

Bylaws of the Howard County Republican Club

November 10, 2010

Article I. NAME, PURPOSE AND DEFINITIONS

Article I – Section 1. Name

1.1. The name of the organization is the Howard County Republican Club, hereafter referred to as the “*Club*”.

Article I – Section 2. Purpose

2.1. The purpose of the Club, as an organization supportive of the Republican Party in Howard County, shall be limited to the following activities:

2.1.1. To create good fellowship among Republicans and promote and support interest in the county, state, and federal governments.

2.1.2. To assist by all lawful means, including but not limited to financial, promotional and/or volunteering (all as permitted by law), the Howard County Republican Central Committee, Republican elected officials, and Republican candidates.

2.1.3. To keep the public informed on current issues and governmental affairs that concern them.

2.1.4. To foster Republican values by participating in local events that help strengthen and build our community.

2.2. For any of the purposes stated above, the Club, subject to law and prior approval or ratification by the Members at a Membership Meeting, is authorized to raise money and other income: to purchase, acquire, maintain, operate, sell, rent, or otherwise dispose of any real property or other assets. The Club is prohibited from endorsing Republican candidates who are running in contested, partisan, primary elections.

Article I – Section 3. Definitions

3.1. Except as otherwise indicated, capitalized terms used in these Bylaws shall have the meanings as follows:

3.1.1. ***Administrative Committee***. The term “*Administrative Committee*” shall have the meaning as defined and described in **Article V, Section 1.1**.

3.1.1. ***Annual Meeting***. The term “*Annual Meeting*” shall mean the Membership Meeting that is held in the month of January of each year.

3.1.2. ***Auditing Committee***. The term “*Auditing Committee*” shall have the meaning as defined and described in **Article V, Section 2.1**.

3.1.3. ***Bylaws***. The term “*Bylaws*” shall mean the rules and regulations that govern the activities and operations of the Club, as set forth on the twelve (12) pages that comprise this document.

3.1.4 **Call of the Meeting.** The term “*Call of the Meeting*” shall mean the threshold announcement, disclosure or circulation of the official agenda for a duly convened Membership Meeting.

3.1.5. **Checks.** The term “*Checks*” shall have the meaning as provided in Section 3-104(f) of the Uniform Commercial Code [Md. Code Ann., Commercial Law, § 3-104(f)], but for the purposes of these Bylaws also shall include PayPal payments.

3.1.6. **Club.** The term “*Club*” shall mean the Howard County Republican Club.

3.1.7. **Club Business.** The term “*Club Business*” shall mean all business of the Club except Officers’ Elections.

3.1.8. **Elected Officers.** The term “*Elected Officers*” shall mean and refer collectively to the President, Vice President, Secretary and Treasurer of the Club.

3.1.9. **Emergency Action.** The terms “*Emergency Action*” or “*Emergency Actions*” shall mean and refer to a sudden unforeseen crisis that requires immediate action by the Executive Board or a member of the Executive Board, as specified in **Section IV, Section 8.**

3.1.10. **Executive Board.** The term “*Executive Board*” shall mean the aggregate of the officers of the Club, as delineated in **Article IV, Section 4** of these Bylaws.

3.1.11. **Final Reports.** The term “*Final Reports*” shall mean and refer to succinct written reports that shall be prepared and submitted by each of the members of the Executive Board, as well as the respective chair persons of any committee, as requested by the Executive Board. The Final Reports shall be submitted to the Membership via Mail at least one (1) week prior to the Annual Meeting.

3.1.12. **Finance Committee.** The term “*Finance Committee*” shall have the meaning as defined and described in **Article V, Section 3.1.**

3.1.13. **Honorary Member.** The term “*Honorary Member*” shall have the meaning as defined and described in **Article II, Section 4.1.**

3.1.14. **Howard County.** The term “*Howard County*” shall mean and refer to Howard County, Maryland.

