



AMENDED BYLAWS  
OF  
AMARILLO CLUB

(Effective as of February 2019)

ARTICLE I  
NAME AND PURPOSES

Section 1.1 NAME. As set forth in the Articles of incorporation, this organization shall be known as AMARILLO CLUB (herein sometimes referred to as "The Club " or "the Corporation ").

Section 1.2 NON-PROFIT ORGANIZATION This Club is a non-profit organization and no dues or admission fees shall ever be charged and no assessments shall ever be made in excess of such amounts as are reasonably necessary to pay the actual expenses and to accumulate reasonable reserves for contemplated expenditures in carrying out the purposes of the Club.

Section 1.3 PURPOSES. The purposes for which this Club is formed include any and all activities for which an IRS 501 (c) Organization may lawfully engage.

Section 1.4 GOVERNING LAW. This Club is formed pursuant to Texas Non-Profit Corporation Law and shall be operated in accordance with the Texas Business Organizations Code (the "TBOC") and these Bylaws.

ARTICLE II  
MEMBERS

Section 2. I ELIGIBILITY. Natural persons of the age of twenty- one years or more, and of good moral character, shall be eligible for membership in the Club. Each Member shall be limited in the Member's use of the Club facilities to privileges which may be from time to time determined by the Board of Directors, for each respective Class and sub-Class of Members, as applicable.

Section 2.2 CLASSES OF MEMBERS. The Members of this Club shall consist of five (5) Classes with rights and privileges as shall be from time to time determined by the Board of Directors. Each Class of members has voting privileges (one Member, one Vote), subject to the express provisions regarding voting Eligibility set forth hereinbelow.

1. Resident Member
2. Entity Member
3. Junior Member
4. Tenant Member
5. Non-Resident Member

Section 2.3 RESIDENT MEMBER. Any natural person of the age of twenty-one years or more residing in or having his/her principal business activity within Potter or Randall Counties in the State of Texas may, upon the approval of his/her application by the Directors and payment of the Application Fee, become a Resident Member of the Club. Charter members of the Club shall consist of those members whose names appear on the initial group of Resident Members list dated September 12, 1947, plus additional members approved by the Board of Directors prior to the first annual meeting. Each Resident Member shall have one vote at a meeting of Members; however, a Resident Member, by instrument in writing signed by such Resident Member, may give a proxy to another Resident Member or to that Resident Member's spouse for each such meeting.

Section 2.4 ENTITY MEMBER. A limited liability company or corporation or partnership each, respectively, an "Entity", may, upon the approval of application by the Board of Directors, and payment of the Application Fee required for Entity Membership, become a Member of the Club. Each Entity Member may designate not less than two individuals, of the age of twenty-one years or more, as a Member, each of whom shall have the rights and privileges of a Resident Member. Each designee of an Entity Member shall have one vote at Member meetings and shall pay the prescribed dues as a Resident Member and monthly bring his Club account to date. By the act of sponsoring or requesting Entity Member, the Entity shall be and become jointly and severally liable with the designated representative for the prompt payment when due of all dues and indebtedness of such designated person and promptly pay the same upon receipt of written request therefore. In case of death, resignation, expulsion or written withdrawal of sponsorship of any Entity Member, the may propose, upon the forms prescribed by the Board of Directors, another member in lieu of such previous member, which shall be passed upon by the Board of Directors in due course, and upon acceptance by the Board of Directors such new designee shall succeed to the rights and privileges of the previous designee as herein provided and said sponsor's duties and liabilities to the Amarillo Club will extend to the obligations of the successor-designee. Dues shall accrue only for the month during which such designees remain a member.

Section 2.5 JUNIOR MEMBER. Any natural person of the age of twenty-one years or more but not yet forty years of age residing or having his or her principal business activity in the Counties of Potter or Randall in the State of Texas upon the approval of application by the Board of Directors and payment of the Application Fee may be admitted as a Junior Member of the Club. When a Junior Member attains age forty (40), such Member shall convert to a Resident Member. Failure to pay balance of fees when due shall subject any Member to forfeiture of Membership upon vote of the Directors.

Section 2.6 TENANT MEMBER. Any natural person of the age of twenty-one years or more whose principal place of business or employment is in the same building as occupied by Amarillo Club, upon approval of his/her application by the Directors and payment of the Application Fee, may be admitted as a Tenant Member of the Club. At a time (either a specific date or the completion of a specific period of time) designated by the Board of Directors, and upon payment of the Application Fee required, a Tenant Member may be converted to a voting Resident Member.

Section 2.7 NON-RESIDENT MEMBER. Any natural person of the age of twenty-one years or more who shall reside and/or have his or her principal business activity outside Potter or Randall Counties, upon approval of his/her application by the Directors and payment of the Application Fee, shall be admitted as a Non-Resident Member of the Club.

