

1 **Article I. Name.**

2 The name of this organization shall be the "Lewis and Clark Radio Club Inc." (the Club).

3 **Article II. Purpose.**

4 The Club is organized and shall be operated exclusively for charitable, educational, and  
5 scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code  
6 and the Illinois General Not For Profit Corporation Act.

7 In furtherance of those purposes, the Club may:

- 8 1. Provide education, training, testing, mentoring, and instructional support to individuals  
9 seeking licensure as amateur radio operators, and promote knowledge of radio science,  
10 electronics, communications technology, and electromagnetic theory;
- 11 2. Provide communications support for charitable, educational, civic, and public-service  
12 activities and events that further the public benefit;
- 13 3. Support emergency preparedness, disaster response, and emergency communications  
14 during natural disasters, severe weather events, infrastructure failures, and other  
15 emergencies affecting the public;
- 16 4. Provide licensed trained radio operators for weather observation, severe weather  
17 reporting, and communications support in cooperation with public agencies such as the  
18 National Weather Service and other emergency response organizations;
- 19 5. Establish, maintain, and operate communications equipment, repeater systems, and  
20 related infrastructure in support of the Club's exempt educational and public-service  
21 purposes;
- 22 6. Conduct drills, exercises, demonstrations, and training events to improve technical skill,  
23 communications readiness, and emergency preparedness;
- 24 7. Promote amateur radio as a public educational resource and encourage the  
25 advancement of technical knowledge and communications skills for public benefit.

26 No purpose of the Club shall be carried on for private gain or for the primary benefit of its  
27 members.

## 28 **Article III. Membership.**

### 29 **Section 1. Eligibility.**

30 Any person who is interested in amateur radio, communications theory, emergency  
31 communications or electronics in general is eligible for membership.

### 32 **Section 2. Memberships.**

33 A. Membership shall be by application in writing on forms as provided by the Board.

### 34 **Section 3. Membership Dues.**

- 35 A. Membership dues are payable yearly, on or before the 31<sup>st</sup> of December.  
36 B. Dues may be set by a simple majority of the votes cast at any regular membership  
37 meeting.  
38 C. Dues may be waived for up to one (1) year for those receiving their initial Amateur  
39 Radio license through the Club's VE testing service.

### 40 **Section 4. Rights of Membership.**

- 41 A. Each member in good standing shall be eligible to cast one (1) vote in proceedings  
42 allowed by these herein.  
43 B. Members may serve on committees, panels or commissions as appointed by the Board.

### 44 **Section 5. Resignation or Termination of Membership.**

- 45 A. Any member may resign their membership by providing written or email notice to the  
46 Secretary.  
47 B. Resigned or terminated membership dues are not refundable.  
48 C. Resignation or termination of membership does not relieve the member of any charges  
49 or obligations previously accrued.  
50 D. Resigned members in good standing may be re-admitted subject to re-application per  
51 III.2 (Memberships) herein.  
52 E. Membership shall be terminated for any member in arrears after December 31 of the  
53 prior year. The Board of Directors, may, by simple majority vote of the Board member's  
54 votes cast, provide a grace period of no more than 90 days to any members in arrears,  
55 on a case by case basis. Members in arrears shall not be eligible to vote in any club  
56 matters.  
57 F. Membership may be terminated for, in addition to III.5.E (members in arrears), the  
58 following reasons:  
59 a. Willful and repeated violation of FCC rules and regulations,  
60 b. Violation of state or federal laws,  
61 c. Conduct that interferes with the peaceful and orderly conduct of club activities.