3.1.15. **Mail.** The term “*Mail*” shall mean the posting and dispatch of a letter, circular or other printed or electronic material of the Club (including the Club’s newsletter) via either electronic mail (*i.e.*, e-mail, as that term is commonly understood) or the U.S. Postal Service. Subject to the discretion of the Executive Board, e-mail shall be preferred means for dissemination of information by the Club to the Members, and the U.S. Postal Service shall be a secondary alternative, to be used in the event that a Member does not have an e-mail address, or has failed or declined to provide the Club with the Member’s e-mail address.

3.1.16. **Member.** The terms “*Member*” or “*Members*” shall have the meanings as described in **Article II, Sections 1.1, 2.1 and 4.1**, hereof.

3.1.17. **Membership.** The term “*Membership*” shall mean the aggregate of the Members at any time.

3.1.18. **Membership Committee.** The term “*Membership Committee*” shall have the meaning as defined and described in **Article V, Section 4.1.**

3.1.19. **Membership Meeting.** The term “*Membership Meeting*” shall mean a duly convened meeting of the Members, called upon valid and timely notice to the Members, at which a Quorum of Members is present to vote.

3.1.20. **Nominating Committee.** The term “*Nominating Committee*” shall have the meaning as defined and described in **Article IV, Section 1.2.**

3.1.21. **Officers’ Election.** The term “*Officers’ Election*” shall mean any Membership Meeting at which the election of Elected Officers is scheduled and a vote for the Elected Officers by the Members then in attendance, either in person or by proxy, actually is held and concluded.

3.1.22. **PayPal.** The term “*PayPal*” shall mean that certain e-commerce business service that allows payments and money transfers to be made via the Internet, and serves as an electronic alternative to traditional paper methods such as checks, drafts or money orders.

3.1.23. **President.** The term “*President*” shall have the meaning as defined and described in **Article IV, Section 4.1.**

3.1.24. **Program Committee.** The term “*Program Committee*” shall have the meaning as defined and described in **Article V, Section 5.1.**

3.1.25. **Public Official.** The terms “*Public Official*” or “*Public Officials*” shall mean a Voting Member who either (i) holds a publicly elected public office, or (ii) is a legally qualified candidate for public office during an election season, including the primary and/or general election.

3.1.26. **Quorum.** The term “*Quorum*” shall have the meaning as defined and described in **Article VI, Section 2.1.**

3.1.27. **Republican.** The term “*Republican*” shall mean and refer to the Republican Party.

3.1.28. **Second Vice President.** The term “*Second Vice President*” shall have the meaning as defined and described in **Article IV, Section 4.5.**

3.1.29. **Secretary.** The term “*Secretary*” shall have the meaning as defined and described in **Article IV, Section 4.3.**

3.1.30. **Special Membership Meetings.** The term “*Special Membership Meetings*” shall have the meaning as defined and described in **Article III, Section 3.1.**

3.1.31. **Treasurer.** The term “*Treasurer*” shall have the meaning as defined and described in **Article IV, Section 4.4.**

3.1.32. **Vice President.** The term “*Vice President*” shall have the meaning as defined described in **Article IV, Section 4.2.**

3.1.33. **Voting Member.** The term “*Voting Member*” shall have the meaning as defined and described in **Article II, Sections 1.1 and 4.1.**

Article II. MEMBERSHIP

Article II – Section 1. Voting Members

1.1. A person shall be a voting Member of the Club if he/she is a resident of Howard County, is a registered Republican, agrees to abide by these Bylaws, and has paid his/her annual dues. Such persons shall be entitled to vote at Membership Meetings, be elected to the Executive Board (subject to **Article IV, Section 1**), or serve on committees.

Article II – Section 2. Associate Members

2.1. A person shall be an associate Member of the Club if he/she is not a resident of Howard County, or is not a registered Republican or is unaffiliated, and agrees to abide by these Bylaws, has paid his/her annual dues. Such persons shall be entitled to participate in Club activities, but have no voting rights, may not be elected to the Executive Board, but may serve on committees.