Section 2.8 APPLICATION FEE. Each applicant for membership shall pay a fee ("Application Fee <sup>1)</sup>) in an amount as may from time to time be designated by the Board of Directors, and such fee shall be payable as the Board of Directors may from time to time determine.

Section 2.9 APPLICATION FOR MEMBERSHIP. Each applicant for membership shall present to the Secretary, for submission to the Board of Directors, a written application, stating the name, address, business association (if any), and date of birth, which shall be signed by the applicant personally and two Voting Members of the Club in good standing. Such application shall be accompanied by payment of the Application Fee, if any. If such application for membership is rejected for any reason, the Application Fee shall be refunded to such applicant.

Section 2.10 ELECTION TO MEMBERSHIP. An applicant shall be approved to become a Member upon the vote of the Directors; and such vote shall be by secret ballot if demanded by any Director. Such favorable vote shall consist of all Directors present and voting, with not more than one dissenting vote, voting in favor of such membership. Should an applicant not be elected as herein described, such applicant shall not have his or her name presented again for membership for at least six months after rejection of membership. Upon his or her election, such applicant shall be notified by the Secretary and upon compliance with all terms and conditions of these Bylaws, the applicant's name shall be entered by the Secretary upon the list of members of the Club, in the appropriate Class and sub-Class.

Section 2.11 SUSPENSION OR EXPULSION. Any Member may be suspended or expelled in accordance with Section 4.13. The determination by the Board of Directors shall be final. Immediately upon the vote by the Board of Directors for such suspension or expulsion, the Member affected shall be notified in writing by the Secretary and upon such written notification being placed in the United States mail at the address shown on the records of the Club or upon delivery of such written notice in person, or by email, and such Member shall immediately cease and desist from any further use of the Club facilities and any and all dues, fees or charges then owed by such member to the Club shall immediately become due and payable in full.

Section 2.12 RESIGNATION. Any Member of the Club may resign from membership by a thirty-day written notice delivered to the Secretary of the Club for submission to the Board of Directors; provided, however, that no resignation shall become effective until all current dues and any other indebtedness in excess of the Application Fee (if any) then owed to the Club by such Member shall have been paid in full by such resigning Member.

Section 2.13 EFFECT OF DEATH, EXPULSION OR RESIGNATION. Upon the death, expulsion or resignation of a Member, all rights and interest of such Member in the Club shall cease; dues shall cease at the end of the month in which the expulsion occurred. Upon the death or resignation of a Member, dues shall cease at the end of the month in which the notice of death or resignation is received by the Board of Directors. A Resident Member or Entity Member designee who resigns or dies may request the Board to transfer said Membership, provided that the proposed transferee submits an application that is approved by the Directors and provided that the proposed transferee pays the applicable fee(s) set by the Directors.

Section 2.14 CHANGE IN CLASSIFICATION. If a Resident Member should move his or her residence from within Potter or Randall County, and cease to have his or her principal business activity located within Potter or Randall County, such Member may have the option of: (1) changing the classification to that of a Non-Resident Member; or (2) resigning. A Non-Resident Member returning to residence within Potter or Randall County, and/or again maintaining his or her principal business activity within Potter or Randall County, shall be restored to Resident Member classification without the payment of any additional fee or charge.

Section 2.15 MEMBERSHIP CARD. If the Directors so provide, evidence of membership in the Club may consist of a membership card issued by Amarillo Club.

Section 2.16 IMMUNITY FROM LIABILITY. The Members of the Corporation are not personally liable for any debt, liability, or obligation of the Corporation.

### ARTICLE III MEETINGS OF MEMBERS

Section 3.1 ANNUAL MEETING. The regular Annual Meeting of the Eligible Voting Members of the Club shall be held on the first Tuesday in February of each year at 7:00 p.m. unless a different date and hour shall be established by the Board of Directors.

Section 3.2 SPECIAL MEETINGS. The Board of Directors shall call a Special Meeting of the Voting Members of the Club, upon any one of the following: (i) request of the President, or in his absence any Vice-President; or (ii) upon request of any five Directors; or (iii) upon written request of 1/3 of the Eligible Voting Members of the Club.

Section 3.3 PLACE OF MEETINGS. All meetings of the Voting Members shall be held in one of the Club rooms; however, for reasons deemed sufficient by the Board of Directors, a meeting may be held elsewhere, in which case the Board of Directors shall designate the place of holding such meeting in the Notice for such meeting.

Section 3.4 QUORUM. At any meeting of Members of the Club, ten percent (10%) of the Eligible Voting Members present in person or by proxy and each of whom is, himself or herself, an Eligible Voting Member, shall constitute a quorum. At any time, there are fewer than enough Eligible Voting Members present at the meeting to constitute a quorum, the meeting must adjourn.

