

**BYLAWS  
OF  
COLORADO SAIL & YACHT CLUB**

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# **BYLAWS OF COLORADO SAIL & YACHT CLUB**

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## **ARTICLE 1. INTRODUCTION AND PURPOSES**

### **Section 1.1 Introduction**

These Bylaws are adopted for the regulation of the governance and management of Colorado Sail & Yacht Club, a Colorado nonprofit corporation ("Club"). The Club was incorporated as a nonprofit corporation under the provisions of the Colorado Revised Nonprofit Corporation Act ("the Act") for the specific purposes enumerated next.

### **Section 1.2 Purposes**

The Club is organized and operated for the purposes of conducting activities related to the sport of sailing. Specifically, the Club's reasons for existence, and primary purposes, are to:

- (a) Conduct sailing activities, especially sailboat racing activities on Chatfield Reservoir;
- (b) Interest people in sailing and promote the sport of sailing; and
- (c) Do those things necessary to facilitate a fellowship of sailing enthusiasts.

## **ARTICLE 2. MEMBERSHIP**

### **Section 2.1 Membership Classifications**

The Club shall have two classes of members: Full Members, and Auxiliary Members.

### **Section 2.2 Full Members**

Full Members are those persons owning a sailboat or interested in sailing and related activities who have paid Full Member dues and joined the Club for a given calendar year. A Full Membership shall include the member, spouse, and all dependent children under the age of 25.

Full Members shall have the rights and responsibilities to:

- (a) Attend meetings and events organized by the Club in that calendar year;
- (b) Be nominated for, and elected or appointed as, Directors or Officers of the Club for that or the next calendar year;
- (c) Vote in elections and removals of Directors or Officers of the Club; and
- (d) Amend these Bylaws.

## **Section 2.3 Inactive Members**

Memberships in the Club, regardless of class or type, run with the calendar year and expire at the end of each calendar year. A member from a previous calendar year shall be deemed inactive if he or she has not paid his or her membership dues in full, and re-joined the Club for the current calendar year, by the end of January of the current calendar year. Once a member pays dues in full, and joins the club for the current calendar year, that member is deemed active.

## **Section 2.4 Auxiliary Members**

The Board of Directors may, from time to time, create such types of membership as it feels would enhance the Club image or facilitate the operation or business of the Club. Such Auxiliary Memberships shall not have the right to vote on matters that come before the Club's members. Auxiliary Members are those persons who have paid the dues established for their type of membership and joined the Club for a given calendar year.

Auxiliary Members shall have the following rights and responsibilities:

- (a) To attend meetings and events organized by the Club in that calendar year; and
- (b) Other specific rights as may be granted by the Board.

## **Section 2.5 Dues**

The Board of Directors shall determine dues for all classes of Members.

## **Section 2.6 Suspension, Termination, and Expulsion**

A membership may be suspended or terminated, and a member expelled from the Club, for sufficient cause, by a two-thirds vote of the Board. Sufficient cause shall be defined as an action reflecting poorly upon the Club, bringing it into disrepute, or grossly breaching good citizenship in the Club or sportsmanship in sailing. The Board shall give such a member fifteen days prior written notice at that member's last known addresses (postal and / or electronic) of the pending suspension, termination, or expulsion, and an opportunity to be heard five or more days prior to its effective date. Additionally, all allegations of Gross Misconduct as defined by the ISAF Racing Rules of Sailing (RRS) shall be resolved in accordance with the provisions of the RRS.

## **Section 2.7 Members' Meetings**

### **2.7.1 Annual Meetings**

An Annual Meeting of the Members of the Club shall be held at a time and place within the State of Colorado designated by the Board; traditionally it is held after the end of the sailing season each calendar year. The primary agenda item of the annual Members' meeting is to elect Directors of the Club for its next year of operation.

## 2.7.2 Special Meetings

Special Meetings of the Members for any purpose may be called by the Commodore, the Board or by petition of twenty percent (20%) or more of the Active Members.

## 2.7.3 Location

Members' meetings shall be held at a location within the State of Colorado chosen by the Board of Directors.

## 2.7.4 Notice

Written notices of the date, time and place of the Annual Meeting of the Members or a Special Meeting of the Members of the Club shall be given at least thirty (30) days in advance of such meeting.

Notice shall be given primarily by electronic mail, using email addresses provided to the Club by Members, and secondarily by inclusion of the meeting on the Club's calendar of events (if any) published on the Club's website (if any). The notice shall state the meeting's date, time, location, and known business to be transacted.

