good standing may do so by meeting all outstanding financial obligations to the Club, and by sending a written resignation to the Secretary.

Members who have resigned from the Club in good standing may be reinstated through application for reinstatement, payment of any defined reinstatement fee and with the approval of the Board.

Section 6: Members who are terminated for cause by the Board forfeit all Club membership rights and privileges immediately upon such termination.

Section 7: Alcoholic beverages may only be purchased at Club Functions by members who are of legal drinking age in the State of Michigan.

#### **ARTICLE VII; - DUES AND FEES**

Section 1: All dues, fees and other financial obligations of the membership shall be determined by the Board.

A schedule of dues, fees and other financial obligations of the membership shall be published to the members annually, no later than December 1 of the year preceding the year they are effective. Such publication will take place prior to the billing of new dues and fees for the new year and before any other financial obligations are assessed.

Membership dues shall be due on January 1 of each year.

The due date for fees, assessments and other financial obligations of the membership shall be determined by the Board.

Section 2: Any initiation fee that may be in effect shall be determined by the Board and is due with the application for membership. If a membership application is rejected, the full amount of any initiation fee shall be refunded.

Section 3: Any reinstatement fee in effect shall be determined by the Board of Directors and is due with the application for reinstatement. If an application for reinstatement is rejected, the full amount of any reinstatement fee shall be applied toward payment of any outstanding debts to the Club. If the reinstatement fee is in excess of the amount owed to the Club, the balance shall be refunded to the rejected applicant.

Section 4: A membership card shall not be issued to a delinquent member, unless satisfactory arrangements for payment have been made with the Secretary and approved by the Board of Directors.

#### **ARTICLE VIII: - CLUB MEETINGS**

Section 1: The Annual Meeting of the Club shall be held on the second or third Friday of November.

The results of the election of Directors shall be announced at the Annual Meeting of the Club.

Section 2: Periodic meetings of the Club may be held to communicate with the general membership. Meetings of the Board of Directors shall be held on a monthly basis as described in Article III Section 4 of these BY-LAWS.

Section 3: Notice shall be issued by the Secretary for all general membership meetings fourteen calendar days before the date. In addition, the date, time and place of all regular meetings of the Club shall be posted on the Club website

#### **ARTICLE IX: - VOTING RIGHTS**

Section 1: Only members in good standing, present at a general membership meeting of the Club, may vote on any question or issue except as expressly provided in these BY-LAWS or in the Club's Articles.

Section 2: Voting may be by a voice vote, show of hands or by secret ballot as predetermined by the Commodore or Board.

Voting by secret ballot will normally be reserved for controversial questions, reversal of actions of the Board or questions of serious import which have a significant or long-range impact on the Club and its members.

#### **ARTICLE X: - NOMINATING**

Section 1: The Nominating Committee shall prepare and present to the Secretary, not later than September 1, nominations of those members in good standing whom the Committee feels are best suited for election to the Board.

At least five candidates shall be nominated for the three vacancies on the Board which occur annually.

Should extraordinary vacancies exist on the Board due to death, resignation or illness, one additional candidate shall be nominated for each vacancy.

The Chair of Nominating Committee shall publish a Notice of Election to the membership by August 1. Those interested should notify the Chair of the Election Committee of their availability to be considered.

The Chair of the Nominating Committee shall obtain the assent or refusal of each nominee to serve if elected.

A Past Commodore is ineligible to run for, or be appointed to, the Board during the three year period after his/her term on the Board in which he/she was Commodore has expired.

Section 2: The Nominating Committee shall publish a list of the nominees who have agreed to serve if elected. The Chair of the Nominating Committee shall email this list to the membership and shall post this list on the Club website by September 1.

Section 3: A candidate for election to the Board may also be nominated by petition of the membership in good standing. A written petition, signed by at least ten percent of the members in good standing, shall be presented to the Secretary not later than October 1.

Only one candidate may be nominated by each petition.

The Secretary shall obtain the assent or refusal of all nominees by petition to serve, if elected.

Section 4: The Secretary shall confirm the names of all nominees with the Chair of the Board of Directors Election Committee prior to the preparation of the ballot.

#### **ARTICLE XI: - ELECTIONS**

Section 1: The election of Directors shall be conducted by the Board of Directors Election Committee.

The election of Directors shall be by secret ballot.

Ballots bearing the names of all nominees, confirmed by the Secretary, shall be mailed by the Chairman of the Board of Directors' Election Committee to all members in good standing at least fifteen days prior to the Annual Meeting.

The Board of Directors Election Committee shall also act as the Teller's Committee for the Board of Directors' election.

Section 2: Two envelopes will be sent with each ballot. An inner plain white envelope will protect the confidentiality of the votes cast.

The outer envelope will be pre-addressed to the Chair of the Board of Directors Election Committee. A place for the signature of the member casting the ballot shall be placed in upper left-hand corner of the outer envelope. The member will also print or type his or her name under the signature.

The member shall place their ballot in the inner plain white envelope and seal it, seal the plain white inner envelope within the outer signed envelope and return it to the Chair of the Board of Directors Election Committee.

Should the Board decide to use email ballots similar rules to protect confidentiality will be employed.

Section 3: The Board of Directors Election Committee Chair shall validate the ballots by comparing the sealed signed envelopes against the most current membership list provided by the Secretary.

Only ballots of members in good standing will be held to be counted.

Section 4: The Board of Directors Election Committee shall open and count all validated ballots received not later than noon of the day before the Annual Meeting.

Results of the tally will be reported by the Board of Directors Election Committee Chair or his/her delegate at the Annual Meeting.

Section 5: In the case of a tie vote, another ballot will be cast by the current Board, before announcement of the results of the election, to determine the final choice.

Section 6: The results of the Board of Directors Election shall be posted after all newly elected Directors have been notified.

Section 7: Vacancies on the Board shall be filled within 30 calendar days by a majority vote of the remaining directors. Any person so elected shall serve until the next Annual Election of the Club, at which time the membership shall elect a director to serve the remainder of any unexpired term.

#### **ARTICLE XII: - CLUB YEAR**

Section 1: A year, as used in these BY-LAWS and except as otherwise noted, shall mean the period from January 1 - December 31 of the same calendar year.

#### **ARTICLE XIII: - DISSOLUTION OR DISCONTINUANCE**

Section 1: In the event of the dissolution or discontinuance of the Club or its activities by a vote of its Board of Directors and/or Voting Members in accordance with the provisions of Article I Club Policy, the Club shall cause all of its remaining, wholly-owned assets, subject to discharge of outstanding liabilities, to be pledged or donated or cause to be liquidated then pledged or donated or distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. The Board shall propose the prospective recipient organizations and upon member ratification, the assets shall be donated as designated.

#### **ARTICLE XIV: - ADOPTION OF THE BY-LAWS**

Section 1: These BY-LAWS shall be adopted, revised or amended only by action of the Board.

The membership shall be duly notified in writing at least ten calendar days prior to a meeting at which the Board will act regarding these BY-LAWS.

The Board may act regarding these BY-LAWS at any regular or special meeting of the Board providing the meeting is open to all members in good standing.

- Section 2: These BY-LAWS shall be adopted, revised or amended by a simple majority of those Directors present and voting at any regular or special meeting of the Board provided that a quorum is present.
- Section 3: These BY-LAWS, as adopted, revised or amended by the Board will take effect at the close of the Board Meeting at which they were approved, unless otherwise noted.
- Section 4: After adoption, revision or amendment of these BY-LAWS by the Board, a copy will be made available to the membership.

As Approved at the TBD Board of Directors Meeting,

DS June, 2020