Section 3.5 ELIGIBILITY TO VOTE AT A MEMBER'S MEETING. A voting Member in good standing on the Record Date is an "Eligible" Voting Member. To be "in good standing" a Voting Member must, on the Record Date, have paid all required fees and dues, and not be suspended. As to the Annual Meeting, the "Record Date" is December 31 of each year. For any Special Meeting, the "Record Date" for determining Eligible Voting Members is the date that Notice is given for a particular Meeting. On the date Notice is given for a meeting, the Secretary shall compile an alphabetical list of all Voting Members, with each Member's current mailing address. Then, from the list of all Voting Members, the Secretary shall create a list of the "Eligible Voting Members". Only Eligible Voting Members on the Record Date shall be entitled to Notice of a meeting, and only Eligible Voting Members on the Record Date shall be counted in determining the Quorum for that particular meeting.

Section 3.6 NOTICE OF MEETINGS (1) Annual Meeting: Notice of the Annual Meeting shall be mailed, postage prepaid by the Secretary, or emailed, to each Eligible Voting Member of the Club, on record as of the last day of the preceding year, at least ten (10) days before the Annual Meeting, stating the date, time and place thereof. (2) Special Meeting: Notice of a Special Meeting may be given in any manner permitted by the TBOC, including but not limited to; in person or mailed, or emailed, to each Eligible Voting Member of the Club, at least 10 days before such meeting, stating the date, time and place thereof, and the purpose for which the meeting is called. No subject shall be considered at a Special Meeting which was not specified in the notice for such Special Meeting.

Section 3.7 ORDER OF BUSINESS. The order of business at the Annual Meeting shall be as follows: (1) Roll call of Eligible Voting Members and determination of Quorum; (2) Reading of the minutes of the last Annual Meeting and of any and all Special Meetings held subsequent thereto; (3) Report of Officers; (4)

Report of standing committees; (5) Report of special committees; (6) Unfinished business; (7) New Business; (8) Elections and reports; (9) Adjournment. The order of business at a Special Meeting shall be as follows: (1) roll call of Eligible Voting Members and determination of Quorum; (2) Conduct of business on each item or subject identified in the Notice for such Special Meeting.

Section 3.8 ACTION OF MEMBERS AT A MEETING. At a duly called meeting where a Quorum is present, then the majority vote of the Eligible Voting Members present at the meeting shall constitute the action of the Members and be binding on the Corporation.

Section 3.9 NO ACTION OF MEMBERS WITHOUT A MEETING No actions may be taken by the Members without a duly called and properly noticed Meeting of Eligible Voting Members.

## ARTICLE IV BOARD OF DIRECTORS

Section 4.1 POWER AND AUTHORITY. The governance and administration of the affairs and property of the Club shall be vested in its Board of Directors ("Board", "Directors", or Board of Directors) is the governing authority of this Corporation, and each Director is a governing person, as that term is defined in the TBOC. Without limiting the generality of powers and authority granted to governing authority under the TBOC, the Board shall have the general management, supervision and control of the Club and all property (whether leased or owned), affairs, and funds of the Club, and shall exercise all the powers of the Club (except such as are expressly reserved to the Members by law, by the Certificate of Formation or by the Bylaws), including the power and authority to admit new Members, adopt and enforce Policies, elect the Officers of the Club, appoint committees, assign duties to committees and Officers, and hire the General Manager. The Board of Directors may appropriate and expend the monies of the Club from time to time in furtherance of the Club's purposes and shall audit and approve bills for same for which approval shall be evidenced by the signature of an Officer. The Board shall have the authority to interpret, define the meaning of the language contained in, and enforce the Club's Bylaws, and the Certificate of Formation. The Board has the power and authority to create and enforce Policies and Procedures, and Club Rules. Any decision by the Board shall be conclusive and binding on, and shall inure to the benefit of, the Corporation, its Members, and its governing authority. The power of the Board is a joint and collective role, which exists when the Directors act together as one body. Unless acting in his/her capacity as an "Officer", no individual Director has authority to bind the Corporation nor to act on behalf of the Corporation, except as granted by the Board in resolutions adopted and approved by the Board.

Section 4.2 NUMBER AND TERM OF OFFICE. The Board of Directors shall consist of not less than three (3) and not more than fifteen (15) persons. The number of Directors will typically fall in the range of 10 to 13 Directors, but the exact number of Directors will be determined by the Nominating Committee and Members' vote each year. Each Director shall be elected to a four-year term, commencing in February of each year and ending in February 4 years later. At the expiration of their terms, new Directors to replace the Directors whose term has expired, shall be elected at the Members' Annual Meeting for a four-year term; and this procedure shall be repeated as Directors' terms expire. The exception is that the person who has just completed serving as President, shall continue to stay on the Board for one additional year (as "Immediate Past President"), with full Director authority and Director Voting privileges.

