

**THE RAPID CITY LIONS CLUB
(RAPID CITY DOWNTOWN LIONS CLUB)**

CONSTITUTION AND BY-LAWS

**CHARTERED BY
AND UNDER THE JURISDICTION OF**

THE INTERNATIONAL ASSOCIATION OF LIONS CLUBS

ADOPTED MARCH 17, 1989

CONSTITUTION

ARTICLE I

Name, Slogan and Motto

Section A. The name of this organization shall be the Rapid City Lions Club (aka Rapid City Downtown Lions Club) chartered by, and under the jurisdiction of, The International Association of Lions Clubs (hereinafter referred to as "Association").

Section B. Its Slogan shall be: Liberty, Intelligence, and Our Nation's Safety.

Section C. Its Motto shall be: We Serve.

ARTICLE II

Purposes and Objects

The Objects of this club shall be:

- A. To create and foster a spirit of understanding among the peoples of the world.
- B. To promote the principles of good government and good citizenship.
- C. To take an active interest in the civic, cultural, social and moral welfare of the community.
- D. To unite the members in the bonds of friendship, good fellowship and mutual understanding.
- E. To provide a forum for the open discussion of all matters of public interest; provided, however, that partisan politics and sectarian religion shall not be debated by club members.
- F. To encourage service-minded people to serve their community without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors.

ARTICLE III

Membership

Section A. Subject to the provisions of Section B hereinafter, any person of legal majority and good moral character and good reputation in their community, may be granted membership in this Lions Club. Wherever the male gender or pronoun presently appears in this Constitution and By-Laws, it shall be interpreted to mean both male and female persons.

Section B. Membership in this Lions Club shall be as follows:

- (1) **ACTIVE:** A member entitled to all rights and privileges and subject to all obligations which membership in a Lions Club confers or implies. Without limiting such rights and obligations, such rights shall include eligibility to seek, if otherwise qualified, any office in this Club, District or Association and the right to vote on all matters requiring a vote of the membership; and such obligations shall include regular attendance, prompt payment of dues, participation in club activities and conduct reflecting a favorable image of this Lions Club in the community.
- (2) **MEMBER-AT-LARGE:** A member of this club, who has moved from the community, or because of health or other legitimate reason, is unable regularly to attend club meetings and desires to retain membership in this club, and upon whom the Board of Directors of this club desires to confer this status. This status shall be reviewed each six month by the Board of Directors of this club. A Member-at-Large shall not be eligible to hold office or to vote in District or International meetings or conventions, but shall pay such dues as the local club may charge, which dues shall include District and International dues.
- (3) **HONORARY:** An individual, not a member of this Lions Club, having performed outstanding service for the community or this Lions Club, upon whom this club desires to confer special distinction. This club shall pay entrance fees and International and District dues on such a member, who may attend meetings, but shall not be entitled to any privileges of Active Membership.
- (4) **PRIVILEGED:** A member of this club who has been a Lion fifteen or more years, who, because of illness, infirmities, advanced age or other legitimate reason, as determined by the Board of Directors of this club, must relinquish his active status. A privileged Member shall pay such dues as the local club may charge, which dues shall include District and International dues. They shall have the right to vote and be entitled to all other privileges of membership except the right to hold club, District or International office.
- (5) **LIFE MEMBER:** Any member of this club who has maintained continuous Active Membership as a Lion for 20 or more years and has rendered outstanding service to this club, his community, or this Association; or any member of this club who has maintained such continuous active membership for 15 or more years and is at least 70 years of age; or any member of this club who has maintained such continuous active membership for 20 or more years and has served as an Officer of this Association may be granted Life Membership in this club upon:

- (1) recommendation of this club to the Association,

- (2) payment to the Association of \$300.00 [as of July 8, 2011 the amount required by the Association is \$500.00] by this club in lieu of all future dues to the Association, and
- (3) approval by the International Board of Directors. Nothing herein shall prevent this club from charging a Life Member such dues as it shall deem proper.

A Life Member shall have all privileges of active membership so long as he fulfills all obligations thereof.

A Life Member who desires to relocate and receives an invitation to join another Lions Club shall automatically become a Life Member of said club.

Section C. Membership in this Lions Club shall be acquired by invitation only. Nominations shall be made on forms provided by the International Office, which shall be signed by a member in good standing who shall act as sponsor, and be submitted to the membership committee, who, after investigation, shall submit a recommendation to the Board of Directors. If approved by a majority of said Board, the prospect may then be invited to become a member of this club. A properly filled out membership form and membership fee must be in the hands of the secretary before the member may be officially inducted into the club or be reported to the Association as a club member.