- 62 G. Proposal for termination may be made by a simple majority of the votes cast by the  
63 board at any board meeting, or the membership at any membership meeting, or by a  
64 written petition of 20% or more of the membership. Said petition shall be delivered to  
65 any member of the board.
- 66 H. Notice of proposed termination of membership shall be provided to the named member  
67 and the membership in writing. Said notice shall list the complaint, and the proposed  
68 date and time for the membership to vote on termination. Said notice shall be  
69 delivered to the member in writing and to the membership via mail or electronic means  
70 at least seven (7) days prior to the proposed meeting date.
- 71 I. The named member shall be afforded the opportunity to address the complaint before  
72 the membership prior to the vote at the date and time specified in the notice.
- 73 J. Termination shall be by a two-thirds (2/3) majority of the votes cast at the specified  
74 meeting time and date.
- 75 K. Terminated members may re-apply for membership after 1 (one) year. The re-  
76 application must be approved by the Board.

## 77 **Article IV. Membership Meetings.**

### 78 **Section 1. Regular Membership Meetings.**

79 The Board shall establish regularly scheduled meetings of the general membership, at a  
80 place and time as determined by the Board.

### 81 **Section 2. Special Membership Meetings.**

- 82 A. A Special Meeting of the general membership may be called by a simple majority of the  
83 votes cast at a Board meeting, or by a majority vote of the votes cast at a general  
84 membership meeting.
- 85 B. A special Meeting may be called by written petition of 20% or more of the membership  
86 in good standing. The petition shall be presented to any board member.
- 87 C. Special Meetings shall be announced by the President or other officer directed by the  
88 membership vote or petition.
- 89 D. Special meetings shall be held within 30 days of a vote call or petition delivery, at a  
90 place and time determined by the Board.
- 91 E. The membership shall be notified in writing or via electronic means at least 15 days  
92 prior to the scheduled meeting date.

### 93 **Section 3. Membership Meeting Quorum.**

- 94 A. A quorum at any Regular or Special meeting of the general membership shall consist of  
95 twenty (20) percent of the membership eligible to vote.

**96 Section 4. Voting.****97 A. General Meeting Votes.**

98 Voting shall, unless specified otherwise, be by a simple majority of the votes cast.

**99 B. Voting by proxy shall be allowed.**

100 a. Voting by proxy shall be in writing, for a specified issue, and proxy shall expire  
101 upon completion of the vote.

102 b. Written proxy votes shall be delivered to the secretary prior to the start of the  
103 meeting.

104 c. Proxy votes must be signed by the member in order to be counted.

**105 C. Referendum Votes.**

106 a. A referendum vote may be called on any question at the request of the Board of  
107 Directors, or by petition of 20% of the membership in good standing.

108 b. Referendum votes shall be conducted by mail.

109 c. A referendum shall be declared passed upon a 2/3 majority of the votes cast and  
110 received within 15 days of the mailing, provided at least 20% of the membership  
111 cast votes.

**112 D. Good Standing**

113 Members must be in good standing, and not in arrears to vote in any matter.

**114 Article V. Board of Directors.****115 Section 1. General Powers and Duties.**

116 A. The affairs of the Club shall be managed and governed by the Board of Directors  
117 (Board).

118 B. The Board shall have control of and be responsible for the management of the property  
119 of the Club.

120 C. The Board shall exercise supervision over all matters pertaining to real property, except  
121 the acquisition, transfer, sale or encumbrance of any real property shall be subject to  
122 referendum vote, conducted as provided herein.

**123 Section 2. Offices Defined.**

124 A. The offices of the Board shall be the President, Vice President, Secretary, and Treasurer.

125 B. The Board shall consist of the 4 officers, the Corporate Trustee, and the Director(s) at  
126 Large.

127 C. The duties of board members listed herein are not all inclusive, and may be modified by  
128 assignment by the Board.

**129 Section 3. President.**

130 A. The President shall preside at all Board and Membership meetings and conduct the  
131 meetings per the rules and procedures adopted herein.

- 132 B. The President shall appoint all committee chairs.  
133 C. The President shall be an ex officio member of all committees.  
134 D. The President shall sign all official documents that are adopted by the Club, and none  
135 other.  
136 E. The President shall ensure a financial audit is performed for the fiscal year, and the  
137 results made available at the second regular meeting of the following fiscal year.