- a. Upon occurrence of a vacancy in the Board of Directors for any reason other than expiration of the Director's term, the remaining Directors, by majority vote, shall appoint an Eligible Voting Member to fill such vacancy and the person shall serve only the unexpired portion of the term of the Director who shall have ceased to function.

- b. There shall be no limitation on the number of consecutive terms a Member can serve as Director.
- c. Spouse Qualification. The spouse of any Resident Member shall be eligible to serve on the Board of Directors, so long as the Resident Member is Eligible, and so long as the Resident Member does not simultaneously serve as a Director.

Section 4.3 NOMINATIONS FOR NEW DIRECTORS In January of each year, or earlier if deemed necessary by the Nominating Committee, the Nominating Committee shall nominate an Eligible Voting Member for consideration to be elected for each Director position deemed available by the Board for the upcoming year. Each person so nominated is called a Director Nominee. At the Annual Meeting, one other Director nomination may be made from the floor, by at least twenty (20) Eligible Voting Members.

Section 4.4 NOTIFICATION OF NOMINATIONS. The name of each Director Nominee shall be posted on the Club bulletin board, if available, for a period of at least ten days prior to the date of the Annual Meeting of Members, together with a statement of said nomination signed by the President and attested by the Secretary. Also, the name of each Director Nominee shall be furnished to the Eligible Voting Members as a part of the Notice of the Annual Meeting of Members. Each Eligible Voting Member may vote for one or more of the Director Nominees by proxy vote actually received by the Secretary at least one (1) day prior to the Annual Meeting.

Section 4.5 BALLOT. The Secretary shall cause the names of all of the Director Nominees to be printed upon one ballot, in alphabetical order. In addition, thereto, a blank space shall be provided upon the ballot; and any twenty (20) Eligible Voting Members shall be entitled to nominate one additional write-in candidate for Director, from the floor, in said blank space and such write-in candidate for Director may then be added to the ballot, unless the number of proxy votes already received makes it mathematically impossible for a write-in candidate to be elected.

Section 4.6 JUDGES OF ELECTION. (a) At the Members' Annual Meeting, the President shall appoint three Eligible Voting Members of the Club to be designated as "Judges of the Election", one of whom shall be a current Officer or current Director of the Club. The duty of the Judges shall be to furnish and receive a ballot from each Eligible Voting Member present, to canvass all votes, including all timely received proxy votes, and to present to the President, while the Members continue to be so assembled, a written report showing the result of the election. (b) The number of Candidates necessary to fill the vacancies on the Board of Directors receiving the highest number of votes shall be declared by the President as elected and shall serve until their successor shall have been duly elected and shall have qualified. In case two or more Director candidates receive the same number of votes, it shall be determined by lot immediately which one is to be declared elected. (c) Orientation. All newly-elected Directors will be required to attend a new Director orientation before they attend their first Board meeting. This orientation will be conducted by the President and the GM following the Orientation outline for new Directors, as established by Board Policy.

Section 4.7 DUTIES OF THE BOARD OF DIRECTORS, (a) The Board of Directors shall have general charge of the operations, management, oversight and affairs, funds and property, of the Club, and shall have full power to carry out all actions and functions necessary to achieve the purposes of the Club according to its Charter and Bylaws. (b) The primary responsibilities of the Board are the admission of new Members, election of Officers, development of strategic plans, developing and adopting Policies, retaining and supervising the General Manager, managing and overseeing all Club funds and property, and Membership development. The Board is also responsible for ensuring that the General Manager meets the Club's operating objectives. The Board's responsibility is to manage performance without being involved in day to

day operating activities. (c) The Board shall keep a record of all its official acts and make a report of the same at the Annual Meeting of Members of the Club. (d) The Directors shall have the power to fill a vacancy in the Board of Directors, where such vacancy occurs for a reason OTHER THAN expiration of the Director's term of service, by majority vote.

Section 4.8 ANNUAL MEETINGS The Annual Meeting of the Board shall be held in December or January of each year, prior to the Annual Meeting of Members, at a date, time and place selected by the President. At the Annual Meeting, the Directors shall elect Officers for the year, and shall conduct such other business as may be brought before the Board.

Section 4.9 REGULAR MEETINGS. The Board of Directors shall hold a regular monthly meeting on the fourth Wednesday of each month for the transaction of business of the Club. A different monthly meeting date may be established by the Board of Directors if it should be decided it would be more convenient for the Directors.

