

# **BY-LAWS OF ATLANTA ROWING CLUB, INC.**

*Adopted May 2022*

## **ARTICLE I GENERAL PROVISIONS**

**SECTION 1. NAME.** The name of the Corporation shall be “Atlanta Rowing Club, Inc.”

**SECTION 2. DEFINITIONS.** The following definitions shall be used herein:

- (a) The Corporation shall be referred to as “Club.”
- (b) The five Corporate Officers of the Club shall be referred to as “Officers.”
- (c) The Board of Directors of the Corporation shall be referred to as “Board.”
- (d) Members of the Board of the Corporation shall be referred to as “Director.”

**SECTION 3. OFFICES.** The Club may have one or more offices at such place or places within the State of Georgia as the Board may from time to time determine or as the business of the Club may require.

**SECTION 4. FISCAL YEAR.** The fiscal year of the Club shall be January 1 through December 31.

**SECTION 5. NONDISCRIMINATION.** The Club does not discriminate in its programs and/or activities on the basis of race, color, religion, sex, national origin, disability, age, marital status, citizenship, sexual orientation, gender identity or expression, or status as a veteran or disabled veteran.

## **ARTICLE II PURPOSE & MISSION**

**SECTION 1. HISTORY.** The Atlanta Rowing Club was founded in 1974 by Mr. Thomas Donohoe, at Stone Mountain Lake, Georgia, for the purpose of providing an organization to host the Southeast Intercollegiate Rowing Association regatta. In 1983, the first formal draft of the

Club's by-laws and Rules of Order were approved by the Club's Board. In 2019, a revision of the by-laws were approved by the Club's Board and membership to enable the Club to expand its community engagement programs and pursue the vision to make the Atlanta Rowing Club a premiere resource for rowing in the southeastern United States.

**SECTION 2. PURPOSE.** The purpose of the Atlanta Rowing Club is to be a non-profit organization formed and maintained to: (a) Promote the sport of rowing; (b) Teach and train oarsmen and oarswomen without discrimination (Section I.5); (c) Provide the equitable means for both recreational and competitive rowing, locally, regionally, nationally, and internationally; (d) Foster the sport of rowing in the Atlanta metropolitan area; (e) Maintain the natural beauty and ecological balance of the Chattahoochee River and surrounding area; and finally, (f) Provide a means for community and charitable involvement in the Atlanta metropolitan area.

**SECTION 3. EXEMPT ACTIVITIES LIMITATION.** The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Corporation inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation are the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation does not and will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation will not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**SECTION 4. DISTRIBUTION UPON DISSOLUTION.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the Corporation's liabilities, dispose of all the Corporation's assets in such manner as the Board of Directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, scientific or educational purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future Internal Revenue law) as the Board of Directors shall determine. Any such assets not so disposed of shall

be disposed of by the Court of proper jurisdiction of the County in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine which are organized and operated for such purpose.

## **ARTICLE III MEMBERSHIP**

**SECTION 1. MEMBERSHIP.** Applications for membership shall be subject to the approval of a simple majority of the Board. Minimal requirements include: 1) previous rowing experience, such as junior, collegiate, masters, or elite rowing; or 2) participation in a Learn to Row program. A member's age on January 1 will be used to determine the membership category for that year. There shall be voting and non-voting classes of membership. Club membership may be offered as designated by the Board under the categories described in ARTICLE III SECTIONS 1-3. All members are entitled to attend Club social activities and to receive regular Club correspondence. All members except for Associate members are entitled to store privately owned boats for a fee in Club facilities subject to availability and policies and to compete in any regatta as part of the Atlanta Rowing Club. All members except Associate and Coxswain are entitled to use Club equipment subject to Club policies and regulations. All members may exercise their right to the Club's whistle blower policy.

**SECTION 1(a). FAMILY.** Family membership is available for multiple persons of a family as designated by the Board. A family membership may be comprised of persons with any combination of voting or non-voting membership categories. Any family member from 14 through 18 years old is subject to the requirements and restrictions of the Junior membership category.