Section D. Reinstatement of Membership: Any member dropped from membership in this club may be reinstated, with six (6) month from the date of termination of his membership by a majority vote of the Board of Directors. In the event more than six (6) month have elapsed between such termination and his reinstatement application, it will be necessary for him to come into the club under the procedure set forth in Section C of this Article III.

Section E. Transfer Membership: This club may grant membership on a transfer basis to one who has terminated or is terminating his membership in another Lions Club, provided that (1) a completed transfer member form is received by the secretary of this club within six (6) months following the date of termination of membership in his former club or if the form is not available, the member's current membership card; (2) such termination was in good standing; and (3) such transfer member form or membership card is approved by the Board of Directors. If more than six (6) months have elapsed between termination of his membership in another club and submittal of completed transfer member form or current membership card, he may acquire membership in this club only under the provisions of Section C. of this Article III.

ARTICLE IV Fees and Dues

Section A. Each new, reinstated or transfer member shall pay an entrance fee equal to the current Association entrance fee plus the prorated monthly annual dues from the month of entrance through March 31, and be collected before such member is enrolled as a member of this Club and before the secretary may report such member to Lions Clubs International;

provided, however, that the Board of Directors may elect to waive all or any part of the club portion of said entrance fee as to any member granted membership by transfer or reinstatement within six (6) months of termination of his prior club membership.

Section B. Each member of this club shall pay regular annual dues which dues shall include an amount to cover current International and District dues (to defray the subscription price of THE LION Magazine, administrative and annual convention costs of the Association and similar District costs) and shall be paid in advance based upon a dues year of April 1 to March 31.

The treasurer of this club shall remit International and District dues to the parties, and at the times specified in the respective International and District Constitution and By-Laws.

This club may require any member to pay club meeting luncheon costs in advance of any luncheon, but such costs shall not be assessed as a part of regular annual dues.

Section C. Dues and fees may be amended at any regular or special meeting of this Club, at which a quorum is present, by the affirmative vote of two-thirds (2/3) of the members present and voting, Provided the Board of Directors has previously considered the merits of the proposed amendments.

Section D: Each Active Member of this club shall pay regular annual dues to include the sum of the following:

The total dues Assessed by Lions Clubs International

The total dues assessed by District 5-SW

A club administrative dues in the amount of _____.

Section E: Each Life Member shall pay regular annual dues to include the sum of the following:

The total dues assessed by District 5-SW

The Club's administrative dues in the amount of _____.

Section F: Each Associate Member shall pay regular annual dues in an amount equal to the club administrative dues in the amount of _____.

No amendment shall be put to vote unless written notice thereof, stating the proposed amendment, shall have been mailed or delivered personally to each member of this club at least two weeks prior to the meeting at which the vote on the proposed amendment is to be taken.

ARTICLE V

Resignations

Any member may resign from this club and said resignation shall become effective upon acceptance thereof by the Board of Directors. The Board may withhold acceptance, however, until all indebtedness has been paid, all club funds and property have been returned, and all right to the use of the name "LIONS", the emblem and other insignia of this club and this Association have been surrendered.

ARTICLE VI

Forfeiture of Membership

Section A. The secretary shall submit to the Board of Directors the name of any member who fails to pay any indebtedness due this club within 60 days after receipt from the secretary of written notice thereof. The Board shall thereafter decide whether the member shall be dropped from or retained on the roster.

Section B. Any member may be expelled from the club for cause by a two-thirds vote of the entire Board of Directors.

Section C. The name of any active member who shall absent himself from four consecutive regular meetings of the Club, without acceptable cause being given to the attendance committee chairman or the club secretary, shall be submitted to the Board of Directors by the secretary at the Board meeting next following the fourth such absence, and the Board of Directors shall direct the attendance committee to investigate the reasons for the absences and report its findings to the Board. The Board shall therefore decide whether the member shall be dropped or retained.

ARTICLE VII

Officers

Section A. The officers of this club shall be a President, Immediate Past President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer, Lion Tamer, Assistant Lion Tamer, Tail Twister, Assistant Tail Twister, Assistant Secretary/Membership Director and two Directors.

Section B. No person shall be eligible to hold office in this club unless he is an active member in good standing.

Section C. No officer shall receive any compensation for any service rendered to this club in his official capacity with the exception of the secretary, whose compensation, if any, shall be fixed by the Board of Directors.