Section 4.10 SPECIAL MEETINGS. A special meeting of the Board of Directors may be called at any time or any place within the City of Amarillo upon the call of the President, or upon the call of any three (3) Directors, upon not less than twelve hours' notice and not more than five (5) days' notice to each Director, given by the person(s) calling the Special Meeting, of the date, time and place and purpose of the meeting, which notice may be in person, or by mail, or by email.

Section 4.11 QUORUM AND VOTING. A majority of Directors constitutes a quorum for transacting business at any Board meeting. A duly called or held meeting must adjourn if, at any time, there are not enough Directors present to constitute a quorum. At each meeting, the agenda shall consist of: the minutes, membership report, delinquent accounts, and reports from the House Committee and Finance Committee, and old business, and new business. The Board will try to act by consensus. However, if consensus is not achieved, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall constitute the act of the Board and shall bind the Corporation, unless the act of a greater number is required by law or some other provision of these Bylaws. Directors may not vote by proxy.

Section 4.12 ACTION BY WRITTEN CONSENT. Any action that may be taken by the Directors at a meeting may be taken without a meeting if a written consent, stating the action taken, is signed by the number of Directors necessary to take that action at a meeting at which all of the Directors are present and voting. The written consent must state the effective date of each Director's signature, and a Director's signature may be evidenced in writing, or by fax, or by email. Prompt notice of the taking of action by Directors by less than unanimous consent shall be given to each Director who did not consent.

Section 4.13 POWER TO SUSPEND AND EXPEL. The Board of Directors shall have the power in a duly called and held Special Meeting of Directors: (a) to remove any Officer of the Club; (b) to suspend or expel any Member for nonpayment of dues or other indebtedness due by such Member to the Club; (c) to reprimand, suspend or expel any Member guilty of any violation of the Bylaws or Policies or Rules of the Club, or for conduct unbecoming a lady or gentleman, or for good sufficient cause as may be determined by the Board. A copy of the charges against any Officer or Member shall be served upon such person at least ten days before the meeting of the Board of Directors at which such charges shall be considered, together with a notice of the date, time and place of the meeting, at which meeting the said Officer or Member shall have an opportunity to be heard. A determination by the Board of Directors as to the removal or suspension shall be final.

Section 4.14 POLICIESO The Board shall adopt, and maintain a record of, Board Policies in a Board Policy Manual (Policy Manual). The Policy Manual will contain a detailed summary of each Policy adopted by the Board, and such other items as the Board may determine. Each Director shall, upon taking office, be provided a copy of the Policy Manual and acknowledge by signature his/her receipt of same and agree to follow and enforce same. Any Policy that has previously been adopted may be amended, modified, or revoked in its entirety, by vote of the Directors, which may occur in a duly called and held meeting of Directors or which may occur by written consent, pursuant to Section 4.12.

Section 4.15 CONSTRUCTION OF THE BYLAW so The Board of Directors shall determine the construction to be placed on these Bylaws or any part or parts thereof which may be in conflict or of doubtful meaning.

Section 4.16 REMOVAL OF A DIRECTOR A Director shall be removed and his/her Director position considered vacant, upon the earliest of the following events: (a) death; (b) resignation; (c) vote of majority of Eligible Voting Members in a duly called and held special meeting of Members; or (d) vote of Directors for any violation of Bylaws, violation of fiduciary duty, and/or violation of any Club Policies or Club Rules.

## ARTICLE V OFFICERS

Section 5.1 ELECTION OF OFFICERS. At its Annual meeting, the Directors shall elect from their number a President, a Vice-President, a Secretary and a Treasurer for a term of one year and they may serve a second consecutive term if so elected and provided, however; a Director shall not be eligible for election of an office beyond their regular term. All Officers serve until the next Annual Meeting of the Directors, and until their respective successors shall have been duly elected and shall have qualified. The Board of Directors shall have power to appoint an Assistant Secretary and/or an Assistant Treasurer, who may not be Members of the Club to serve at the will of the Board, at such salary or salaries as may be fixed. One person may fill the offices of Secretary and Treasurer.

Section 5.2 PRESIDENT. The President shall be Chairman of the Board of Directors and shall preside at all meetings of the Members of the Club and at all meetings of the Board of Directors. In his absence, or inability to act, the Vice-President shall perform the duties of President. The immediate past President shall continue to serve on the Board for one (1) additional year, as a Voting Director.

Section 5.3 SECRETARY. The Secretary shall keep a record of all the meetings of the members of the Club and of the Board of Directors; shall give notice of all regular and special meetings to the members of the Club and to the members of the Board of Directors of all meetings of said Board; shall have the custody of the Seal of the Club and shall keep a record of all of the officers and members thereof and of their addresses and telephone numbers; shall notify new members of their election; shall also be charged with the performance of any duties of the Bylaws imposed upon the Secretary.