138 **Section 4. Vice President.**

- 139 A. The Vice President shall be vested with all the powers of and perform the duties of the  
140 President during the President's absence.  
141 B. The Vice President shall serve as property manager for all club property. An inventory  
142 of all club property, including but not limited to radios, repeaters and associated  
143 equipment shall be maintained. Said inventory shall record the location,  
144 status/condition and purchase price (if known) of the club property.

145 **Section 5. Secretary.**

- 146 A. The Secretary shall keep a record of the proceedings of all club meetings.  
147 B. The Secretary shall ensure the membership roster and membership status is current  
148 and complete.  
149 C. The Secretary shall submit all membership applications.  
150 D. The Secretary shall ensure the transfer of all records and items to his/her successor at  
151 the completion of term.  
152 E. The Secretary shall conduct all official Club correspondence.

153 **Section 6. Treasurer.**

- 154 A. The Treasurer shall act as custodian of all funds of the Club.  
155 B. The Treasurer shall maintain all accounting records and pay all just claims as authorized  
156 by the Board of Directors.  
157 C. The Treasurer shall invest or deposit all monies received in the name of the Club as  
158 authorized by the Board of Directors.  
159 D. The Treasurer shall prepare and present a Treasurer's report at each regular meeting of  
160 the membership and of the Board of Directors.  
161 E. The Treasurer shall ensure that all state and federal filings occur as required.  
162 F. The Treasurer shall prepare and make available an annual financial statement conveying  
163 the annual income, expenses and current cash on hand of the Club at the second regular  
164 meeting of the following fiscal year as defined in Article XIV.  
165 G. The Treasurer shall ensure the transfer of all records and items to his/her successor at  
166 the completion of term.  
167 H. The Treasurer shall provide and preserve all records and information necessary to  
168 ensure proper state and federal filings.

**169 Section 7. Corporate Trustee.**

- 170 A. The Corporate Trustee shall be the Club's State of Illinois Registered Agent, and  
171 administer all business as required between the corporation and the State of Illinois.  
172 B. The Corporate Trustee shall assume all other duties and rights as a Director at Large  
173 under Section 8 herein.  
174 C. The Corporate Trustee shall maintain records and copies of all transactions, and shall  
175 ensure their transfer to his/her successor.

**176 Section 8. Directors at Large.**

- 177 A. Directors at Large (not holding office) shall perform duties that may be assigned by the  
178 Board and shall not obligate or expend funds without securing the approval of the  
179 Board.

**180 Section 9. Election of Directors.**

- 181 A. Board members shall be nominated at the general membership meeting in October.  
182 B. Election of Board members shall take place at the general membership meeting in  
183 November.  
184 C. If multiple candidates are nominated for the same position, voting shall be by secret  
185 ballot for that position.  
186 D. Election shall be by a majority vote of the votes cast, provided that a quorum of the  
187 membership is present.  
188 E. Officers and Directors may succeed themselves, for an unlimited number of terms.

**189 Section 10. Number, Tenure, and Requirements.**

- 190 A. Director terms shall be two (2) years for officers. The Corporate Trustee shall serve  
191 until resignation, vacation, or removal by a two thirds (2/3) vote of the membership  
192 votes cast. The Director(s) at Large shall serve one (1) year terms.  
193 B. The President and Treasurer terms shall expire in odd years, and the Vice President and  
194 Secretary terms shall expire in even years.  
195 C. The Directors shall, at the beginning of the next calendar year, enter upon the  
196 performance of their duties, and shall continue in the performance of their duties until  
197 their successors be duly elected and qualified, or they be removed from office.  
198 D. Each Director shall be a member in good standing of the Club, and at least 18 years of  
199 age.  
200 E. The Board may recommend to the membership to increase or decrease the number of  
201 directors at large as needed, from a minimum of zero (0) to a maximum of five (5).

202 **Section 11. Meetings of the Board.**

- 203 A. Meetings of the Board may be called by the President, or by any two Directors.  
204 B. Notice shall be provided to all Board members of any meeting called.