Section D. DUTIES

- (1) **PRESIDENT:** Shall be the chief executive officer of this club; preside at all meetings of the Board of Directors and this club; issue the call for regular and special meetings of the Board of Directors and the club; appoint the standing and special committees of this club and cooperate with chairmen thereof to effect regular functioning and reporting of such committees; see that regular elections are duly called, noticed and held; and cooperate with, and be an active member of the District Governor's Advisory Committee of the Zone in which this club is located.
- (2) **IMMEDIATE PAST PRESIDENT:** With the other past presidents, shall officially greet members and their guests at club meetings and shall represent this club in welcoming all new service minded people in the community served by this club.
- (3) **VICE-PRESIDENT:** If the President is unable to perform the duties of office for any reason, the vice president next in rank shall occupy that position and perform their duties with the same authority as the President.

Each Vice-President shall, under the direction of the President, oversee the functioning of such committees of this club as the President shall designate.

- (4) **SECRETARY:** Shall be under the supervision and direction of the President and the Board of Directors and shall act as the liaison officer between the club and the District in which this club is located, and the Association. In fulfillment of this, he shall:
 - (a) Submit regular monthly and other reports to the international office of the association of blanks provided by it containing such information as may be called for therein and otherwise by the Board of Directors of the Association;
 - (b) Submit to the District Governor's cabinet such reports as it may require including copies of regular membership and activity reports;
 - (c) Cooperate with and be an active member of the District Governor's Advisory Committee of the Zone in which this club is located;
 - (d) Have custody and keep and maintain general records of this club, including records of minutes of club and board meetings; attendance; committee appointments; elections; addresses and telephone numbers of members; members club accounts,
 - (e) Issue annual statements, no later than March 31, to each member for dues and other financial obligations owed to this club, collect and turn the same over to the Club Treasurer and obtain a receipt therefore;
 - (f) Give bond for the faithful discharge of his office in such sum and with such surety as determined by the Board of Directors.

- (5) TREASURER: Shall:
- (a) Receive all monies, from the secretary and otherwise, issue a receipt and deposit the same in a bank or banks recommended by the Finance Committee and approved by the Board of Directors;
 - (b) Pay out monies in payment of club obligations only on authority given by the Board of Directors. All checks and vouchers shall be signed by the Treasurer and countersigned by one other officer, determined by the Board of Directors;
 - (c) Have custody and keep and maintain general records of club receipts and disbursements;
 - (d) Prepare and submit monthly and semi-annual financial reports to the International Office of the Association and the Board of Directors of this club;
 - (e) Give bond for the faithful discharge of his office in such sum and with such surety as determined by the Board of Directors.
- (6) ASSISTANT TREASURER: The Board of Directors may appoint an Assistant Treasurer whose responsibilities shall be adopted by the Board of Directors upon recommendation of the Treasurer. The Assistant Treasurer will be responsible to the Treasurer within the adopted responsibilities. The Assistant Treasurer may be requested to attend meetings of the Board of Directors, but will not have a vote.
- (7) LION TAMER: Shall have charge of and be responsible for the property and paraphernalia of the club, including flags, banners, gong, gavel, song books and button board. He shall put each in its proper place before each meeting and return the same to the proper storage area after each meeting. He shall act as sergeant-at-arms at meetings, see that those present are properly seated, and distribute bulletins, favors and literature as required at club and board meetings. He shall give special attention to assure that each new member sits with a different group at each meeting so that he can become better acquainted.
- (8) ASSISTANT LION TAMER: Shall assist the Lion Tamer in all duties of that office and shall perform the Lion Tamer's duties in the absence of the Lion Tamer or if the Lion Tamer is unable to perform his duties.
- (9) TAIL TWISTER: Shall promote harmony, good fellowship, life and enthusiasm in the meetings through appropriate stunts and games and the judicious imposition of fines on club members. There shall be no ruling from his decision in imposing a fine, provided, however, that no fine shall exceed 25 cents, and no member shall be fined more than twice at any one meeting. The Tail Twister may not be fined except by the unanimous vote of all members present. All monies collected by the Tail Twister shall be immediately turned over to the treasurer and a receipt be given therefore.
- (10) ASSISTANT TAIL TWISTER: Shall assist the Tail Twister in all duties of that office and shall perform the Tail Twister's duties should he be unable or unavailable to do so.