Section 5.4 TREASURER. It shall be the duty of the Treasurer to ensure the collection, safe keeping and accounting for all funds and moneys of the Club, make disbursements as authorized and required by the Board, and to render such accounts and statements as shall be required by the Board. (a) collect, hold and disburse, under the direction of the Board of Directors of the Club, all monies of the Club; (b) be charged with the duties of collection of all money due the Club from members thereof and all other sources; (c) keep or cause to be kept, regular books of account and submit financial statements at the monthly meeting of the Board of Directors; (d) submit Annual Financial Statements to the Board of Directors and have the Annual Financial Statements available for inspection at the Annual Membership Meeting; (e) upon request from the



Board of Directors, fully report the status of all members of the Club, stating who has been or is, under suspension for delinquency, and who, if any, has by delinquency, subjected his membership to forfeiture. The Treasurer shall also upon request of the Board report a statement of all amounts due from members, specifying what assessments remained unpaid by each member, and the reason for it not having been collected (f) shall keep the books in which it shall be recorded all suspensions of the credit of members for nonpayment of dues or other money due and date thereof; (g) maintain accounts for the depositing of all monies of the Club in the name of the Club with some bank or banks in the City of Amarillo, to be designated by the Board of Directors.

Section 5.5 LIMITATION OF LIABILITY. An Officer is not liable to the Corporation or any other person for an action taken or omission made by the Officer in the person's capacity as an Officer, unless the Officer's conduct was not exercised: (a) in good faith; (b) with ordinary care; and (c) in a manner the Officer reasonably believed to be in the best interest of the Corporation.

## ARTICLE VI COMMITTEES

Section 6.1 FUNCTION AND PURPOSE. Committees are advisory and serve at the pleasure of the Board. Their primary role and purpose is to assist the Board and General Manager with the important activities and functions of the Club as noted in the descriptions below and other details embodied in the Policy Manual. Committees will work within established budgets and will have no authority to direct or discipline any Club employees. Committee Members will work through the General Manager or his designated staff Member while completing their services.

Section 6.2 STANDING COMMITTEES. There are five Standing Committees: (i) House Committee; (ii) Finance Committee; (iii) Nominating Committee; (iv) Governance/Strategic Planning Committee; and (v) Membership Committee. In February of each year, as promptly as possible after the election of the new incoming Directors, the President, with the consent of the Board, shall appoint one (1) Director, as Chairperson and one (1) Director as Vice Chairperson of each Standing Committee. Each Chairperson may suggest 2 to 4 Eligible Voting Members to serve on that Chairperson's committee. The President will then, with approval of the Board, make the final appointments to, and make-up of each Committee. The Board will provide each Committee written guidelines outlining their roles and responsibilities. Each Standing Committee shall provide guidance, feedback and assist the Directors in planning when and where indicated in the areas of their purview. Committees make recommendations to the Board but have no power or authority to bind the Club; all powers to vote and act on Committee recommendations being expressly reserved to the Board.

(a) House Committee. The House Committee consisting of a maximum of five (5) Eligible Voting Members, shall oversee and report to the Board on the maintenance and internal management of all facilities and furnishings of the Club, shall work through the General Manager to provide input with respect to the social and dining activities, traditions, events and Club celebrations and perform such other duties and responsibilities as from time to time shall be designated by the Board.

(b) Finance Committee. (a) Composition. The Finance Committee shall be composed of a maximum of five (5) active Eligible Voting Members, one of whom at least shall be a Director. (b) Duties. The Finance Committee shall audit, or cause to be audited, from time to time, the accounts of the Treasurer, and shall direct the financial policy of the Club, subject to the approval of the

Directors. It shall also have such other powers and duties as the Board of Directors may, from time to time, prescribe.

(c) Nominating Committee. The Nominating Committee shall be composed of a maximum of five (5) Eligible Voting Members and shall have the responsibility in December or early January of each year to identify and nominate each of the persons who will be a "Director Nominee" to be considered for Directorship for the upcoming year.

(d) Governance/Strategic Planning Committee. The Governance/Strategic Planning Committee shall be composed of a maximum of five (5) Eligible Voting Members and shall have responsibility for drafting and recommending long term planning, and reviewing and recommending updating of all governing documents, and ensuring compliance with all record keeping requirements under law. This committee shall perform such other duties and responsibilities as from time to time may be requested by the Board.

(e) Membership Committee. The Membership Committee shall be composed of a maximum of five (5) Eligible Voting Members, and shall have responsibility to recommend events, drivers, incentives, activities, and plans for maintaining current Membership and recruitment of proposed new Members. This Committee shall perform such other duties and responsibilities as from time to time may be assigned to it by the Board.