205 **Section 13. Board of Directors Quorum and Votes.**

- 206 A. The presence of the majority of current elected Directors including at least two (2)  
207 officers, either in person or remotely via electronic means, shall be necessary to  
208 constitute a quorum for the transaction of Club business.  
209 B. The act of a majority of the Directors present at a meeting at which a quorum exists  
210 shall be the act of the Board, unless the act of a greater number is required by law or  
211 herein.  
212 C. A simple majority of the votes cast is required for passage of Board matters, unless  
213 otherwise specified herein.  
214 D. In matters of urgency, a vote or item approval may be accomplished by securing  
215 affirmative responses from a majority of the Board members, in person or via electronic  
216 means. A record of the date, purpose, directors contacted, and their vote shall be  
217 submitted to the Secretary.

218 **Section 14. Director Vacancies.**

- 219 A. Notice by mail or electronic means of the intent to fill a vacancy shall be provide to the  
220 membership at least 7 days prior to the meeting at which the election shall be held.  
221 B. Vacancies of office shall be filled by a majority vote of the membership votes cast,  
222 provided a quorum of the membership is present.  
223 C. The vacancy shall be filled at the next regular meeting of the membership following the  
224 notice of the vacancy.  
225 D. The person(s) so elected shall serve the remainder of the vacated term.

226 **Section 15. Removal.**

- 227 A. A Director may be removed from the Board, for cause or no cause.  
228 B. Proposal for removal of a director may be made by a simple majority of the votes cast of  
229 the board at any board meeting, or the membership at any membership meeting.  
230 Upon proposal for removal, said director's responsibilities and privileges shall be  
231 suspended until completion of a vote for removal.  
232 C. Notice of proposed removal shall be provided to the named director and to the  
233 membership. Said notice shall list the complaint, and the proposed date and time for  
234 the membership to vote on removal. Said notice shall be delivered to the member in  
235 writing and to the membership via mail or electronic means at least seven (7) days prior  
236 to the proposed meeting date.

- 237 D. The named member shall be afforded the opportunity to address the complaint before  
238 the membership prior to the vote at the date and time specified in the notice.  
239 E. Removal shall be by a two-thirds (2/3) majority of the votes cast at the specified  
240 meeting time and date.

#### 241 **Section 16. Confidentiality.**

- 242 A. Directors shall not discuss or disclose information about the Club or its activities to any  
243 person or entity unless such information is already public knowledge, such person or  
244 entity has a need to know, or the disclosure of such information is in furtherance of the  
245 Club's purpose or interest, or can reasonably be expected to benefit the Club.  
246 B. Directors shall use discretion and good business judgement in discussing Club affairs  
247 with third parties.  
248 C. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the  
249 purposes and functions of the Club, including but not limited to accounts on deposit in  
250 financial institutions.  
251 D. Each Director shall affirm their acceptance of this confidentiality agreement upon being  
252 voted onto and accepting appointment to the Board. Each affirmation shall be  
253 recorded in the meeting minutes of the meeting at which said affirmations are made.

#### 254 **Section 17. Ethics.**

- 255 A. Each Director shall conduct himself or herself in a manner that reflects positively on the  
256 Club.  
257 B. Each Director shall abide by and honor the decisions of the Board as a whole.

#### 258 **Article VI. Indemnification and Reimbursement.**

259 Each director, officer, or former director or officer of the Club, and their legal  
260 representatives, shall be indemnified by the Club against liabilities, expenses, counsel fees  
261 and costs reasonably incurred in connection with, or arising out of, any action suit,  
262 proceeding or claim in which he or she is made a party by reason of being or having been,  
263 such director or officer, provided that in no case shall the Club indemnify such director or  
264 officer with respect to any matters as to which he or she shall be finally adjudged in any  
265 such action, suit or proceeding to have been liable for negligence or misconduct in the  
266 performance of his or her duties as such director or officer. The indemnification herein  
267 provided for, however, shall apply also in respect of any amount paid in compromise of any  
268 such action, suit, proceeding or claim asserted against such director or officer (including  
269 expenses, counsel and costs reasonably incurred in connection therewith,) provided the  
270 Board of Directors shall have first approved any proposed settlement and determined that  
271 the Director or Officer involved was not guilty of negligence or misconduct, but in taking  
272 such action any director involved shall not be qualified to vote thereon, and if, for this  
273 reason, a quorum of the Board cannot be obtained to vote on such matter it shall be