Failure of any Member to provide a current and valid email address to the Club, and failure of any Member to read meeting notice messages sent to that address in a timely fashion, constitutes waiver of notice by that Member. Attendance at a meeting also constitutes waiver of notice, unless the attendance is for the sole purpose of objecting to the sufficiency of notice.

## 2.7.5 Quorum

The presence of one third (1/3) or more of all Full Members at a duly called Members' Meeting shall constitute a quorum for the transaction of business at that meeting. In the absence of a quorum, the membership may not take action, and all agenda items shall be decided upon by the Board of Directors.

## 2.7.6 Conduct

The procedure for conducting Members' meetings is left to the discretion of the Board of Directors. Robert's Rules of Order should be used as a model, but failure to strictly follow Robert's Rules of Order shall not invalidate any action taken at a meeting.

## 2.7.7 Voting

Each Full Membership shall have one (1) vote at Members' meetings.

## **ARTICLE 3. BOARD OF DIRECTORS**

### **Section 3.1 Powers and Duties**

The affairs, activities, and operation of the Club shall be managed by the Board of Directors. The Board shall act on behalf of the Club, and shall transact necessary business between Members' meetings, and such other business as may be referred to it by the membership or these Bylaws. Consequently, the Board shall have such powers and duties as are necessary to perform those tasks, including the following powers and duties:

- (a) Amending the Club's Bylaws as necessary to comply with statutory and judicial requirements;
- (b) Appointing Officers of the Club;
- (c) Creating standing and special Committees;
- (d) Approving the plans and work of Committees;
- (e) Preparing a Budget for the Club;
- (f) Collecting revenues and expending funds on behalf of the Club as per the approved Budget and the votes of Directors and Officers;
- (g) Adopting and amending policies and guidelines further prescribing the governance of the Club;
- (h) Keeping and maintaining the books and records of the Club;
- (i) Making contracts, administering financial accounts, and incurring liabilities in the name of the Club;
- (j) Providing for the indemnification of the Club's Directors and Officers;
- (k) Supervising all persons acting on behalf of the Club;
- (l) Naming advisors to serve at the Board's discretion;
- (m) Setting strategies by which the Club accomplishes its purposes; and
- (n) Generally conducting the business of the Club.

In addition, Directors shall individually and collectively accept and honor a general duty of care, duty of loyalty, and fiduciary duty to the Club and its Members. Directors shall comply with applicable law and prudently manage risks of the Club.

### **Section 3.2 Composition**

The Board of Directors of the Club shall be comprised of six (6) Directors.

### **Section 3.3 Qualification**

Only Full Members of the Club, as defined in these Bylaws, are eligible to become Directors of the Club. Further, to qualify, Full Members must be willing to perform the general duties of

a member of the Board of Directors, including attending Board meetings and voting on matters that come before the Board.

### **Section 3.4 Term**

Directors shall serve a roughly one-year term, beginning at the adjournment of the annual Members' meeting at which they were elected, and ending at the adjournment of the next annual Members' meeting.

There is no limit on the number of terms that may be served, consecutively or discontinuously, by the same person, as long as that person meets the qualifications of a Director in each term he or she serves.

### **Section 3.5 Compensation**

Directors shall serve without compensation.

Expenses incurred by Directors in the conduct of the Club's business may be reimbursed by the Club, in accordance with its financial policies.

### **Section 3.6 Election**

Directors shall be elected by the membership at the annual Members' meeting per section 2.7 of these Bylaws.

During his or her term, each Commodore shall chair a Nominating Committee, which shall seek nominees for Directors for the next calendar year and develop a slate of candidates. The candidates shall be announced to the membership at the annual Members' meeting or earlier if possible. Additional nominees may be solicited from the floor during that meeting. Only Full Members who have accepted nomination, either by the Nominating Committee or from the floor, shall be eligible for election.

The newly-elected Directors shall assume office immediately upon adjournment of the annual Members' meeting at which they were elected.

### **Section 3.7 Resignation**

Any Director may resign at any time by giving written notice to the Commodore, Secretary, or Board of Directors of the Club, stating the effective date of the resignation. Acceptance of a resignation shall not be necessary to make the resignation effective.

Any Director who misses three consecutive duly scheduled Board meetings without explanation shall be considered to have resigned, and his or her vacancy on the Board shall be filled as per Section 3.9 of these Bylaws.