(11) **ASSISTANT SECRETARY/MEMBERSHIP DIRECTOR:** Shall assist the Secretary in all duties of that office and shall perform the Secretary's duties should he be unable or unavailable to do so. He shall be specifically responsible for attendance records, reporting and such other duties relating to attendance as may be called for in these By-Laws or at the direction of the President.

The Membership Director shall be the chairman of the membership committee. The responsibilities for this position shall be:

- (a) Development of a growth program specifically for the club and presented to the Board of Directors for approval.
- (b) Regular encouragement at club meetings to bring in new quality members.
- (c) Preparation and implementation of orientation sessions.
- (d) Reporting to the Board of Directors on ways to reduce the loss of members.
- (e) Coordination with other club committees in fulfilling these responsibilities.
- (f) Serving as a member of the Zone level membership committee.

ARTICLE VIII

Board of Directors

Section A. The officers of this club shall be a President, Immediate Past President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer, Lion Tamer, Assistant Lion Tamer, Tail Twister, Assistant Tail Twister, Assistant Secretary/Membership Director and two Directors.

Section B. Regular meetings of the Board of Directors shall be held monthly at such time and place as the Board shall determine.

Section C. Special meetings of the Board of Directors shall be held when called by the President, or when requested by five (5) or more members of the Board of Directors, at such time and place as the President shall determine.

Section D. The presence in person of a majority of its members shall constitute a quorum at any meeting of the Board of Directors. Except as otherwise specifically provided, the act of a majority of the Directors present at any meeting of the Board shall be the act and decision of the entire Board of Directors.

Section E. Duties and Powers: In addition to those duties and powers, express and implied, set forth elsewhere in this Constitution and By-Laws, the Board of Directors shall have the following duties and powers:

- (1) It shall constitute the Executive Board of this club and be responsible for the execution, through the club officers, of the policies approved by the club. All new business and policy of this club shall be considered and shaped, first, by the Board of Directors for presentation to and approval by the club members at a regular or special club meeting.
- (2) It shall authorize all expenditures and shall not create any indebtedness beyond the current income of this club, nor authorize disbursement of club funds for purposes inconsistent with the business and policy authorized by the club membership.
- (3) It shall have power to modify, override or rescind the action of any officer of this club.
- (4) It shall have the books, accounts and operations of this club audited annually or, in its discretion, more frequently and may require an accounting of have an audit made of the handling of any club funds by any officer, committee or member of this club. Any member of this club in good standing may inspect any such audit or accounting upon request at a reasonable time and place.
- (5) It shall appoint, on recommendation of the Finance Committee, a bank or banks for the deposit of the funds of this club.
- (6) It shall appoint the surety for the bonding of any officer of this club.
- (7) It shall not authorize, nor permit, the expenditure, for any administrative purpose, of the net income of projects or activities of this club by which funds are raised from the public.
- (8) It shall submit all matters of new business and policy to the respective standing or special club committee for study and recommendation to the Board.
- (9) It shall name and appoint, subject to approval of the club membership, the delegates and alternates of this club to District and International Conventions.

ARTICLE IX

Elections

The officers of this club, excluding the Immediate Past President, shall be elected as follows:

Section A. The President shall appoint a nominating committee which shall submit the names of candidates for the various club offices to the club at the nomination meeting.

Section B. A nomination meeting shall be held in February or March of each year, but no later than March 15, with the date and place of such meeting to be determined by the Board of Directors and notice thereof mailed or delivered to each member of this club at least ten days

prior to the time of the holding thereof At this meeting, nominations for all offices to be filled in the succeeding year may also be made from the floor.

Section C. If in the interim between the nomination meeting and the election meeting any nominee is unable for any reason to serve in the office to which he was nominated and for which office there was no other nominee, the nominating committee shall submit, at the election meeting, names of additional nominees for that office.

Section D. An election meeting shall be held no later than the first regularly scheduled meeting in April of each year, at a time and place determined by the Board of Directors, and two weeks prior written notice thereof shall be given to each member of the club by the secretary, by mail or personal delivery. Such notice shall include the names of all nominees approved at the preceding nomination meeting, and, subject to Section C above, a statement that these nominees will be voted upon at this election meeting. No nominations may be made from the floor at the election meeting.

Section E. Subject to the provisions of Section H of this Article IX, all officers, other than Directors, shall be elected annually and shall take office on July 1st and shall hold office for one year from that date, or until their successors shall have been selected and qualified.

Section F. A membership committee shall be composed of three elected members for a three-year term. Each member shall serve for three (3) continuous years on a rotation system. Thus, the first year member shall be a member of the committee, the second year member shall be its vice chairman and the third year member shall serve as its chairman and as Membership Director on the club's Board of Directors.

Section G. One-half of the Directors shall be elected annually and shall take office on the July 1st next following their election, and shall hold office for the two years from that time, or until their successors shall have been elected and qualified, with the exception that at the first election held after the adoption of this Constitution and By-Laws, one-half of the Directors shall be elected for two year terms and the other one-half for the Directors shall be elected for one year terms.

Section H. The election shall be by ballot by those present and qualified to vote. A plurality vote shall be necessary to elect.

Section I. REMOVAL: Any officer of this club may be removed from office for good cause by two-thirds (2/3) vote of the entire club membership.

ARTICLE X

Vacancies

Section A. If the office of President or any Vice-President shall become vacant for any reason, the Vice President shall advance in office, according to their rank. In the event such provision for advancement shall fail to fill the office of President or any Vice-President, the Board of Directors shall thereon call a special election, giving each member in good standing

prior two (2) week's notice of the time and place thereof, which time and place shall be determined by said Board, and such office shall be filled at said election meeting.

In the event of a vacancy in any other office, the Board of Directors shall appoint a member to fill the unexpired term.

In the event vacancies shall be of such number as to reduce the number of Directors to less than the number required for a quorum, the membership of the club shall have power to fill such vacancies by an election held at any regular meeting of the club upon prior notice, and in the manner specified in Section B hereinafter. Such notice may be given by any remaining Officer or Director, but if none, then by any member.

Section B. In the event any officer elect, before his term of office commences, is unable or refuses for any reason to serve therein, the President may call a special nomination and election meeting to elect a replacement for such officer elect. Two (2) weeks prior notice of such meeting, setting forth the purpose, time and place thereof, shall be given to each member, by mail or personal delivery. The election shall be held immediately after nominations have been closed and a plurality vote shall be necessary for election.

ARTICLE XI

Meetings

Section A. Regular meetings of this club shall be held weekly (except for conflicting holidays), at a time and place recommended by the Board of Directors and approved by the club. All meetings shall begin and end promptly, at the regular set times. Except as otherwise specifically provided in this Constitution and By-Laws, notice of regular meetings shall be given in such manner as the Board of Directors deems proper.

Section B. Special meetings of the club may be called by the President, in his discretion, and shall be called by the President when requested by the Board of Directors, at a time and place determined by the person or body requesting the same. Notice of special meetings setting forth the purpose, time and place thereof shall be given to each member of this club, by mail or personal delivery.

Section C. A Charter Night anniversary meeting of this club may be held each year, at which special attention shall be devoted to the objects and ethics of Lionism, and the history of this club.

Section D. An Annual Meeting of this club shall be held in June of each year at a time and place determined by the Board of Directors, at which meeting the final reports of the retiring officers shall be read and newly elected officers shall be installed.

Section E. A quorum is 24% of the members in good standing and shall be necessary at any meeting of this club.

Section F. Any member, who fails to pay any indebtedness due this club within 60 days after receipt from the secretary of written notice thereof, but in no event later than May 30 of any year, shall thereon forfeit his good standing and shall so remain until such indebtedness is paid in full. Only members in good standing may exercise the voting privilege and hold office in this club.

Section G. Except as otherwise specifically provided, the act of a majority of the members present at any meeting shall be the act and decision of the entire club.

ARTICLE XII

Emblem, Colors, Fiscal Year

Section A. The emblem and colors of this club shall be the same as the emblem and colors of The International Association of Lions Clubs.

Section B. The fiscal year of this club shall be July 1 through June 30.

ARTICLE XIII

Delegates to International and District Conventions

Section A. In as much as The International Association of Lions Clubs is governed by Lions Clubs in convention assembled, and in order that this club may have its voice in Association matters, this club shall have power to pay the necessary expenses of its delegates to each annual convention of the Association. This club shall be entitled in any convention of this Association, to one (1) delegate and one (1) alternate for every twenty-five (25), or major fraction thereof, of its members as shown by the records of the International Office on the first day of the month last preceding that month during which the convention is held, PROVIDED, however, that this club shall be entitled to at least one (1) delegate and one (1) alternate. The major fraction referred to in this section shall be thirteen (13) or more members. The selection of

each such delegate and alternate shall be evidenced by a certificate signed by the President or Secretary or any other duly authorized officer of this club, or, in the event no such club officer is in attendance at the convention, by the District Governor or District Governor-Elect of the District of which this club is a member.