Section 6.3 OTHER COMMITTEES. The Board may establish one or more other Committees, delegating specified authority and duties and responsibilities to each such committee, and appointing or removing Members of each committee. Each committee shall include at least two (2) active Directors and may include at least one (1) other Eligible Voting Member who is not a Director. Each committee so established shall have a term of existence not to exceed one (1) year.

Section 6.4 AD HOC COMMITTEES. The Board has the authority to create additional ad hoc advisory committees for any purpose it deems for the benefit of the Club. All ad hoc advisory committees shall have a specific limit of time (typically no more than 90 days) to perform their task.

Section 6.5 REMOVAL. The Board shall have the authority to remove, with or without cause, any Chairperson or Committee member.

Section 6.6 REPORTING TO THE BOARD Each Committee, through its Chair, shall report its activities to the Board from time to time. No committee has any authority to take any action to bind the Corporation, and each committee shall have authority only: (i) to report to the Board; and (ii) make recommendations to the Board.

Section 6.7 STAFF ADVISORS. Under the President's direction, the General Manager may assign a staff person to serve as advisor to one or more Committees.

## ARTICLE VII GENERAL MANAGER AND STAFF

The Board may, but is not required to, retain a General Manager and such other staff, and give them such duties as the Board shall determine in its sole discretion. The Board shall adopt a written job description for the General Manager, and shall set forth the scope of duties and powers that are delegated to the General Manager without further resolution, including but not limited to delegating to the General Manager the authority to hire and dismiss staff, and including but not limited to the authority to make deposits, and sign checks up to a limited dollar amount set by the Directors. To the extent the General Manager is acting within the scope of the job description and/or within the duties, powers and authority delegated to the General Manager, all such actions of the General Manager are considered authorized and binding upon the Corporation. Except as authorized by the Directors, the actions of the General Manager shall not bind the Corporation. To the extent the actions of the General Manager are unauthorized, such actions shall be considered intentional or willful misconduct. The General Manager and staff shall be, at all times, employees at will, and may be terminated or removed by majority vote of the Directors at any time, with or without cause. The Board is authorized, but not required to, pay a salary and/or other compensation and/or expense reimbursement(s) to a General Manager and other staff members.

## ARTICLE VIII TRANSACTIONS OF CORPORATION

Section 8.1 CONTRACTS. The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority maybe limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

Section 8.2 DEPOSITS. All the Corporations funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

Section 8.3 GIFTS. The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may reject any proposed contribution, gift, bequest, or devise. The Board may make gifts and give charitable contributions not prohibited by its governing documents, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

Section 8.4 POTENTIAL CONFLICTS OF INTEREST. The Corporation may not make any loan to a Director or Officer of the Corporation. A Member, Director, Officer, or committee member of the Corporation may lend money to, and otherwise transact business with, the Corporation, except as otherwise provided by the Corporation's governing documents, and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. However, the Corporation may not borrow money from, or otherwise transact business with, a Member, Director, Officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interests. Further, the Corporation may not borrow money from, or otherwise transact business with, a Member, Director, Officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Boards approval, and any person having an interest in the transaction must abstain from the vote.

Section 8.5 PROHIBITED ACTS. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation. No substantial part

of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions herein, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

As long as the Corporation exists (except with the Directors' prior, unanimous approval) no director, officer, committee member, or employee of the Corporation may:

- (a) Do any act in violation of these Bylaws or in violation of a binding obligation of the Corporation;
- (b) Do any act with the intention of harming the Corporation or any of its operations;
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business;
- (d) Receive an improper personal benefit from the operation of the Corporation;
- (e) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business;
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will;
- (g) Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business; nor
- (h) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

## ARTICLE X FISCAL YEAR

The Corporation's fiscal year of the Corporation will begin on the first day of January and end on the last day in December in each year.

## ARTICLE XI INDEMNIFICATION

Section 10.1. WHEN INDEMNIFICATION REQUIRED, PERMITTED, AND PROHIBITED.

(a) The Corporation will indemnify a director, officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the Corporations request as a director, officer, employee, or other agent or representative of the Corporation.

(b) The Corporation will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Corporations best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of gross negligence, intentional or willful misconduct, or improperly receiving a personal benefit from the Corporation, A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

(c) The Corporation will pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this Article, the Corporation may indemnify a director, officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited by paragraph 10.01(b), above.

(e) The Corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might be eventually entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in paragraph 10.03(c), below, have been satisfied. Furthermore, the Corporation will never advance expenses to a person before final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Corporation or one or more directors or if the person is alleged to have improperly received a personal benefit or committed other grossly negligent, willful or intentional misconduct.

Section 10.2. EXTENT AND NATURE OF INDEMNITY. The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding.

### Section 10.3. PROCEDURES RELATING TO INDEMNIFICATION PAYMENTS.

(a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable,

except as provided in subparagraph (c), below. The Corporation may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of directors who, at the time of the vote, are not named defendants or respondents in the proceeding; or

(ii) By a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding; or

(iii) Determination by special legal counsel selected by a majority vote of all directors; or

(b) The Corporation will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a)(iii), above, governing selection of special legal counsel. A provision contained in the certificate of formation, or a resolution of directors or the Board that requires the indemnification permitted by paragraph 10.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a), above.

In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

(d) Any indemnification or advance of expenses will be reported in writing to the Corporation's directors. The report will be made with or before the notice or waiver of notice of the next directorship meeting, or with or before the next submission to directors of a consent to action without a meeting. In any case, the report will be sent within the 12-month period immediately following the date of the indemnification or advance.

## ARTICLE XII NOTICES

Section 11.1 NOTICE BY MAIL OR EMAIL, BULLETIN BOARD, OR UN MONTHLY PUBLICATION Any notice required or permitted by these Bylaws to be given to a Member, Director, Officer, or member of a committee of the Corporation may be given in writing in person, or by regular mail, or by email or by posting it on the Bulletin Board or by publishing it in the Club's monthly newsletter/publication. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with postage prepaid. If given by email, a notice is deemed delivered when sent to the email address of the person at his or her email address as it appears on the corporate records. A person may change his or her address in the corporate records by giving written notice of the change to the Secretary of the Corporation.

Section 11.2 SIGNED WAIVER OF NOTICE. Whenever any notice is required by these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

Section 11.3 WAIVING NOTICE BY ATTENDANCE. A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

#### ARTICLE XIII FEES AND DUES

Section 13.1 FEES. Subject to change at the discretion of the Board of Directors, the Application Fee to be paid by new applicants shall be in such amounts and payable at times as the Board of Directors may determine. In addition, all other fees—including but not limited to re-application fee, administrative fee, transfer fee, reinstatement fee or late fees -- shall be charged in such amount(s) as the Board of Directors may determine.

Section 13.2 MONTHLY DUES. The monthly dues to be assessed to each sub-Class of Member shall be an amount designated by the Board of Directors from time to time. All monthly dues are payable monthly in advance.

#### ARTICLE XIV MISCELLANEOUS

Section 14.1 CONFIDENTIALITY. In the course of performing their duties and responsibilities, Directors and Committee Members are expected to come into contact with confidential information of the Club that is sensitive and not publicly available ("Confidential Information"). Such information includes materials prepared in advance of meetings, minutes and other accounts of discussions and deliberations at meetings, information received about applicants for Membership or employment, information regarding delinquent accounts of Member, financial reports, employee information and other confidential and nonpublic information relating to the business of the Club. The disclosure of Confidential Information can be detrimental to the Club and can inhibit the decision-making process of the Club. Directors, Committee Members, officers and employees shall not use Confidential Information in any way, or to disclose Confidential Information to any third party except in connection with the performance of their responsibilities to the Club.

Section 14.2 INTOXICATING LIQUOR. The introduction of intoxicating liquor on the Club premises and the use thereof in violation of Federal, State or Local laws is prohibited. The penalty for the violation of this section of the Bylaws shall be the expulsion of the offending member.

Section 14.3 GAMBLING Gambling in all of its forms is prohibited. The playing of cards or other games as a social diversion will be permitted under the supervision and rules of the House Committee.

Section 14.4 BULLETIN BOARD A Club bulletin board shall be placed in a permanent place in the Club rooms. Nothing shall be posted on the bulletin board except by the officers of the Club, by the Board of Directors, or by the standing committees.

Section 14.5 NON-DISCRIMINATION COMMITMENT. The Directors and Committee members, Officers, and its employees, jointly and severally, shall not discriminate, in any form or manner, on the basis of race, color, religion, age, gender, national origin, disability or sexual orientation.

## ARTICLE XV AMENDING BYLAWS

These Bylaws, or any part thereof, may be amended, modified or repealed, in whole or in part, as follows: the Directors shall prepare and propose amendments or modifications, and give notice to all Eligible Voting Members of such proposed amendments/modifications, together with a notice of special meeting of Members for the purpose of voting upon such amendments or Amended Bylaws as a whole. Then, at the duly called and held special meeting of the Eligible Voting Members, the amendments or Amended Bylaws as a whole must be approved by vote of the Eligible Voting Members, according to Quorum and voting percentages set forth in Article Three.

## ARTICLE XVI LIQUIDATION, DISSOLUTION AND TERMINATION

The Corporation may be liquidated and terminated upon resolution of the Directors, and approval of majority of the Eligible Voting Members. Upon liquidation, all debts and liabilities shall be paid or otherwise provided for, and the remaining Club assets shall be distributed prorata among the Eligible Voting Members.