**Bylaws Committee Report**

**Aug. 20, 2025**

Given a final review of the bylaws proposal, the committee recommends the following changes:

**1. Section 5.2**

Current proposal:

Transfers to a Regular Membership by Former Regular Members. If a former Regular Member elects to transfer back to a Regular Membership, the Member may apply to do so without additional payment of initiation fees, or being placed on the Regular class waiting list. Such transfer requires Board approval, which may be given or withheld in its sole discretion.

Recommended new language:

Transfers to a Regular Membership by Former Regular Members. If a former Regular Member elects to transfer back to a Regular Membership, the Member may apply to do so without additional payment of initiation fees, or being placed on the Regular class waiting list ***unless the Regular Cap is met or exceeded, as defined in Section 3.2.*** Such transfer requires Board approval, which may be given or withheld in its sole discretion.

The revised version adds "unless the Regular Cap is met or exceeded, as defined in Section 3.2" because §3.2 states only intermediates cannot be counted against the waiting list. The proposed language just helps the provisions work together.

**2. Section 10.7(l)**

Current proposal:

To interpret the By-Laws, or any provision herein, and its decision shall be final and binding, except as otherwise provided by law, the Articles of Incorporation ***and these By-Laws***. Pronouns in these By-Laws shall be deemed to refer to the masculine, feminine, neuter, singular or plural as the identity of the person or persons referred to may require.

Recommended new language:

To interpret the By-Laws, or any provision herein, and its decision shall be final and binding, except as otherwise provided by law ***or*** the Articles of Incorporation. Pronouns in these By-Laws shall be deemed to refer to the masculine, feminine, neuter, singular or plural as the identity of the person or persons referred to may require.

The recommended new language deletes "and these bylaws" for the first sentence. It is seems to be circular logic to say the board interprets the bylaws but it can’t violate the bylaws by doing so.

**3. Section 13.2(a)**

Current proposal:

Membership Committee. There shall be a Membership Committee appointed by the President with approval of the Board, whose duty it shall be to investigate and report to the Board upon candidates for membership in the Club. The Committee shall be composed of a minimum of six (6) members. The 1st Vice President of the Club shall be the Committee Chair, unless otherwise decided by the board, and the 2nd Vice President, if appointed to the Committee, shall be the Vice Chair. The other four (4) members of the Committee shall be appointed by the President for a term of four (4) years on a staggered basis.

Recommended new language:

Membership Committee. There shall be a Membership Committee appointed by the President with approval of the Board, whose duty it shall be to investigate and report to the Board upon candidates for membership in the Club. The Committee shall be composed of a minimum of six (6) members. The 1st Vice President of the Club shall be the Committee Chair, unless otherwise decided by the board, and the 2nd Vice President, if appointed to the Committee, shall be the Vice Chair. The other four (4) ***or more*** members of the Committee shall be appointed by the President for a term of four (4) years on a staggered basis.

The recommended new language adds "or more" members to the last sentence of the provision. Because the proposal allows more than four appointed members, then this language should be included.

**4. Section 13.2(b)**

Current proposal:

The Budget & Finance Committee. The Budget & Finance Committee (1) ***shall be comprised of six,* *including the Treasurer of the Club,* *members each of whom shall serve for five years on a staggered basis*** (2) shall be responsible for the preparation and determination of the budget, both operating and capital, for all operations (3) shall set up procedures for the revision (increase or reduction) of the budget as may be required and (4) shall set up proper accounting controls so as to give full effect to the budget; all subject however to the approval of the Board.

Recommended new language:

The Budget & Finance Committee. The Budget & Finance Committee (1) ***shall be comprised of the Treasurer of the Club and five other members who shall each serve for five years on a staggered basis*** ;(2) shall be responsible for the preparation and determination of the budget, both operating and capital, for all operations; (3) shall set up procedures for the revision (increase or reduction) of the budget as may be required; and (4) shall set up proper accounting controls so as to give full effect to the budget; all subject however to the approval of the Board.

The recommended new language alters the wording of (1) to make the provision make a little more sense.

**5. Section 13.2(d)**

Current proposal:

The Employee Compensation & Benefit Committee. The Chair of the Employee Compensation & Benefits Committee shall be appointed from the membership of the Club and they shall not become a member of the Board.

Recommended new language:

The Employee Compensation & Benefit Committee. The Chair of the Employee Compensation & Benefits Committee shall be appointed from the membership of the Club and they shall not ***be or***become a member of the Board.

The recommended new language adds "be or" to the provision. This would appear to address the intent of the provision and perhaps close any loophole of a serving director serving as chair.

**6. Section 14.8**

Current proposal:

Proxies. A voting member in good standing may be represented at any meeting of the voting membership by any other voting member in good standing by a written proxy or power of authority filed with the Secretary. All acts done under such power shall be held to be the personal acts of the voting member by whom such power was given. Unless limited by its terms such authority may continue in effect until notice of its revocation shall be filed in writing with the Secretary. No person other than a voting member of the Club in good standing shall be entitled to act as a proxy or attorney for another voting member. In elections no person may hold or vote proxies or powers for more than two other voting members.

Recommended new language:

Section 14.8 Proxies. A voting member in good standing may be represented at any meeting of the voting membership by any other voting member in good standing by a written proxy or power of authority filed with the Secretary. All acts done under such power shall be held to be the personal acts of the voting member by whom such power was given. Unless limited by its terms such authority may continue in effect until notice of its revocation shall be filed in writing with the Secretary ***but not more than one year.*** No person other than a voting member of the Club in good standing shall be entitled to act as a proxy or attorney for another voting member. In elections no person may hold or vote proxies or powers for more than two other voting members.

The recommended new language adds "but such proxy shall not be valid for more than one year". In absence of this, proxies last into perpetuity and the club must keep track of these.