

By-Laws of The Cal Sailing Club

A California Public Benefit Corporation

Article I: Management

Section 1. Management:

The management of the business and affairs of the club shall be by an Executive Committee, as defined in Articles IV and V of the *Constitution*.

Section 2. Duties and Rank of Executive Officers:

The Executive Officers are listed below in this section, in order of rank, with their duties.

(a) Commodore:

The Commodore shall preside at all General Membership meetings, Executive Committee meetings, and other related functions. The Commodore shall be responsible, together with the Executive Committee, for scheduling all meetings, for proper notification thereof, and for enforcement of the *Constitution, By-Laws, and Operating Rules*. The Commodore shall nominate the committee chairpersons as provided in Article IV of these *By-Laws*. The Commodore shall act as the official representative to governmental agencies and private persons and organizations. The Commodore shall be responsible for the direction and coordination of all Club activities and functions either personally, through other elected officers, through committee chairpersons, or through individuals nominated by him/her.

(b) Vice Commodore:

The Vice Commodore shall assume the duties of the Commodore in the absence of or as delegated by the Commodore. The Vice Commodore shall be responsible for coordination of those club interests, activities and functions as directed by the Commodore. In particular, the Vice Commodore shall be responsible for the coordination and performance of those individuals and committees, nominated by the Commodore, charged with general Club publications, with membership campaigns, with open house events, with membership enrollment, and with the preparation of a current membership directory.

(c) First Vice Commodore:

The First Vice Commodore shall be responsible for the maintenance, modification, and repair of club dinghies, skiffs, and motors, and the organization and direction

of the labor necessary to accomplish the above purposes. This officer shall be responsible for the maintenance of a responsible inventory of spare parts and shall be an authorized purchasing agent for the club.

(d) Second Vice Commodore:

The Second Vice Commodore shall be responsible for the maintenance, modification, and repair of club board-sailing equipment and the organization and direction of the labor necessary to accomplish the above purposes. This officer shall be responsible for the maintenance of a responsible inventory of spare parts and shall be an authorized purchasing agent for the club.

(e) Third Vice Commodore:

The Third Vice Commodore shall be responsible for the maintenance, modification, and repair of club keelboat and cruising equipment and the organization and direction of the labor necessary to accomplish the above purposes. This officer shall be responsible for the maintenance of a responsible inventory of spare parts and shall be an authorized purchasing agent for the club.

(f) Rear Commodore:

The Rear Commodore shall be responsible for coordination of all club teaching and training programs, including organization of sailing and windsurfing classes and instructors, lectures and seminars, for review, publication, and distribution of rating requirements and information, instructional manuals, and *Operating Rules*, and, with the Rating Committee, for the examination and certification of candidates for club ratings.

(g) Port Captain:

The Port Captain shall be responsible for dock operations and the enforcement of the *Operating Rules* and other operating procedures. The Port Captain shall be concerned with the recruitment, organization, and supervision of day leaders (persons appointed to manage daily dock operations, whether hired, or member volunteers).

(h) Secretary

The Secretary shall maintain an accurate record of all club proceedings, and shall post a copy of such records on the bulletin board designated for such purpose within five days following all club meetings, except that the records of disciplinary hearings shall not be posted. He/She shall also prepare a volume containing copies of the records of all proceedings occurring during his/her term of office, which shall be stored in the club archives. The Secretary is also responsible for maintaining copies, in the most current revision, of the *Articles of Incorporation*, *Constitution*, *By-Laws*, and *Operating Rules* in the club archives; he/she shall

assure that copies of these documents are made available at the club house, at all reasonable times during normal open hours, for inspection by any club member. He/she shall keep all the club office supplies and handle all club correspondence. This Officer, at the direction of the Commodore, shall notify the members of all meetings, and of proposed amendments to the *Constitution, By-Laws, and Operating Rules*.

(i) Treasurer:

The Treasurer shall be responsible for the proper recommendation of all financial transactions done or made by the club.

(1) Account Book:

The account book shall be prepared in accordance with sound accounting practice.

(2) Purchase Procedure:

The Treasurer, with the ratification of the Executive Committee, shall prescribe the purchasing procedure.

(3) Insurance Claims:

The Treasurer shall promptly handle and process all insurance claims of the club.

(4) Disbursement:

No disbursement shall be made without the formal authorization of the Executive Committee. An accurate report of all disbursements shall be made at the next succeeding Executive Committee meeting.

(5) Deposits and Accounts Due:

The Treasurer shall deposit all monies and pay all accounts due within a reasonable time after receipt.

(6) Budget Report:

The budget report for the fiscal year shall be submitted to the Executive Committee not later than the fifteenth day of April each year.

(7) Statement of Financial Condition:

The Treasurer shall prepare a Statement of Financial Condition made pursuant to Article II, Section 2 of these *By-Laws*, to be read at each quarterly General Meeting.

(8) Annual Report:

The Treasurer shall retain all data used in the Statement of Financial Condition

to be incorporated into an annual report made pursuant to Article II, Section 3 of these *By-Laws*.

Article II: Finances

Section 1. Fiscal Year:

The Fiscal Year of the club shall begin on the first day of May and end on the 30th day of April of each year.

Section 2. Statement of Financial Condition:

The Executive Committee shall at each quarterly General Membership meeting submit a report of the condition of the club and its property; a condensed report of the financial transactions of the past quarter; a financial budget for the ensuing quarter, and offer suggestions for the welfare and improvement of the club. Said reports shall be prepared by the Treasurer and shall be kept on file in the archives of the club and shall be subject to the inspection of any member upon reasonable notice.

Section 3. Annual Report:

As required by Section 6321 of the *California Nonprofit Public Benefit Corporation Law*, the Executive Committee shall cause an annual report to be sent to the members not later than 120 days after the close of the club's fiscal year. Such report shall contain in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the club as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenues of the club, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the club, both unrestricted and restricted to particular purposes, for the fiscal year.
- (e) Any report on the fiscal report by independent accountants, or if there is no such report, a certification by an authorized officer of the corporation that the fiscal statement was prepared without audit from the books and records of the corporation.

Article III: Executive Committee Meetings

Section 1. Time and Place of Meetings:

The Commodore shall call regular Executive Committee meetings every two weeks, on a day of the week and time agreed upon by all the Executive Committee officers, to be held at the club house at the Berkeley Marina. Meetings may be held elsewhere, if entirely adequate notice is given to all officers. At the discretion of the Commodore, Special Executive Committee meetings shall be called at more frequent intervals in order to accomplish the purpose of the club. Special Executive Committee meetings shall be held only when the Executive Committee Officers have been given four days notice by first class mail or 48 hours notice delivered personally or by electronic means.

Section 2. Conduct of Meetings:

The Commodore shall preside at all Executive Committee meetings. At such times that the Commodore is unavailable, the ranking officer of the Executive Committee present shall preside. The Secretary shall act as secretary of all meetings of the Committee, provided that, in his/her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 3. Procedure:

Business at Executive Committee meetings shall be conducted in accordance with provisions of the current edition of *Robert's Rules of Order Newly Revised*, in all cases to which they are applicable, and in which they are not inconsistent with the club's *Articles of Incorporation, Constitution, By-Laws*, and any special rules of order the club may adopt.

Section 4. Voting:

Each Executive Committee Officer shall be entitled to one vote at all meetings.

Section 5. Quorum:

A Quorum at Executive Committee meetings shall be a majority of all Executive Committee Officers currently holding office. No vote may be taken by the committee at any meeting at which a quorum is not present.

Section 6. Majority Action as Committee Action:

Every act or decision done or made by a majority of the officers present at a meeting duly held at which a quorum is present is the act of the Executive Committee, unless

the *Articles of Incorporation, Constitution, or Bylaws* of the club, or provisions of the *California Nonprofit Public Benefit Corporation Law* require a greater percentage or different voting rules for approval of a matter by the committee.

Section 7. Action Without Meeting:

Any action required or permitted to be taken by the Committee may be taken without a meeting, if all members of the Committee for all positions currently held shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the committee. Such action by written consent shall have the same force and effect as the unanimous vote of such members.

Section 8. Review and Repeal:

Any club member at a General Membership meeting may move to review any action taken by the Executive Committee, provided however, that a three-fourths vote of the members present shall be required to repeal such action.

Article IV: Committees

Section 1. Standing Committees:

The Executive Committee shall have power to appoint such standing committees as it may deem expedient and to delegate to such committees such duties and powers as may be found necessary for the proper conduct of the club.

Section 2. Committee Chairman:

The chairperson of each committee shall be appointed by the Commodore with the consent of the Executive Committee.