274 determined by a committee of three (3) persons appointed by members of the Club at a  
275 duly called, stated meeting or at a regular meeting. In determining whether or not a  
276 Director or Officer was guilty of negligence or misconduct in relation to any such matters,  
277 the Board of Directors or committee appointed by members or the Club, as the case shall  
278 be, may rely conclusively upon an opinion of independent legal counsel selected by such  
279 Board or committee. The right to indemnification herein provided shall not be exclusive of  
280 any other rights to which such director or officer may be lawfully entitled. The Club shall  
281 obtain insurance protection for liabilities of the Club and its directors and officers.

## 282 **Article VII. Staff.**

### 283 **Section 1. Hiring, Wages and Termination.**

- 284 A. The Board may hire staff personnel as needed.
- 285 B. Employment may be on an hourly basis, or contracted per job.
- 286 C. The Board may set hourly wages as deemed appropriate, subject to Illinois Minimum  
287 Wage laws.
- 288 D. Staff may be terminated at any time, for cause, or no cause.

## 289 **Article VIII. Advisory Panels.**

- 290 A. Advisory Panels may be created, whose members shall be appointed by the Board  
291 annually, but shall have no duties, voting privileges, nor obligations to attend any  
292 regular meetings of the Board.
- 293 B. Advisory Panels shall include at minimum one (1) Board member, and may consist of  
294 Club members and non-members.
- 295 C. Advisory Panel members may attend Board meetings at the invitation of any Director.
- 296 D. Members of the Advisory panel shall possess the desire to serve the community and to  
297 support the work of the Club by providing expertise and professional knowledge.
- 298 E. Members of an Advisory panel may be removed from the panel for cause or no cause by  
299 a majority vote of the Board, with or without prior notice.
- 300 F. Members of the Advisory Panel shall comply with both of the Confidentiality and Ethics  
301 clauses herein, substituting the word Advisor for Director.

## 302 **Article IX. Conflict of Interest.**

### 303 **Section 1. Purpose.**

304 The purpose of the conflict of interest policy is to protect the Club's interest when entering  
305 into an arrangement or transaction that might benefit the private interest of a Director of  
306 the Club, or might result in an unfair arrangement or transaction. This policy is intended to  
307 supplement, not replace any state or federal laws governing conflict of interest applicable  
308 to Illinois non-profit organizations.

**309 Section 2. Definitions.**

- 310 A. Interested Person. Any Director or committee member who has a direct or indirect  
311 financial interest as defined below, is an interested party.
- 312 B. Financial Interest. A person has a financial interest if the person has, directly or  
313 indirectly, through business, family or investment:
- 314 a. An ownership or investment interest in any entity with which the Club has a  
315 transaction or arrangement.
- 316 b. A compensation arrangement with the Club or with any entity or individual with  
317 which the Club has a transaction or arrangement.
- 318 c. A potential ownership or investment interest in, or compensation arrangement  
319 with any entity or individual with which the Club is negotiating a transaction or  
320 arrangement.
- 321 C. Compensation. Direct or indirect remuneration as well as gifts or favors that are not  
322 insubstantial.
- 323 D. A financial interest is not necessarily a conflict of interest. A person who has a financial  
324 interest may have a conflict of interest only if the Board or committee decides that a  
325 conflict exists.