## **Section 3.8 Removal**

### **3.8.1 By the Membership**

One or more Directors, or the entire Board of Directors, may be removed at a Special Meeting of Members called pursuant to these Bylaws (as described in Section 2.7), with or without cause, by a vote of at least a majority of the Full Members present, assuming a quorum. Notice of a Special Meeting of Members to remove Directors shall set forth that the meeting is being conducted for that purpose, and shall be provided to every Full Member of the Club, including the Directors sought to be removed, as provided in these Bylaws. Directors whose removal is sought shall have the right to be present at this meeting, and shall be given the opportunity to speak to the Members prior to a vote to remove being taken.

In the event of removal of one or more Directors, successors shall be elected by the Members at the meeting to serve for the unexpired term of their predecessors.

### **3.8.2 By the Board of Directors**

The Board of Directors may, at its discretion, vote to remove a Director with or without cause by affirmative vote of three fourths ( $\frac{3}{4}$ ) of the remaining Directors. The Director to be removed shall not be entitled to vote on the question of his or her removal.

## **Section 3.9 Vacancies**

Vacancies on the Board of Directors caused by any reason other than removal of Directors by the membership may be filled by appointment by a majority vote of the remaining Directors at a Board meeting any time after the occurrence of the vacancy, even if a quorum is not present at that Board meeting. Each Director so appointed shall serve for the remainder of the unexpired term of office.

## **Section 3.10 Board Meetings**

### **3.10.1 Regular Meetings**

To conduct the Club's business, at least quarterly regular meetings of the Board of Directors are required to occur in each calendar year of the Club's operation. More frequent regular Board meetings may be scheduled at the discretion of the Board.

### **3.10.2 Special Meetings**

Special meetings of the Board of Directors may be called by the Commodore of the Club or by three (3) Directors.

### **3.10.3 Location**

Board meetings shall be held at a location within the State of Colorado chosen by the Board of Directors.

### 3.10.4 Notice

At least seven (7) days' notice shall be given for regular meetings of the Board of Directors, and at least (3) days' notice for special meetings. Notice shall be given primarily by electronic mail, using email addresses provided to the Club by Directors, and secondarily by inclusion of the meeting on the Club's calendar of events (if any) published on the Club's website (if any). The notice shall state the meeting's date, time, location, and known business to be transacted. Directors may waive notice in writing, and attendance at a Board meeting by a Director constitutes waiver of notice, unless the attendance is for the sole purpose of objecting to the sufficiency of notice.

### 3.10.5 Quorum

The presence of a half the total number of Directors shall constitute a quorum for the transaction of business at a Board meeting.

### 3.10.6 Conduct

The procedure for conducting Board meetings is left to the discretion of the Board. Robert's Rules of Order should be used as a model, but failure to strictly follow Robert's Rules of Order shall not invalidate any action taken at a meeting.

Board meetings shall generally be open to Members and invitees of the Board, who may participate by attending and advising on matters raised in meetings. If necessary, the Directors may enter into Executive Session, which is open only to Directors.

Directors may attend a Board meeting by telephone, so long as meeting participants can hear one another and communicate effectively.

### 3.10.7 Voting

Only Directors may vote on appointments of Directors and Officers. Only Directors and Officers may vote on other matters that come before the Board. There shall be only one vote per person, even if that person is both a Director and an Officer, or holds more than one office simultaneously.

### 3.10.8 Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all Directors and Officers consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote at a Board meeting, as the case may be.

## **ARTICLE 4. OFFICERS**

### **Section 4.1 Required Officers**

The Club shall always have the following officers:

- (a) One Commodore;
- (b) One Vice Commodore;
- (c) One Secretary;
- (d) One Treasurer;
- (e) One Racing Director;
- (f) One Social Director; and
- (g) One Immediate Past Commodore.

The offices of Commodore, Vice Commodore, and Treasurer must be held by different persons at all times. Other combinations of required offices, for example Secretary and Treasurer, may be held by the same person at the same time, if convenient to the Club.

### **Section 4.2 Optional Officers**

Each Board, during its term, shall have the power to appoint other officers as it deems necessary to conduct the business and activities of the Club, effectively determining the organization chart of the Club for a calendar year of operation. Examples include, but are not limited to, Cruising Captain, Dinghy Captain, Juniors Captain, Scorer, and Webmaster. Combinations of optional offices, or of optional offices and required offices, may be held by the same person at the same time, if convenient to the Club.

### **Section 4.3 Qualification**

Only Full Members of the Club, as defined in these Bylaws, are eligible to become Officers of the Club. Further, to qualify for office, Full Members must be willing to perform the duties of the office and the general duties of an Officer of the Club.