Article II – Section 3. Annual Dues

3.1. The annual dues are \$25.00 per family, or as designated by a majority vote of the Members at a Membership Meeting. For individuals or families who have not been previous Members the Club and join after November 1st of the year, dues shall be \$25.00 and will extend through the following membership year. Renewal dues are due each year on the first day of January.

Article II – Section 4. Honorary Membership.

4.1. Upon nomination by the Executive Board, and upon a vote of a majority of the Members present at the meeting, a person may be named an Honorary Member of the Club. The nomination of an Honorary Member shall occur at least one (1) meeting prior to the Membership vote, and the floor shall be open for discussion of the honorary nomination at both the meeting at which the honorary nominee is nominated, and at the meeting at which the vote upon the honorary nomination occurs. An Honorary Member, once approved by a majority vote of the Membership shall be (i) exempt from paying annual dues; and (ii) entitled to vote at any regularly convened meeting of the Club.

Article II – Section 5. Removal

5.1. A person shall be removed from the Membership (including honorary Membership) upon that person's written request. In addition, a person also may be removed from Membership upon (i) the Member's death, (ii) failure to pay annual dues by the last day of January (except for Honorary Members), or (iii) by an affirmative vote of removal by three-quarters (3/4) of the Members in attendance at any Membership Meeting; *provided, however*, that prior notification shall given at least fourteen (14) calendar days before such Membership Meeting to (i) the Member designated for removal, and (ii) the Membership with the Call of the Meeting. In the case of any action to remove a Member upon a vote of the Membership, removal shall be subject to consideration by the Membership *only* in the event of (a) a Member's conviction of a crime of fraud, or moral turpitude, or a felony at common law (and specifically excluding misdemeanors); or (b) gross conduct unbecoming of a Member, *e.g.*, malicious defamation (including knowing libel or slander) of the Club, a Member, Elected Officers, or other Republican organizations

and/or their members and/or officers, *and* upon submission to the Secretary of a written petition, signed by no fewer than seven (7) Members, that clearly articulates the basis, supported by statements of fact, for the Member's removal.

Article III. MEMBERSHIP MEETINGS

Article III – Section 1. Meetings

1.1. The regular Membership Meetings will be held on the fourth (4th) Thursday of the month of odd numbered months, except for the month of November, which shall be held on the third (3rd) Thursday. This date may be changed by a majority vote of the Executive Board with the Membership notified promptly of any schedule changes.

Article III – Section 2. Annual Meeting

2.1. The regular Membership Meeting in January shall be the Annual Meeting and shall be for the purpose of electing officers, receiving Final Reports of officers and committees, and any other business that may arise.

Article III – Section 3. Special Meetings

3.1. Special Membership Meetings are special meetings of the Members that will be held on the call of the President or upon a written request of a Quorum of either the Membership or the Executive Board (**Article VI, Section 2**), subject to notification being given by Mail with the Call of the Meeting.

Article IV. EXECUTIVE BOARD

Article IV – Section 1. Qualifications and Election of Officers

1.1. The Executive Board shall consist of people who have been Voting Members at least one (1) year, and who have attended at least one-third (1/3rd) of the Membership Meetings of the previous year. Candidates for offices regulated by the Maryland State Board of Elections, or elected officials holding such offices are not eligible to serve on the Executive Board; *provided, however*, that this restriction does not apply to a candidate for the Republican Central Committee or an immediate past President of the Club serving in an *ex officio* capacity.

1.2. At the regular Membership Meeting in September, a Nominating Committee of three (3) Members, shall be elected. Each member of the Nominating Committee shall be nominated by the Executive Board and confirmed by a majority vote of the Membership at the meeting at which the Nominating Committee members are presented by the Executive Board. It shall be the duty of this committee to nominate candidates for the offices to be filled at the Annual Meeting. The Nominating Committee shall report at the regular meeting in November the candidates standing for election. Additional nominations from the floor shall be accepted immediately following the Nominating Committee's report, until November 30th.

1.2.1. In the event that by the end of the November meeting no qualified candidate is identified and has volunteered to stand for election to one (1) or more of the Elected Officers' positions, and the office(s) is(are) not filled by the Annual Meeting, then the newly elected President promptly shall appoint a Voting Member to such open office, subject to

subsequent ratification by the Members at a Membership Meeting; *provided, however*, that the President never shall be appointed.

1.3. For each office, contested elections shall be held by written ballots and uncontested elections by a show of hands. The Nominating Committee shall ensure anonymity of any Member casting an official ballot. Two (2) Members, appointed by the President who are not candidates will count the official ballots at the Membership Meeting during which the vote is taken. One (1) member of the Nominating Committee shall be designated as chair, and that Nominating-Committee member shall certify an election upon approval of a majority of the Nominating Committee counting the ballots. The Secretary, if not standing for election to the Executive Board, may also be present to count the official ballots as well as a Member designated by the Membership. If no candidate receives a majority of the votes cast, the candidate receiving the lowest number of votes shall be dropped and balloting continued until an election occurs.

Article IV – Section 2. Term

2.1. No Member shall hold more than one (1) office at a time or serve more than two (2) consecutive years in the same office. Officers shall be elected to one-year terms. The term for the Officers shall begin on the first (1st) day following the Annual Meeting. The Officers shall serve until the end of their one-year terms, or until they resign, or are removed by a two-thirds (2/3rds) majority vote of the Membership present at a meeting, subject to notification given with the Call of the Meeting.

Article IV – Section 3. Duties

3.1. The Executive Board, among other functions, shall (i) have general supervision of the affairs of the Club between its regular meetings, (ii) fix the hour and the place of the meetings, (iii) make recommendations to the Club, (iv) appoint committee chairs to perform Club functions, and (v) have other duties as either (a) specified in these Bylaws or (b) delegated upon a voice-vote of the Members in attendance at any Membership Meeting. The Executive Board shall be subject to the orders of the Club, and none of its acts shall conflict the duly adopted actions taken by the Club. Each Member of the Executive Board shall have a vote regarding all matters considered or deliberated by the Board.

Article IV – Section 4. Officers

4.1. The President shall preside at all meetings, is the chief executive officer of the Club, and shall have general supervision over development of its entire program. The President shall be *ex officio* a member of all committees except for the Nominating Committee.

4.2. The Vice-President shall perform the duties of the President in the absence of the President, shall be the chair of the Program Committee, and perform other such duties as may be assigned by the Executive Board.

4.3. The Secretary shall keep the minutes of the meetings and maintain a file of correspondence and reports, maintain an up to date record of any Club Business and Officers' Elections, maintain the Membership list, and perform other such duties as may be assigned by the Executive Board.

4.4. The Treasurer is the custodian of all Club funds, shall keep a record of all Club expenditures and receipts, shall serve as the chair of the Finance Committee, and other such duties as may be assigned by the Executive Board.

4.5. The Elected Officers shall appoint, by a majority vote among the four (4) Elected Officers, a Second Vice President. The Second Vice President shall be a voting member of the Executive Board.

4.5.1. The appointment of the Second Vice President by the Elected Officers shall subject to ratification by a majority vote of the Membership present at the next Membership Meeting following the Elected Officers' appointment of the Second Vice President. In the event that the Membership fails to ratify the appointment of the Second Vice President, then the Elected Officers shall appoint a successor Second Vice President in lieu of the first person selected, and that successor-appointment also shall be subject to ratification by a majority vote of the Membership at the next Membership Meeting following the appointment of the successor Second Vice President. Should the Membership fail to ratify the appointment of the successor Second Vice President, then the Elected Officers shall appoint a second-successor Second Vice President, who shall not be subject to ratification by the Members, but who shall serve for the remainder of the Elected Officers' term.

4.5.2. The Second Vice President shall perform such duties as delegated by the President and also shall be the chair of the Administrative Committee and oversee all ad hoc committees (excluding those identified in **Article V** except for the Administrative Committee), and otherwise shall inform and assist the Elected Officers as delegated by the President.

4.6. The immediate past President shall be *ex officio* a member of the Executive Board, to act in an advisory capacity and assist with the transition to the new Executive Board.

Article IV – Section 5. Vacancies

5.1. A vacancy on the Executive Board shall be filled by a special election at the next regularly scheduled Membership Meeting by a majority vote of the Membership present or by proxy (or if uncontested by appointment) with all nominations taken from the floor. Such actions are subject to notification being given with the Call of the Meeting.

Article IV – Section 6. Removal.

6.1. Any member of the Executive Board may be removed by the Membership upon a two-thirds (2/3^{rds}) majority vote of the Members present at a Membership Meeting; *provided however*, that the announcement of the vote to remove or recall a standing member of the Executive Board shall occur at least one (1) Membership Meeting preceding the Membership Meeting at which the vote of removal or recall is to be held, or at an intervening specially called Membership Meeting.

Article IV – Section 7. Meetings

7.1. The Executive Board shall hold meetings as necessary by a call of the President or upon a written Quorum of either the Membership or the Executive Board. The Executive Board may adopt any reasonable actions to advance the interests of the Club; *provided however*, that such actions shall be fully reported to the Membership at the next Membership Meeting, and

shall be subject to ratification by a majority of the Members present at such meeting. The Executive Board meetings shall be principally for budget supervision, planning, policy development, and contingency preparation, and the actual business of the Club shall take place at Membership Meetings only.

Article IV – Section 8. Emergency Actions

8.1. If the President (or Vice President, if the President is unavailable) deems that an emergency exists, he/she may act without notification or a Quorum of the Executive Board or the Membership, after making a reasonable attempt to do so, except that no Emergency Action shall exceed **FIVE HUNDRED AND NO/100 DOLLARS** (\$500.00) in the aggregated to any one (1) payee. The person effecting an Emergency Action shall report any such Emergency Action as soon as reasonably possible to the Membership and shall justify such Emergency Actions at the next Membership Meeting with his/her reasons for believing that such an emergency existed. All Emergency Actions shall be subject to ratification by a majority of the Executive Board,

Article IV – Section 9. Execution of Instruments, Deposits, and Funds

9.1. No person shall have any power or authority to bind the Club by any contract, engagement, or pledge without a resolution by the Executive Board that is in agreement with the Membership and the annual budget. Except as otherwise indicated by the Executive Board , all Checks shall be signed by the Treasurer or President. All funds of the Club shall be deposited to the credit of the Club in such banks or depositories as the Executive Board may select. All payments to the Club shall be made payable to the Howard County Republican Club, or to HCRC.

Article V. COMMITTEES

Article V – Section 1. Administrative Committee

1.1. An Administrative Committee composed of the newly appointed Second Vice President and at least two (2) other Members appointed by the Second Vice President after each Annual Meeting shall coordinate volunteer activities, advertise Club events, oversee telephone calling trees, supervise other activities to promote the Club, and perform such other reasonable functions as delegated by the President or the Executive Board.

Article V – Section 2. Auditing Committee

2.1. An Auditing Committee of three (3) Members shall be appointed by the newly elected President at the Annual Meeting, whose duty it shall be to audit the Treasurer's accounts for the current fiscal year and to report to the Membership at the Club's next regular meeting following the appointment of the Auditing Committee.

Article V – Section 3. Finance Committee

3.1. The Executive Board, as a whole, shall function as the Finance Committee. It shall be the duty of the Finance Committee to define the goals of the Club for the upcoming year and to prepare a budget for the fiscal year beginning the first day of February. The Finance Committee shall submit the fiscal-year budget to the Membership for its approval at the next regular Membership Meeting. The Finance Committee may from time to time submit

amendments to the budget for the current fiscal year, which may be adopted by a majority vote of the Membership. Except for Emergency Actions, no expenditures or other financial activities of the Club shall be allowed which are not accounted for in the annual budget.

Article V – Section 4. Membership Committee

4.1. A Membership Committee composed of the newly elected Secretary and two (2) other Members shall be appointed by the newly elected President promptly after each Annual Meeting whose duty it shall be to organize and administer the Membership rolls, conduct an accurate Membership attendance survey at each Membership Meeting, recruit new Members, monitor and track the payment of Annual Dues, and perform other Membership related activities.

Article V – Section 5. Program Committee

5.1. A Program Committee composed of the newly elected Vice President and two (2) other Members shall be appointed by the newly elected President promptly after each Annual Meeting, whose duty it shall be to coordinate the development of the annual program of the Club. The committee's preliminary report shall be submitted to the Club for its approval at the next regular meeting. The Program Committee may from time to time submit amendments which may be adopted by a majority vote of the Membership.

Article V – Section 6. Other Committees

6.1. Such other committees, special or standing, shall be appointed by the President as the Club or Executive Board shall deem necessary, such as for publishing the bi-monthly Club newsletter.

Article VI. PARLIAMENTARY PROVISIONS

Article VI – Section 1. Procedures

1.1. Robert's Rules of Order, Newly Revised will govern all proceedings, except when inconsistent with these Bylaws or other special orders that the Club may adopt. The President may appoint a parliamentarian who shall be responsible for parliamentary order at all Membership Meetings.

Article VI – Section 2. Quorums

2.1. Seven and one-half percent (7.5%) of the Voting Members constitutes a Quorum to transact Club Business, including Officers' Elections. A majority of the members of the Executive Board constitutes a Quorum to transact the business of the Executive Board.

Article VI – Section 3. Voting

3.1. The right to vote is limited to Voting Members actually present at a Membership Meeting the time a vote is taken on Club Business.

3.2. The right to vote for Elected Officers is limited to Voting Members (i) actually present, or (ii) voting by proxy, at an Officers' Election.

Article VI – Section 4. Proxies

4.1. The use of proxies shall be limited to (i) Officers' Elections and (ii) Voting Members who are Public Officials and such Public Official is unable to attend the Officers' Election either because the Maryland state legislature is in session or other exigent circumstances directly pertinent the performance of the Public Official's office, including public campaign events.

4.1.1. When a valid proxy is issued, the Public Official shall have the right to vote either (i) directly by the written proxy to be recognized by the Secretary at the Officers' Election, or (ii) by one (1) or more agents authorized by the Public Official's written proxy and in attendance at the Membership Meeting at which the Officers' Election is held; *provided, however*, that the agent(s) of the Member issuing the proxy may only cast one vote, strictly consistent with the proxy, for each office among all the candidates standing for election. The votes of the proxy-agent shall be recognized by the Secretary at the Officers' Election, *provided* that the Secretary has received and possesses among the Secretary's records the proxy by which the proxy-agent asserts the vote on behalf of the proxy-issuing Public Official.

4.1.2. Each proxy shall be in writing, shall be signed by the Public Official issuing the proxy, and shall be filed with the Club's Secretary not more than sixty (60) days prior to any Officers' Election, but not less than five (5) days prior to the Officer's Election at which the proxy is to be exercised. A proxy shall be deemed signed if the Member's name is placed on the proxy and the proxy is manually signed by the Member or the Member's legally authorized attorney-in-fact. The written proxy may be delivered to the Secretary either personally, or by facsimile (with written confirmation of receipt), or by e-mail with such notice attached in Portable Document Format ("PDF") and sent with a request for delivery and read receipt. The electronic receipt, or other or written confirmation of delivery shall be deemed conclusive evidence of such delivery; *provided* that the facsimile number or e-mail address for the Secretary on the receipt is accurate.

4.1.3. The Member issuing the proxy shall declare in the proxy either (i) the specific candidate(s) for whom the proxy-issuer's vote(s) shall be cast, or (ii) that the proxy-issuer's agent, in the agent's discretion, has authority to vote for specific candidates. In every case, a proxy-issuer's agent shall be a Voting Member. Further, in such case where the proxy-issuer's vote is to be cast by an agent, then the proxy vote shall be counted separately from the agent's vote.

4.1.4. A validly executed proxy shall continue in full force for not more than sixty (60) days from the date of its execution and only until the Officers' Election, that is the subject of the proxy, has been concluded.

4.1.5. A proxy may be revoked or changed by the Public Official executing such proxy by a (a) writing delivered to the Club's Secretary prior to the Officers' Election stating that the proxy is revoked, or (b) subsequent proxy executed by the Public Official and presented to the Members present at the Membership Meeting at which the Officers' Election is conducted, or (c) by the attendance of such Public Official at such Officers' Election and voting in person in lieu of the proxy. In the event the Secretary receives written notice of the death or incapacity of the proxy-maker before the vote pursuant to that proxy is to be counted, the proxy then shall be deemed to be revoked as of one (1) business day prior

to the Officers' Election. If the notice of death or incapacity is received by the Secretary after an Officers' Election, then the proxy vote shall count as valid.

Article VI – Section 5. Notification

5.1. The Executive Board must give notice to the Membership for all Membership Meetings and Executive Board meetings. Notification shall include the meeting place, meeting time, and purpose. For all actions in the Bylaws that require notification, the purpose shall include the complete substance of the action to be considered. Notification shall be made via Mail to the entire Membership at least one (1) week before the Membership Meeting date.

5.2. Special Membership Meetings called by a Quorum of the Membership shall be submitted in writing to the Executive Board at least two (2) weeks before the meeting date. The notification shall include the names of the Members calling the meeting, the meeting place, the meeting time, and purpose.

Article VI – Section 6. Open Meetings

6.1. All Membership Meetings, and meetings of the Executive Board, and their designated committees shall be open to all Members.

Article VI – Section 7. Open Records

7.1. The Executive Board shall make provision for the proper and timely collection, maintenance, and dissemination of information to the Membership for non-commercial or Club related uses, including committee reports, financial statements, the annual budget, policy statements, resolutions adopted, minutes of regular and specially-called Membership Meetings and Executive Board meetings, and Membership rolls.

7.2. Note that the minutes of all meetings of the Executive Board and the Club must be kept and made available to the Membership that reflect each item that was considered, the action taken, the vote count, and in Executive Board meetings, how each Member voted.

7.3. All records of the Club, except Membership rolls, shall be open to inspection upon reasonable advance written notice by any Member for non-commercial or Club related uses.

Article VI – Section 8. Resolution of Conflict

8.1. The Membership, for any reason, may rescind or amend any previous decision of the Club or Executive Board at any Membership Meeting. This includes the removal or replacement of Club officers, subject to the requirements of **Article IV, Section 6.1**.

8.2. If notification of the proposed action or actions were given with the Call of the Meeting, such actions require a simple majority. If notification of the proposed action or actions were not given with the Call of the Meeting, such actions require a two thirds (2/3^{ths}) majority vote or a vote of a majority of the entire Membership.

8.3. The Membership, at its discretion, may appoint any Member other than the President to preside over actions involving conflict resolution. A motion to limit or end debate takes precedence over a motion to rescind or amend and requires a majority vote. A negative vote to rescind can be considered once at the current meeting and also at any number of subsequent meetings, but not an affirmative vote. All motions require a second.

Article VII. ADOPTION AND AMENDMENTS

Article VII – Section 1. Adoption

1.1. The Membership does consent to, and hereby do, adopt the foregoing Bylaws and expressly repeal any and all former Bylaws on November 10, 2010.

Article VII – Section 2. Amendments

2.1. These Bylaws may be amended at any Membership Meeting by a two-thirds (2/3rds) vote of the Members present at the Membership Meeting, *provided* that the amendment (i) has been submitted in writing at the previous regular Membership Meeting and (ii) is subject to notification being given with the Call of the Meeting.