Section B. In as much as all District matters are presented and adopted at the District conventions, this club shall send its full quota of delegates to all such conventions and have power to pay the necessary expenses of such delegates attending such conventions. This club shall be entitled in each annual convention of its District to one (1) delegate and one (1) alternate for each ten (10) members, or major fraction thereof, of this club as shown by the records of the International Office on the first day of the month last preceding that month during which the convention is held. Each certified delegate present in person shall be entitled to cast one (1) vote of his choice for each office to be filled by, and one (1) vote of his choice on each question submitted to, the respective convention. The major fraction referred to in this section shall be five (5) or more members.

ARTICLE XIV

Honorary Mailing List

The International Association of Lions Clubs, the District Governor, Lieutenant Governor, the Region Chairman and the Zone Chairman shall be included on the mailing list of this club.

ARTICLE XV

Parliamentary Practices

Except as otherwise specifically provided in this Constitution and By-Lays, all questions of order or procedure with respect to any meeting or action of this club, its Board of Directors or any committee appointed hereunder shall be determined in accordance with Robert's Rules of Order Newly Revised, as revised from time to time.

ARTICLE XVI

Amendments

Section A. This Constitution may be amended at any regular or special meeting of this club, at which a quorum is present, by the affirmative vote of two-thirds (2/3) of the members present in person and voting, provided the Board has previously considered the merits of the amendments and presents a recommendation to the club prior to the vote being taken.

Section B. No amendment shall be put to vote, unless written notice thereof, stating the proposed amendment, shall have been mailed or delivered personally to each member of this club at least two (2) weeks prior to the meeting at which the vote on the proposed amendment is to be taken.

BY-LAWS

No. 1

This club shall not endorse or recommend any candidate for public office, nor shall partisan politics or sectarian religion be debated by members in meetings of this club.

No. 2

Except to further his progress in Lionism, no officer or member of this club shall use his membership as a means of furthering any personal, political, or other aspiration, nor shall the club, as a whole, take part in any movement not in keeping with its purposes and objects.

No. 3

No funds shall be solicited from members of the club during meetings by any individual or individuals who are not members of the club. Any suggestion or proposition made at any meeting of this club calling for the expenditure of money for other than the regular obligations shall be referred to the Finance Committee.

No. 4

Section A. The following standing committees may be appointed by the President, except for the members and chairman of the Membership Committee, who are elected. (See Article IX, Section F.)

(1) Administration

- (a) Long Range Planning
- (b) Finance
- (c) Constitution and By-Laws
- (d) Greeter
- (e) Fund Raising
- (f) Nominating

(2) Leadership

- (a) Education
- (b) Lions Information
- (c) Bulletin
- (d) Membership
- (e) Conventions
- (f) Public Relations

(3) Service

- (a) Sight
- (b) Diabetes
- (c) Drug Awareness
- (d) Awards
- (e) Social Events
- (f) Service Projects

All Administration Committees shall be assigned to the First Vice President, all Leadership Committees shall be assigned to the second Vice President and all Service Committees shall be assigned to the Third Vice President. Each Vice President is responsible to see that each committee functions in the best interest of the club.

Section B. Special Committees: From time to time, the President may appoint, with the approval of the Board of Directors, such special committees as may be necessary in his judgment or the judgment of the Board of Directors.

Section C. The President and the Vice President responsible for a committee shall be an ex-officio member of that committee.

Section D. All committees shall consist of a chairman and, subject to Section B above, as many members as shall be considered necessary by the President.

Section E. Each committee, through its chairman, shall report, either verbally or in writing, each month to the Board of Directors.

Section F. All problems pertaining to administration, leadership or service matters shall be referred to the corresponding committee for study and recommendation to the Board of Directors.

No. 5

Section A. These By-Laws may be altered, amended or repealed at any regular or special meeting of this club at which a quorum is present, by the affirmative vote of a majority of the members present in person and voting, provided the Board of Directors has previously considered the merits of the proposed amendments and presents a recommendation to the club prior to the vote being taken.

Section B. No amendment shall be put to vote unless written notice thereof, stating the proposed amendment, shall have been mailed or delivered personally to each member at least ten (10) days prior to the meeting at which the vote on the amendment is to be taken.

No. 6

Any By-Law except By-Laws Number 1 and 2 may be suspended at any meeting of the club at which a quorum is present by the unanimous vote of all members present.