### **Section 4.4 Term**

Officers of the Club shall serve a term beginning at the Board meeting in which they were appointed, and ending at the Board meeting following next annual Members' meeting, in which new officers are appointed by the newly-elected Directors.

There is no limit on the number of terms that may be served, consecutively or discontinuously, by the same person in the same or different offices.

### **Section 4.5 Compensation**

Officers shall serve without compensation.

Expenses incurred by Officers in the conduct of the Club's business may be reimbursed by the Club, in accordance with its financial policies.

## **Section 4.6 Appointment**

Persons shall be appointed to office by affirmative vote of a majority of the Board of Directors. At the first Board meeting after each annual Members' meeting, the Board shall appoint a person to each of the offices enumerated in these Bylaws.

## **Section 4.7 Resignation**

Any Officer may resign office at any time by giving written notice to the Commodore, Secretary, or Board of Directors of the Club, stating the effective date of the resignation. Acceptance of a resignation shall not be necessary to make the resignation effective.

Any Officer who misses three consecutive duly scheduled Board meetings without explanation shall be considered to have resigned, and the vacant office shall be filled as per Section 4.6 of these Bylaws.

## **Section 4.8 Removal**

### **4.8.1 By the Membership**

One or more Officers may be removed from office at a Special Meeting of Members called pursuant to these Bylaws (as described in Section 2.7), with or without cause, by a vote of at least a majority of the Full Members present, assuming a quorum. Notice of a Special Meeting of Members to remove Officers shall set forth that the meeting is being conducted for that purpose, and shall be provided to every Full Member of the Club, including the Officers whose removal is sought, as provided in these Bylaws. Officers whose removal is sought shall have the right to be present at this meeting, and shall be given the opportunity to speak to the Members prior to a vote to remove being taken.

In the event of removal of one or more Officers, successors shall be appointed by the Board of Directors at its next meeting to serve for the remaining term of the removed Officers.

### **4.8.2 By the Board of Directors**

The Board may remove from office any Officer by an affirmative vote of at least three-quarters (3/4) of the remaining members of the Board. The Officer proposed for removal shall not be entitled to vote on the question of his or her removal.

## **Section 4.9 Vacancies**

In the event the Commodore resigns, is unable to serve, or is removed from office, the Vice-Commodore shall become Commodore. In the event any other Officer resigns, is unable to serve, or is removed from office, the Board shall elect a successor. The Board shall be the sole judge of the ability of any Officer to continue to serve the Club.

## **Section 4.10 Powers and Duties**

### **4.10.1 Commodore**

The Commodore shall have all of the general powers and duties incident to the office of President of a Colorado nonprofit corporation, and shall be the principal executive officer of the Club. Subject to the control of the Board of Directors, the Commodore shall have the authority to generally supervise and control all of the activities of the Club and sign contracts and other written instruments, and the responsibility to see that orders and resolutions of the Board are carried out. The Commodore shall be a member of the Board of Directors and, when present, shall preside at all Board meetings and all Members' meetings, and shall act as Chair of the Board. The Commodore shall select and appoint the Chairpersons of all Committees and shall be an ex-officio member of all committees of the Club.

### **4.10.2 Vice Commodore**

The Vice Commodore shall be a member of the Board of Directors and, in the event of the temporary absence or incapacity of the Commodore, the Vice Commodore shall perform the duties and exercise the powers of the Commodore. The Vice Commodore shall generally assist the Commodore and shall perform such other duties and assume such responsibilities as may from time to time be prescribed by the Commodore or the Board.

The Vice Commodore shall provide safety recommendations for all club activities. In addition the Vice Commodore shall develop and maintain safety guidelines as well as make recommendations to the Commodore and Race Chairperson relating to safety for all on-the-water events.

### **4.10.3 Secretary**

The Secretary shall be a member of the Board of Directors. The Secretary shall keep the minutes of Members' meetings and Board meetings, shall see that all notices are duly given in accordance with these Bylaws, and shall be responsible for the publishing of meeting minutes, organizational policies, and notices. The Secretary shall keep accurate records showing the Members of the Club and their email addresses, shall generally cause Club records to be kept and maintained, and in general shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Commodore or the Board of Directors.

### **4.10.4 Treasurer**

The Treasurer shall be a member of the Board of Directors. The Treasurer shall have general supervision over the care and custody of the funds and securities of the Club and shall deposit the same or cause the same to be deposited, in the name of the Club, in the bank or banks, trust company or trust companies that the Board of Directors may designate. The Treasurer shall prepare an annual Budget for approval by the Board of

Directors, and shall make disbursements as authorized by the Board of Directors in accordance with the Club's Budget. The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Club and whenever required by the Board of Directors, shall render or cause to be rendered financial statements of the Club.

#### **4.10.5 Racing Director**

The Racing Chairperson shall oversee all racing activities and maintenance of the associated equipment.

#### **4.10.6 Social Director**

The Social Chairperson shall oversee all social activities, schedule the activities, ensure they are posted on the Club Calendar, and maintain an inventory of materials used for these events.

#### **4.10.7 Immediate Past Commodore**

The Immediate Past Commodore shall serve as Chair of the Commodore's Advisory Board.

## **ARTICLE 5. COMMITTEES**

### **Section 5.1 Designated Committees**

The Board of Directors may, on behalf of the Club, create such Committees and appoint such Committee members, including Chairpersons, as it deems appropriate to carry out its purposes. Committees shall have the authority to act only to the extent delegated by the Board of Directors. The Board shall also have the power to remove any and all Committee members including Chairpersons, with or without cause, and to terminate any created Committee except the Nominating Committee required by Section 3.6 of these Bylaws and the Commodore's Advisory Board required by Section 5.7 of these Bylaws.

### **Section 5.2 Qualification**

All Committee members including Chairpersons shall be Members of the Club as defined in these Bylaws, and shall accept and honor duties assigned to their role.

### **Section 5.3 Term**

Committee members including Chairpersons shall serve a term beginning at the Board meeting in which they were appointed, and ending at the Board meeting following the next annual Members' meeting, or as otherwise designated by the Board.

## **Section 5.4 Resignation**

If resigning before the end of a term of service, a Committee Chairperson shall give written notice of resignation to the President, Secretary, or Board of Directors of the Club, stating the effective date of the resignation. Acceptance of a resignation shall not be necessary to make the resignation effective.

## **Section 5.5 Powers and Duties**

Committees shall have the powers and duties delegated to them by the Board of Directors upon their creation or subsequently. Committee Chairpersons shall exercise or delegate those powers and duties at their discretion, subject to control by the Board of Directors.

Committee Chairpersons shall further have the duty to attend meetings of the Board of Directors, if so requested by the Board, for the purposes of reporting on Committee work, and speaking on matters brought before the Board.

## **Section 5.6 Committee Meetings**

Committee meetings may be called, or Committee action may be taken without a meeting, at the discretion of the Committee Chairperson. Committee meetings should be open to Members, and sufficient notice should be given, to the extent practical.

## **Section 5.7 Commodore's Advisory Board**

All past Commodores shall constitute the Commodores Advisory Board (hereinafter referred to as the "Advisory Board"). This Advisory Board shall make recommendations to the Board upon matters as may be referred to them for consideration by the Board, by the annual meeting of the Club, or on its own initiative. The Immediate Past Commodore shall serve as Chair of the Advisory Board.

# **ARTICLE 6. BOOKS AND RECORDS**

## **Section 6.1 Club Records**

The Club shall keep the following records permanently at its principal office:

- (a) The Bylaws and policies of the Club.
- (b) Minutes of all Board meetings and Members' meetings;
- (c) Records of all actions taken by the Board or by Members by written ballot instead of at a meeting; and
- (d) Treasurer's financial reports and budgets.

## **Section 6.2 Minutes and Presumptions**

Draft minutes of Board and Members' meetings shall be prepared by the Secretary of the Club within 30 days of the meeting. Minutes of Board and Members' meetings, once

approved at subsequent meetings, shall be presumed to accurately reflect the matters described therein.

### **Section 6.3 Examination**

The books, records, and papers of the Club shall at all times, subject to the Board of Directors' convenience, be available for examination by any Member, except documents determined by the Board of Directors to be confidential pursuant to a written policy or applicable law.

## **ARTICLE 7. AMENDMENTS**

These Bylaws may be first adopted and subsequently amended at any regular or special Members' meeting by a majority vote of the members present, in accordance with the provisions of Section 2.4 of these Bylaws governing Members' meetings.

These Bylaws may also be amended by the Board of Directors, without Member approval, to comply with statutory or judicial requirements.

## **ARTICLE 8. EFFECTIVE DATE**

These by-laws as amended shall be effective as of the date of adoption thereof by the Members of the club. (November 18, 2017)

# # #