**326 Section 3. Procedures.**

- 327 A. Duty to Disclose. In connection with any actual or potential conflict of interest, an  
328 interested person must disclose the existence of the financial interest and be given the  
329 opportunity to disclose all material facts to the Directors or committee members  
330 considering the proposed transaction or arrangement.
- 331 B. Determination of Conflict of Interest. After disclosure of the financial interest and all  
332 material facts, and after any discussions with the interested person, he/she shall leave  
333 the proceedings while the determination of a conflict of interest is discussed and voted  
334 upon. The remaining board or committee members shall decide if a conflict of interest  
335 exists.
- 336 C. Addressing a Conflict of Interest.
- 337 a. An interested person may make a presentation at the Board or committee  
338 meeting, but after the presentation, he/she shall leave the proceeding during  
339 the discussion of, and vote on, the transaction or arrangement involving the  
340 possible conflict of interest.
- 341 b. The President or presiding officer of the Board or committee chair, may appoint  
342 a disinterested person or committee to investigate alternatives to the proposed  
343 transaction or arrangement.
- 344 c. After exercising due diligence, the Board or committee shall determine whether  
345 the Club can obtain with reasonable efforts a more advantageous transaction or  
346 agreement from a person or entity with which no conflict of interest would exist.

347 d. If a more advantageous transaction or arrangement is not reasonably possible  
348 under circumstances not producing a conflict of interest, the Board or  
349 committee shall determine by a majority vote of the votes present and voting  
350 (excluding the interested person), whether the arrangement or transaction is in  
351 the Club's best interest, for its own benefit, and whether it is fair and  
352 reasonable. In conformity with the above determination, it shall make its  
353 decision as to whether to enter into the transaction or arrangement.

354 D. Violations of the Conflict of Interest Policy.

355 a. If the Board or committee has reasonable cause to believe a member has failed  
356 to disclose actual or possible conflict of interest, it shall inform the member of  
357 the basis for such a belief and afford the member an opportunity to explain the  
358 alleged failure to disclose.

359 b. If, after hearing the member's response, and after making further investigations  
360 as warranted by the circumstances, the Board or committee determines the  
361 member has failed to disclose an actual or possible conflict of interest, it shall  
362 take appropriate corrective and disciplinary action.

363 E. Recordings of Proceedings.

364 a. The Board or committee shall maintain records consisting of the names or the  
365 persons who disclosed or otherwise were found to have a financial interest in  
366 connection with an actual or possible conflict of interest, the nature of the  
367 financial interest, any action taken to determine whether a conflict of interest  
368 was present, the Board or committee decision as to whether a conflict of interest  
369 in fact existed.

370 b. The names of the persons who were present for the discussions and votes  
371 relating to the transaction or arrangement, the content of the discussion,  
372 including any alternatives considered, and a record of any votes taken in  
373 connection with the proceedings.

374 **Section 4. Conflict of Interest Affirmation.**

375 Each Director, or member of a committee with Board delegated powers, shall affirm that  
376 such person:

377 A. Has received a copy of the conflict of interest policy.

378 B. Has read and understands the policy.

379 C. Has agreed to comply with the policy.

380 Each Director or said committee member shall affirm their acceptance of this conflict of  
381 interest policy upon being voted onto and accepting appointment to the Board or  
382 committee. Each affirmation shall be recorded in the meeting minutes of the meeting at  
383 which said affirmations are made.

**384 Section 5. Private Benefit and Inurement.**

- 385 A. No part of the net earnings of the Club shall inure to the benefit of, or be distributable  
386 to, its members, directors, officers, committee members, or other private persons,  
387 except that the Club shall be authorized and empowered to pay reasonable  
388 compensation for services rendered and to make payments and distributions in  
389 furtherance of the purposes set forth in Article II.
- 390 B. No person in a position to exercise substantial influence over the affairs of the Club shall  
391 receive any direct or indirect private benefit from the Club except as permitted by law  
392 and consistent with the Club's exempt purposes.
- 393 C. Any transaction involving a potential financial interest shall be subject to the conflict of  
394 interest provisions of this Article.