Section 3. Removal of Committee Members:

The Commodore acting with the Executive Committee shall have the power to remove any member of any committee.

Section 4. Rating Committee:

A standing committee of the club shall be the Rating Committee, which shall consist of experienced members of the club who are qualified to administer advanced sailing tests, and to judge the competency of members taking such tests.

Article V: Membership

Section 1. Classes of Membership:

There shall be four classes of membership: General, Minor, Associate, and Honorary.

(a) General Members:

Any person eighteen years old or older is eligible to be a member.

(b) Minor:

Any person under eighteen years of age is eligible to be a minor member, subject to approval by the Executive Committee.

(c) Associate:

Any person is eligible to be an associate member.

(d) Honorary:

Membership shall be conferred upon any individual by vote of the Executive Committee.

Section 2. Limitations on Membership:

(a) If any one of the four classes of regular members clearly exceeds 50% of the total membership, the Executive Committee may, at its discretion, limit new membership of that class.

(b) No person may hold more than one membership.

Section 3. Privileges:

(a) General and minor members:

General and minor members in good standing shall have the use of all club facilities, the right to attend all meetings and social events, and the right to participate in all sailing classes of the club. Preference shall be given such members in all club activities.

(b) Associate Members:

Associate members shall have the right to fly the club burgee and the right to attend all meetings and social events. They shall not hold club office nor use the club facilities except as the Executive Committee shall designate.

(c) Honorary Members:

Honorary members shall not hold club office nor use the club facilities except as the

Executive Committee shall designate.

(d) Guests:

General and minor members of the club in good standing may invite guests to use the privileges of the club subject to such limits and restrictions as the Executive Committee shall provide in accordance with the *By-Laws* and the *Constitution*.

(e) Reciprocal Courtesies:

The privileges of the club may be reciprocated gratuitously to any member in good standing in any similar club.

Article VI: Dues and Fees

Section 1. Dues:

Dues for the classes of membership shall be determined by a majority vote of the Executive Committee and a two-thirds vote of the members present at a duly held General Membership meeting.

Section 2. Renewal and Termination:

Renewal of membership for the next succeeding quarter, or year in the case of those who join for the year, will be required of all members after the expiration date of the paid membership period.

Section 3. Transfer of Membership:

Memberships are non-transferable.

Section 4. When Payable:

All dues become payable at the end of the current membership.

Section 5. Arrears:

All current debts incurred by any member shall be paid prior to renewal of membership.

Section 6. Fines:

Any fines or money penalties imposed by the Executive Committee under the provisions of Article X of these *By-Laws* shall be paid within a reasonable time after such imposition. No renewal of membership will be allowed unless such person tenders the fine together with his dues.

Article VII: General Membership Meetings

Section 1. Regular Meetings:

Regular General Membership meetings shall be held in February, May, August, and November.

Section 2. Special General Membership Meetings:

Special General Membership meetings shall be called in the following circumstances:

- (a) at the discretion of the Executive Committee, to handle special business.
- (b) pursuant to provisions of the *By-Laws* relating to removal of officers, review of Executive Committee actions, and other such provisions provided herein.
- (c) on the receipt by the Executive Committee of a petition signed by five percent of the total membership, as shown on the books and records of the club. The Executive Committee must schedule a meeting not less than 35 nor more than 50 days after the receipt of the request. Notice of the meeting must be given within 20 days of the receipt of the petition.

Section 3. Notice of Meetings:

The Executive Committee shall give notice of the time and place of all membership meetings by first class mail, not less than 20 days nor more than 45 days before the meeting; such notice must specify the general nature of any business to be transacted which will require action by the members.

Section 4. Conduct of Meetings:

The Commodore shall preside at all General Membership meetings. At such times that the Commodore is unavailable, the ranking officer of the Executive Committee present shall preside. The Secretary shall act as secretary of all membership meetings, provided that, in his/her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 5 Procedure:

Business at General Membership meetings shall be conducted in accordance with provisions of the current edition of *Robert's Rules of Order Newly Revised*, in all cases to which they are applicable, and in which they are not inconsistent with the club's *Articles of Incorporation, Constitution, By-Laws*, and any special rules of order the club may adopt.

Section 6. Voting:

All members in good standing are entitled to vote at General Membership meetings. Each member shall have one vote. There shall be no voting in absentia.

Section 7. Quorum:

A quorum at General and Special General Membership meetings shall be at least one-tenth of the total members shown on the books and records of the club, except for approval of matters for which a greater number is required by provisions of the club *Constitution*, these *By-Laws*, or *California Nonprofit Public Benefit Corporation Law*.

Section 8. Limitation on Business Transacted:

The only matters that may be voted upon at any General Membership Meeting are matters of the general nature of which notice was given, pursuant to Section 3 of this Article, except that if one-third of the members are present at a regular General Membership meeting, any matter may be brought to a vote.

Section 9. Agenda Items by Members:

Any member may request that an item be placed on the agenda of a General Membership Meeting, if the request is submitted to the Executive Committee within 28 days before the date of the meeting. Notice of the item must be given to all members not less than 20 days before the meeting.

Section 10. Majority Action as Membership Action:

Every act or decision done or made by a majority of the members present at a meeting duly held at which a quorum is present is the act of the membership, unless the *Articles of Incorporation*, *Constitution*, or *Bylaws* of the club, or provisions of the *California Nonprofit Public Benefit Corporation Law* require a greater percentage or different voting rules for approval of a matter by the membership.

Section 11. Mail Ballot:

- (a) Any action which may be taken at any General Membership meeting may be taken without a meeting if the Executive Committee distributes a written ballot to every member. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Executive Committee.
- (b) Such ballot shall be mailed to all those who are members on the day on which the ballot is mailed who are otherwise eligible to vote.
- (c) Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the

number of approvals equals or exceeds the number of votes that would be required at such meeting.

- (d) Such ballot shall contain a statement indicating the time by which the ballot must be returned in order to be counted, the number of responses required to meet the quorum requirement, and the percentage of approvals necessary to pass the measure submitted.
- (e) A record of the balloting shall be filed with the minutes of the proceedings of the General Membership.

Article VIII: Election and Replacement of Officers

Section 1. How Elected:

The Executive Officers of the Executive Committee shall be chosen by a majority vote of the members present at an election meeting held pursuant of Article IV of the *Constitution*. In the event that a quorum is not achieved at such meeting, the existing Executive Committee may elect Executive officers for the next term, by a majority vote of the existing Executive officers present at any club meeting.

Section 2. Time of Elections:

The General Membership meeting convened with due notice for the purpose of electing Executive Officers shall be held during the months of May and November.

Section 3. Nomination of Officers:

Nominations from the floor shall be allowed at any election meeting until nominations are declared closed. Such nominations shall require the seconds of two members in good standing. If a person nominated is present, that person shall have the right to decline. In the event that such person is not present, the nominating parties must be prepared to show that the nominee would serve if elected.

Section 4. Nominee Communication to Membership:

Before a vote is taken, every nominee shall be provided a reasonable opportunity to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy, and to solicit their votes.

Section 5. Balloting:

- (a) Manner of Voting:

Each office to be filled will require a separate ballot. Voting will be by a show of

hands unless a secret ballot is requested.

(b) Successive Balloting:

In the event that a majority is not obtained after the first ballot has been counted, the two nominees receiving the highest number of votes shall be retained and a second ballot taken. The person receiving the majority of the votes cast shall be declared the winner.

(c) Ties:

In the event of a tie on the second ballot, the Executive Committee shall take a secret ballot among the committee members and the prevailing nominee shall be deemed elected by majority vote.

(d) Protest:

Any nominee may, for cause shown, demand a recount of ballots immediately after the ballot in question. Any subsequent protest must be submitted to the Executive Committee in writing, and a judicial session of the Executive Committee shall be called to consider the matter within seven days immediately following.

Section 6. Transfer of Office:

The outgoing Executive Officers shall transfer their duties and powers to the newly elected officers at the first meeting of the Executive Committee following the election meeting, which shall be convened for the purpose of this transfer not later than fourteen days following the election meeting.

Section 7. Removal of Officers:

Any officer may be removed as follows:

(a) Petition for Recall:

A Petition for Recall may be submitted by any member in good standing at any club meeting. Such petition shall have signatures of at least ten members in good standing, or at least five percent of the membership in good standing, whichever number is larger, and shall itemize the reasons for recall of the officer named. Upon verification of the signatures by the Secretary or a representative designated by the Commodore, the matter shall be open for discussion.

(b) Scheduling and Agenda for General Membership Meeting:

Upon the verification of the petition, if the petition is received at least 25 days but not more than 55 days prior to the scheduled date of a regular General Membership meeting, the matter shall be entered on the agenda of the meeting, and notice of such must be given to all members by first class mail, not less than 20 days prior to the meeting; if no regular General Membership meeting is scheduled during such

period of time, the Executive Committee shall schedule a Special General Membership meeting to be held not sooner than 35 days following nor later than 50 days following the receipt of the petition.

(c) Recall Meeting:

Upon convening the meeting called as provided in sub-section (b) of this section, the Commodore or his/her representative shall read the petition and the officer subject to recall shall be allowed to speak in his/her own behalf. Discussion on the matter shall be unlimited, provided however, a majority vote shall end discussion.

(d) Voting Requirements:

A majority affirmative vote by the membership shall be required to remove the officer. If a quorum of the membership has not been achieved at this meeting, the matter shall be dropped. There shall be no second ballot in the event of a tie, but the matter shall be dropped.

(e) Interim Appointments:

An interim officer appointment shall be made for the vacant office by majority vote of the members present at the club meeting. In the event that a candidate is not available at that time, the Executive Committee may appoint an interim officer at any of its next meetings, by a majority vote of the Committee.

Section 8. Other Vacancies:

The Executive Committee may appoint an interim officer, by a majority vote of the Committee, to fill any vacancy occurring in said Committee, for the causes listed below:

(a) An officer submits a written notice of resignation.

(b) Death of the officer.

(c) The officer is declared of unsound mind by a final order of the court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 of the *California Nonprofit Public Benefit Corporation Law*.

(d) After an officer misses three successive meetings without prior notice, the Executive Committee shall attempt to contact that officer. If they are unable to do so, they may, by a unanimous vote of the committee, declare the office vacant. Such a declaration is subject to review and repeal as provided in Section 7 of Article III.

Persons elected pursuant to this section shall fill such vacancies no longer than the unexpired term of the office declared vacant.

Section 9. Resignation of Officers:

Any officer may resign effective upon giving written notice to the Commodore, the Secretary, or the Executive Committee, unless the notice specifies a later time for the effectiveness of such resignation. No officer may resign if the club would then be left without a duly elected officer or officers in charge of its affairs, except upon notice to the California Attorney General.

Article IX: Operating Rules

The Executive Committee of this club is hereby authorized and empowered to enact proper *Operating Rules* to regulate the affairs of the club, including the action of the members, control of club property, and such other things that shall be necessary and proper for the carrying on of the business of the club limited as follows:

(a) Posting:

All such rules shall be posted in a conspicuous place at the club house no later than seven days prior to the time that such rules shall take effect.

(b) Penalties:

Operating Rules containing money penalties and disciplinary action for the violation thereof must be consistent with the limits as provided in the *By-Laws*, Article X, and the other provisions of the *Constitution* and *By-Laws* heretofore enacted.

(c) Ratification by Membership:

Any Operating Rule which provides for specific money penalties for the violation thereof shall be ratified by a majority of the Members present at a General Membership meeting or at a Special General Membership Meeting called pursuant to the *By-Laws* for such a purpose. This subsection shall not apply to minor revisions to the form but not the substance of Operating Rules currently in effect and ratified as provided above.

(d) Suspension of Operating Rules:

The Executive Committee may, at its discretion, suspend any operating rule without ratification of the members as provided herein.

(e) When to Take Effect:

Operating Rules not requiring ratification as provided by sub-section (c) shall take effect no sooner than as provided by sub-section (a) or at such later date as the Executive Committee shall provide. Operating rules requiring ratification pursuant to sub-section (c) shall take effect immediately upon ratification or at such a later

date as provided by the Executive Committee.

Article X: Disciplinary Action

Section 1. Cause:

Disciplinary action may be initiated against any club member when it appears that any of the following have occurred as a result of the act or omission of the club member:

- (a) Violation of the club *Constitution, By-Laws* or *Operating Rules*.
- (b) Violation of the terms of previous discipline.
- (c) Violation or abuse of any directive, motion, resolution, or authority of the Executive Committee or of the club membership.
- (d) Carelessness or misconduct in connection with any club activity.
- (e) Failure to comply with any reasonable request by the day leader or any Executive Officer pertinent to the club's operation.
- (f) Misuse of the privileges and authority of any elected or appointed club office.

Section 2. Initiation of Disciplinary Action:

- (a) short term suspension.

At the time of an incident, any day leader or Executive Officer may suspend the sailing privileges of any club member for a period of 36 hours. During this time the member may not sail on any club-owned boat or sailboard.

- (b) long term suspension until disciplinary hearing.

In the case of serious infractions, any Executive Officer may suspend the sailing privileges of any club member until an Executive Committee disciplinary hearing can be held. He/she may do this at the time of an incident at which he/she is present, or if notified of it by a day leader. If a day leader feels that the seriousness of an infraction which occurs while he/she is on duty warrants a heavier penalty than a 36 hour suspension, he/she should, at the earliest opportunity, contact an Executive Officer to request that he/she take further action.

- (c) The Commodore shall have the authority to terminate the above suspensions.

Section 3. Procedures for Disciplinary Hearing by Executive Committee:

- (a) The Executive Officer initiating action to hold a disciplinary hearing must inform the accused member of the action being taken and of his/her rights under these

rules. The officer initiating the action should notify the Commodore, at the earliest opportunity, of the action being taken.

- (b) The accused member must be notified to appear at one of the next two regularly scheduled Executive Committee meetings occurring after the date of the notification to appear. Under special circumstances any member of the Executive Committee may permit appearance at another regular or special meeting. Failure to appear may result in action being taken in the accused member's absence. If the Executive Committee fails to take action within 60 days of an infraction, the matter shall be dropped.
- (c) Hearing Procedure: Disciplinary Hearings are to be held by the Executive Committee in closed session, except persons serving in an advisory capacity requested to be present by the Executive Committee, provided only that the accused approves the presence of such persons. The accused member has the right to be present during all testimony, the right to question and cross-examine, and the right to bring supporting witnesses. The accused member does not have the right to be present during deliberation.
- (d) Officers recommended for disciplinary action shall not participate in either the voting or the deliberation at their own disciplinary hearing.

Section 4. Action as the Result of a Disciplinary Hearing:

The Executive Committee, by a majority vote of the members present, may take any of the actions listed below:

- (a) Suspension for up to 30 days.
- (b) Revocation of rating. Conditions for reinstatement may be specified.
- (c) Expulsion from the club. (A pro-rated refund of paid membership fees must be given.) Minimum time limit or other conditions before rejoining may be specified.
- (d) To assess accused member up to \$100, or other amount as specified by the Operating Rules, if loss of or damage to equipment is involved.
- (e) To require any reasonable and appropriate service to the Cal Sailing Club, as determined by the Executive Committee.

Section 5. Appeal:

Appeal of any disciplinary action taken by the Executive Committee should be undertaken as specified in Section 7 of Article III.

Section 6. Special Provisions for Former Members:

Where conduct by a former member would be grounds for initiation of discipline were he/she a current member, a disciplinary action may be initiated. The former member

may choose to co-operate with this procedure and accept the penalties prescribed. Otherwise, the Executive Committee may bar the member from rejoining the club.

Article XI Amendment

Section 1. Vote at General Meeting:

These *By-Laws* may be modified, altered, or amended by two-thirds of the members present at any General Membership meeting of the club, or at a Special General Membership meeting called for that purpose, provided that due notice of any proposed modification, alteration, or amendment shall be given to all members, giving the substance of such modification, alteration, or amendment.

Section 2. Mail Polling:

Modification, alteration, or amendment of these *By-Laws* may also be accomplished by direct polling of the members through the mail, subject to the provisions of Article VII Section 11 of these *By-Laws*, and the following procedures and rules:

- (a) The suggested changes or additions to the *By-Laws* must be approved, prior to the taking of the poll, by a majority vote of the Executive Committee.
- (b) The request for approval sent to each member must contain the following:
 - (1) A copy of the current by-law, if any, to be modified, altered, or amended, and a copy of the by-law for which approval is sought;
 - (2) A statement from the Executive Committee that the by-law for which approval is sought has been approved by a majority vote of the Executive Committee;
 - (3) A brief discussion of issues concerning the subject by-law which may also include a statement in opposition to the approval of said by-law;
 - (4) All information required in the provisions of Article VII Section 11 (c) of these *By-Laws*.
- (c) The effective date of any such by-law change or addition shall be the date on which the results of the polling are posted.
- (d) Upon a clear showing that any of the above rules or procedures have not been followed, the Executive Committee shall order that any approval or disapproval of a by-law change or addition is void and has no force or effect.