**SECTION 2. VOTING MEMBERSHIP.** Voting members shall receive one (1) vote per member and shall consist of all persons accepted into membership of the Club except for Associate, Junior and Temporary members.

**SECTION 2(a). GENERAL.** General memberships are available to persons over the age of 18 years old as designated by the Board.

**SECTION 2(b). COXSWAIN.** Coxswain membership is available without a membership fee, for persons willing to be available on a reasonable basis to be a coxswain. If a coxswain uses club equipment to row they must pay membership dues.

**SECTION 2(d). HONORARY.** Honorary membership may be granted by the Board to persons who are at least 18 years old and have been active members of the club for an extended period of time, or who have made outstanding contributions to the club and/or the sport of rowing, or for

any other outstanding contribution as deemed appropriate by the Board. Membership in this category will be offered to individuals after a nomination and an election by two-thirds vote by the Board.

**SECTION 3. NON-VOTING MEMBERSHIP.** Non-voting members shall include Associate, Junior, Temporary, and other member categories as designated from time to time by the Board.

**SECTION 3(a). ASSOCIATE.** Associate membership is available for persons who plan to attend Club meetings and social events but will not use Club equipment and facilities, except as designated by the Board.

**SECTION 3(b). JUNIOR.** Junior membership is available for persons under the age of 18 years old and is a non-voting membership. Junior members must be supervised at all times by a coach or a qualified member as designated by the Board. Junior members must meet safety standards as set forth by the Board.

**SECTION 3(c). SHORT-TERM.** Temporary membership is available for persons seeking membership six (6) consecutive months or fewer at the discretion of the Board or under other circumstances as determined by the Board where other membership is not appropriate.

**SECTION 4. FEES.** The Board shall establish fees to be paid by members. Fees may include, without limitation, initiation fees, annual membership dues, maintenance charges, boat storage fees, and assessments. A listing of fees applicable to members shall be published by the Board and shall be available to members and potential members. An initiation fee shall be levied only once during an individual's lifetime. All fees shall be paid in full no later than sixty (60) days after the date of the bill unless otherwise determined by an Officer. Any member who fails to make payment toward his or her fees within ninety (90) days after such payments are due will be considered to have resigned, and his or her membership will be terminated. A penalty fee may be assessed for late payment of any monies due to the club as determined by the Board.

**SECTION 5. ASSESSMENTS.** The Board, upon a two-thirds vote of the Board members, may determine that an annual assessment is required for the Club to meet its financial obligations. Annual assessment amounts and due dates are determined as deemed appropriate by the Board. All assessments shall be paid in full no later than sixty (60) days after the date of the bill unless otherwise determined by an Officer.

**SECTION 6. REQUIREMENT OF WAIVER OF LIABILITY TO THE CLUB.** All persons including members and non-members using Club-owned shells, launches, or other Club-owned equipment or facilities shall first have signed a liability waiver.

**SECTION 7. MEMBER OBLIGATIONS.** Members are obligated to contribute volunteer hours to maintain the Club's equipment, facilities, programs, and services and to support the Head of the Chattahoochee ® (Head of the Hooch®) regatta. The required number of hours shall be determined by the Board. Members must compensate the Club for unfulfilled hours at an hourly rate as determined by the Board.

**SECTION 8. RESIGNATION.** Any member may resign from the club by delivering a written letter to the Treasurer. No refund of Club dues or fees will be extended to members who resign except by approval of two-thirds of the Board. A member who resigns and later seeks reapplication will not be required to pay another initiation fee and shall pay any unpaid balance of previously owed membership dues and fees.

**SECTION 9. SUSPENSION AND TERMINATION.** The Board may by a two-thirds vote of the Directors present at a monthly meeting, or a special meeting of the Board called for that purpose, suspend or expel a member thirty (30) days after notice of the delinquency for nonpayment of any dues or fees, after due notice, or for conduct injurious to the Club. The Officers of the Club may, by a simple majority, vote to suspend a member whose conduct is deemed injurious to the Club until the next meeting of the Board if they determine that an immediate suspension is in the best interest of the Club. Such person shall be reported to the Board in a written statement containing the full facts of the case for consideration of the Board. The Board will provide any member whose membership is under investigation with written notice of the investigation and the reasons for the investigation. The Board will designate at least two Directors to consider and investigate allegations made against a member. The designated Directors will make a recommendation to the Board for a vote and the decision shall be provided to the person in writing clearly stating the reasons for the decision and the required steps for consideration for reinstatement if deemed appropriate by the Board.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

**SECTION 1. DEFINITION.** The members of the Board shall consist of the five Corporate Officers and the committee chairs.

**SECTION 2. QUALIFICATIONS.** Directors shall be at least 21 years of age and in good standing with the Club.

**SECTION 3. VACANCIES.** If a Director resigns his or her office, dies while in office, is removed from office, or is otherwise unable to serve out his or her term, for any reason, the Board, by a two-thirds vote will appoint a new Director at the next Board meeting to fill the vacancy.

**SECTION 4. LIMITATION OF EXPENDITURES OF FUNDS.** The Board shall have authority to expend club funds in the usual and customary operation of the Club in accordance with these by-laws. Notwithstanding any other provisions of these by-laws, any proposed expenditure in excess of \$50,000 requires the approval of the general membership by a majority of those members voting.

**SECTION 5. HIRING OF EMPLOYEES AND INDEPENDENT CONTRACTORS.** Employees and independent contractors shall be hired by a simple majority approval of the Board of Directors.

**SECTION 6. ANNUAL BUDGET.** The Board shall adopt, by a two-thirds majority vote, an annual budget, which shall be available to members upon request. Any changes to the budget, including expenditures exceeding budget amounts, require the approval of two-thirds of the Board.

**SECTION 7. COMPOSITION.** The number of Directors shall be no less than nine (9) Directors and no more than thirteen (13) Directors. The Directors shall consist of members representative of the Club's membership. No more than two (2) non-members may be appointed to the Board as a committee chair at the same time. All Directors of the Club must sign the Club's Conflict of Interest policy.

**SECTION 8. EXECUTION OF CORPORATE INSTRUMENTS.** Unless otherwise specifically determined by the Board of Directors, in a written record, or otherwise required by law, formal contracts of the Club, promissory notes, mortgages and other evidence of indebtedness of the Club, and other corporate instruments or documents shall be executed, signed or endorsed by two (2) of the Officers upon resolution of the Board by a two-thirds majority vote.

**SECTION 9. POLICIES AND PROCEDURES.** The Board shall be responsible for establishing and maintaining the Club's Policies and Procedures. Amendments to Policies and Procedures shall require a simple majority approval of the Board.

## **ARTICLE V OFFICERS**

**SECTION 1. DEFINITION.** The Officers of the Club shall consist of the President, Vice President of Program Operations, Vice President of Physical Operations, Treasurer, and Secretary.

**SECTION 2. NOMINATION.** Any member of the Club in good standing may nominate any member of the Club in good standing for an office. Nominations for office will be accepted by the Board during the first two weeks of December each year and may be made by written or electronic correspondence. The Board will notify the general membership of all nominees eligible for election and ballots will be prepared by the Board prior to the elections. Voting shall be in person, via written ballot, or via electronic ballot.

**SECTION 3. ELECTION.** Elections for office will be held annually during the second and third week of January. To be elected, an individual must win a majority of the votes cast by those members voting. When there are three or more candidates running for an office, and after voting no one candidate has a majority of the votes cast, a runoff election between the top two candidates polling the most votes will be held. Election will be by email or written ballot. Newly elected officers will assume office immediately following the conclusion of the meeting at which the election results were announced. The outgoing Officers are obligated to assist new Officers for a transition period of up to three months.

**SECTION 4. TERM.** Officers shall be elected for staggered two (2) year terms and shall be limited to two (2) consecutive terms (four (4) consecutive years) in the same office unless otherwise stated in these by-laws. The Treasurer serves a three (3) year term and may not serve for more than two (2) consecutive terms (six (6) consecutive years) as the Club's Treasurer.

**SECTION 5. VACANCIES.** If the office of the President becomes vacant, one existing officer will succeed to the position of President in the following order of succession: Vice President of Program Operations, Vice President of Physical Operations, Treasurer, Secretary. If the office of any other Officer becomes vacant, the Board may appoint an interim Officer to serve until the election of a replacement at the next regularly scheduled election of Directors.

**SECTION 6. PRESIDENT.** The President is responsible for discharging the following duties:

- (a) Presiding over general and special membership and board meetings.
- (b) Nominating the chair persons for standing committees and special committees for appointment and confirmation by the Directors.
- (c) Interpreting the by-laws and settling disputes as to the meaning of the by-laws. Appeal of any interpretation by the President may be made in writing to the Board. A two-thirds vote by the Board will be necessary to overturn an interpretation by the President.
- (d) Representing the Club in official functions with the local community, the United States Rowing Association, and with all individuals and organizations conducting business with the Club.

(e) Serving as an ex-officio member on all standing and special committees.

(f) Co-signing for the Club's bank accounts and safety deposit box, as may be required.

**SECTION 7. VICE PRESIDENT OF PROGRAM OPERATIONS.** The Vice President of Program Operations is responsible for discharging the following duties:

(a) Presiding over all general and special membership and Board meetings in the absence of the President.

(b) Presiding over standing or special committees as assigned by the President to ensure the committees' objectives are met in accordance with Club policies and safety standards.

(c) Overseeing Club operations pertaining to members and programs.

**SECTION 8. VICE PRESIDENT OF PHYSICAL OPERATIONS.** The Vice President of Physical Operations is responsible for discharging the following duties:

(a) Presiding over all general and special membership and Board meetings in the absence of the President and Vice President of Program Operations.

(b) Presiding over the standing or special committees as assigned by the President to ensure the committees' objectives are met in accordance with Club policies and safety standards.

(c) Overseeing Club operations pertaining to equipment and facilities.

**SECTION 9. TREASURER.** The Treasurer is responsible for discharging the following duties:

(a) Presiding over the Finance Committee, standing committees, and other special committees as assigned by the President to ensure the Committees' objectives are met.

(b) Depositing all funds received in the Club's checking or savings account.

(c) Paying all obligations appropriately incurred by the Club.

(d) Maintaining the Club's financial records.

(e) Maintaining administration, correspondence, and signatures with banking institutions and lenders.

(f) Overseeing the annual budget.

**SECTION 10. SECRETARY.** The Secretary is responsible for discharging the following duties:

(a) Taking minutes of Board and membership meetings and maintaining Club records except as otherwise required by the Treasurer. A copy of minutes shall be made available to any member upon request.

(b) Presiding over standing or special committees as assigned by the President to ensure that the Committees' objectives are met.

(c) Co-signing for the Club's bank accounts and safety deposit box, as may be required.

**SECTION 11. REMOVAL OF OFFICERS.** Upon the vote of two-thirds of the Board or a majority of the members of the Club eligible to vote, any officer may be recalled and his or her official capacity and responsibility terminated immediately.

## **ARTICLE VI COMMITTEES**

**SECTION 1. APPOINTMENT OF COMMITTEES.** The President shall appoint for one (1) year terms committee chairs including the three (3) committee chairs for standing committees identified herein (Article VII Sections 4 – 7) and up to five (5) additional special committee chairs, such as membership, programs, facilities, and equipment. The appointment shall be confirmed by a simple majority vote of the Officers. Officers may not themselves be appointed as a committee chair. The vote for confirmation of appointments shall be held within thirty (30) days of the election of Officers. The term for all Committee Chairs shall start immediately upon being appointed.

**SECTION 2. EXECUTIVE COMMITTEE.** The Executive Committee consists of the President, Vice President of Program Operations, Vice President of Physical Operations, Treasurer, and Secretary. The Executive Committee is responsible for the following: (a) Considering and acting on matters of importance which require action in the interim between the regularly scheduled meetings of the Board. (b) Reporting to the Board at its next meeting of any action taken. (c) Determining appropriate committees needed for the upcoming year.

**SECTION 3. SPECIAL TASK FORCES.** Special task forces may be appointed by the President or a simple majority of the Board. A special task force shall limit its activities to the accomplishment of the tasks for which it is appointed and shall have no power to act except as specifically conferred by the Board.

**SECTION 4. ADVISORY COMMITTEE.** The Advisory Committee shall be chaired by a member of the Club who is a licensed attorney in the State of Georgia and shall be responsible for the following:

- (a) Counseling and advising the Officers and Board.
- (b) Preparing and reviewing legal documents relating to the Club and its operation.
- (c) Ensuring that the Club complies with state required corporate record keeping and documentation.
- (d) Maintaining the Club's insurance policies.

**SECTION 5. FINANCE COMMITTEE.** The Finance Committee shall be chaired by a member with financial experience and shall be responsible for the following:

- (a) Developing an annual budget to be presented to the Treasurer and the Board (and available to any member upon request) not later than November 30 each year, including a comparison of expenses of the expiring year to the expiring year's budget.
- (b) Maintaining an outlook of financial performance of the Club.
- (c) Planning and executing fundraising campaigns when deemed appropriate by the Board.

**SECTION 6. HEAD OF THE HOOCH® COMMITTEE.** All trademarks, copyrights, logos, and service marks connected to the Head of the Hooch® regatta are fully owned and controlled by the Atlanta Rowing Club, Inc. The Head of the Hooch® committee shall be responsible for the following:

- (a) Developing and coordinating the annual Head of the Hooch® regatta, subject to the approval of the Board. This includes all organization functions, committee selection and committee supervision.
- (b) Coordinating and communicating with other clubs and teams regarding the Head of the Hooch® regatta.
- (c) Maintaining, updating and keeping accurate, an Operation and Implementation Manual for the Head of the Hooch® regatta, including information pertaining to vendors, partners, donors, contracts, venue layout, etc., in electronic and hard copy.

## **ARTICLE VII MEETINGS**

**SECTION 1. ANNUAL MEETING.** The annual meeting of the membership shall be held in the first month of each fiscal year, or at such other date and time as shall be determined by the Board and stated in the notice of such meeting. The purpose of the meeting shall be to report on the state of the Club, election of Officers, and such other business as may be stated in the notice of the meeting.

**SECTION 2. REGULAR BOARD MEETINGS.** The Board will conduct monthly meetings and will be responsible for discussing the Club's general business and activities in addition to its outlook and planning. Board meetings are limited to members of the Board except by proxy, invitation, or member request to be placed on the agenda.

**SECTION 3. SPECIAL MEETINGS.** Special meetings of the Board, for any purpose, may be called by the President or a majority of the Board. Special meetings of the members of the Club shall be called by the President or by the President at the request in writing of at least one-quarter of the members entitled to vote at such a meeting.

**SECTION 4. PLACE OF MEETING.** Any meeting may be held at such place within reasonable distance of Club facilities in Atlanta, Georgia as the President may determine, or the Vice President of Programs in the President's absence, and provided in the notice of meeting or in a duly executed waiver of notice.

**SECTION 5. NOTICE OF MEETING.** Written notice of a meeting by mail or e-mail stating the place, date, and hour of the meeting, and in case of a special meeting stating the purpose for which the meeting is called, shall be given to each member entitled to vote at such a meeting, not less than seven (7) or more than thirty (30) days before the date of the meeting.

**SECTION 6. ELIGIBILITY TO VOTE.** Members entitled to vote at any meeting or ballot shall include all persons who are members of record at least thirty (30) days prior to the meeting or action requiring determination of members.

**SECTION 7. QUORUM.** Voting at meetings will be conducted orally, by written ballot, by electronic ballot, or by the customary tradition of raising the right hand.

**SECTION 7(a). QUORUM OF THE MEMBERS.** One-fifth of all members entitled to vote, present in person, represented by proxy registered with the Club's Secretary, or by electronic vote, shall constitute a quorum and the act of the majority of the members, then present or voting electronically, shall constitute an act of the members.

**SECTION 7(b). QUORUM OF THE BOARD.** A simple majority of the Board will constitute a quorum and a simple majority of the quorum is required to pass or reject any item of business before the Board at its regular or special meetings, except as otherwise provided in these by-laws. Voting may be conducted by phone where appropriate and supervised by the President.

**SECTION 8. PROXY.** Members not able to attend a meeting in person shall have the right to vote on matters to be voted on at the meeting by written proxy given to another member who attends the meeting at least 2 hours prior to the meeting and as registered via written or electronic notice to the Club's Secretary. Board members not able to attend a Board meeting in person shall have the right to vote on matters to be voted on at the meeting by written proxy given to another Board member who attends the meeting prior to the meeting or by email to the Secretary of the Club. Assistants and other committee members are not entitled to a vote unless they are acting as proxy.

**SECTION 9. ACTION BY WRITTEN CONSENT.** Unless otherwise provided in the Articles of Incorporation or these by-laws, any action required to be taken at an annual or special meeting of the members, or any action that may be taken at any annual or special meeting of the members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken shall be signed by a two-thirds majority of the members entitled to vote thereon.

## **ARTICLE VIII CONFLICT OF INTEREST**

**SECTION 1. INTERESTED PERSON.** Any Director, Officer, or member of a committee with Board delegated powers, who has a direct or indirect financial interest or other benefit, as defined in the Club's Conflict of Interest Policy is an interested person.

**SECTION 2. DUTY TO DISCLOSE.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of any financial interest or other benefit and be given the opportunity to disclose all material facts to the Board or Executive Committee as described in the Club's Conflict of Interest Policy.

## **ARTICLE IX INDEMNIFICATION**

**SECTION 1. GENERAL.** The Club may, at the sole discretion of the Board, indemnify such persons acting in an official capacity on behalf of the Club or under other circumstances or

different circumstances as the Board shall deem appropriate as long as the Board reasonably believes such indemnification to be in the best interests of the Club.

**SECTION 2. ADVANCEMENT OF EXPENSES.** If a person acting in his or her official capacity on behalf of the Club and by the request of the Club is made or threatened to be made a party to a legal proceeding by or in the right of the Club, the Board may, in its discretion, make payment or reimbursement of reasonable expenses, including attorney's fees and disbursements, incurred by the person in advance of the final disposition of the proceeding, upon receipt by the Club of a written affirmation by the person of good faith belief that the criteria for indemnification described in ARTICLE IX SECTION 1 above have been satisfied and a written undertaking by the person to repay the amounts paid or reimbursed by the Club if it is determined that the criteria for indemnification have not been satisfied; and after a determination that the facts then known to those making of the determination would not preclude indemnification that the facts then known to those making the determination would not preclude indemnification under this section. The written undertaking is an unlimited general obligation of the person making it but need not be secured and must be accepted without reference to financial ability to make the repayment.

## **ARTICLE X IN-EFFECT**

**SECTION 1. IN-EFFECT.** The terms of these by-laws will take effect immediately following approval by the Club's membership unless otherwise stated in Article X.

**SECTION 2. OFFICERS.** The staggering of elected Officers of the Club shall initially occur such that two Officers of the President, Vice President of Program Operations, Vice President of Physical Operations, and Secretary are elected in the first year and two serve an additional year.

**SECTION 3. COMMITTEE CHAIRS.** Appointment of new Committee Chairs to fulfill those positions described herein shall occur during and following the first election following approval and adoption of these bylaws.

## **ARTICLE XI AMENDMENTS**

**SECTION 1. APPROVAL.** Amendments of Club by-laws may only be made with the approval of two-thirds of the Board and the approval of a majority of those members voting. Amendments must follow the Mission and Vision of the Club, be in compliance with the Articles of

Incorporation, and not violate the status of the Club in relation to Section 501(c)(4) of the Internal Revenue Code.

**SECTION 2. PROCEDURE.** The Board must approve the final written form of any amendment by a two-thirds majority. After such Board approval, the Board shall hold an election recommending that the membership approve the amendment no less than ten (10) days after the amendment is made available to the Club's members and following notice of the proposed amendment posted at the Club in at least two locations visible to active members, and provided electronically to all members eligible to vote. Voting may be conducted by written vote or e-mail or meeting. A majority of those members voting is required for approval. The President shall notify the membership of the results of the voting and, if the requisite approval is given, shall implement such changes as are required in accordance with the amendment.