**395 Section 6. Political and Legislative Activities.**

396 No substantial part of the activities of the Club shall consist of carrying on propaganda, or  
397 otherwise attempting to influence legislation, except as permitted under Section 501(c)(3)  
398 of the Internal Revenue Code. The Club shall not participate in, or intervene in (including  
399 the publishing or distribution of statements), any political campaign on behalf of or in  
400 opposition to any candidate for public office.

**401 Section 7. Internal Revenue Code Compliance.**

402 Notwithstanding any other provision of these Bylaws, the Club shall not carry on any  
403 activities not permitted to be carried on:

- 404 A. by an organization exempt from federal income tax under Section 501(c)(3) of the  
405 Internal Revenue Code (or corresponding section of any future federal tax law); or
- 406 B. by an organization, contributions to which are deductible under Section 170(c)(2) of the  
407 Internal Revenue Code (or corresponding section of any future federal tax law).

**408 Article X. Fiduciary.****409 Section 1. Competitive Bids.**

- 410 A. The Board shall attempt to obtain two or more bids for any commitments in excess of  
411 \$2,500.00.
- 412 B. If, after reasonable effort is made to secure multiple bids, no second bid be available, a  
413 single source award may be made.
- 414 C. Award of a bid may be made based on any factor(s); lowest price need not be the  
415 determining factor.
- 416 D. All awards shall be approved by a majority vote of the Board.

417 **Section 2. High Value Expenditures.**

418 No Director, committee member, or other Club representative shall make any expenditure  
419 in excess of \$100.00 without consent of the President or Treasurer, with the exception of  
420 payment of just and valid expenses by the Treasurer.

421 **ARTICLE XI. Parliamentary Procedure.**

422 All meetings shall be conducted according to Robert's Rules of Order Newly Revised (latest  
423 edition), except where inconsistent with these Bylaws or applicable law.

424 **ARTICLE XII. Amendments.**

- 425 A. Any motion to amend, revise, or repeal the bylaws shall be presented in writing at a  
426 regular meeting of the membership or Board of Directors.
- 427 B. The proposed amendment or motion shall be read when presented, and then made  
428 available by notice, either mail or via electronic means, to the membership.
- 429 C. At the next regular or called special meeting of the membership, the amendment(s)  
430 shall be opened for discussion, modification and/or vote.
- 431 D. At least 7 days shall elapse between distribution of the proposed amendment and the  
432 meeting at which it is considered for adoption.
- 433 E. A two thirds (2/3) majority of the votes present shall be required for the amendment(s),  
434 revisions(s) or repeal(s) to be adopted.

435 **ARTICLE XIII. Dissolution.**

436 Upon dissolution of the Club, assets shall be distributed exclusively for one or more exempt  
437 purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be  
438 distributed to the federal government, or to a state or local government, for a public  
439 purpose.

440 Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction  
441 in the county in which the principal office of the Club is then located, exclusively for such  
442 purposes.

443 **Article XIV. Fiscal Year.**

444 **Section 1. Term.**

445 The Fiscal Year of the corporation shall be January 1 to December 31 inclusive.

446 **Section 2. Reports.**

447 A. An audit, and an annual report of the preceding year’s financial status shall be prepared  
448 and presented at the second regular meeting following the close of the preceding fiscal  
449 year.

450 B. The annual audit of club finances shall be performed at the end of the fiscal year. The  
451 auditor(s) shall be board appointed, but shall not include any board members. The audit  
452 shall be completed by and the results presented at the second regular board meeting of  
453 the following fiscal year. The audit results shall be included in the financial statement  
454 per Article V.6.F.

455 **Article XV. Effective Date.**

456 These Bylaws shall become effective immediately upon adoption by the Membership in  
457 accordance with the voting requirements set forth herein.

458

459

460 Adopted this \_\_\_\_ day of \_\_\_\_.

461 Amended:

