

THE BYLAWS OF THE DALLAS DRESSAGE CLUB

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Bylaws of the Dallas Dressage Club

Article I. Name and Purpose

Section 1. Name

The name of the organization shall be the Dallas Dressage Club (A.K.A. DDC) Here after referred to as “the Club”.

Section 2. Purpose.

The purpose of the organization shall be to foster an interest among equestrians in the sport and art of Dressage. Toward this end, the organization shall offer educational, training and show opportunities whereby members can progress with the schooling of themselves as riders and their horses. These activities shall be directed toward promoting a better understanding and increased knowledge of Dressage. Additionally, the organization shall promote the Club, and the sport and art of Dressage to the general community.

Article II. Membership

Section 1. Eligibility

Membership in the organization shall be open to all persons actively interested in the objectives of the Club, and who have paid their annual dues or assessments as prescribed herein. Membership is nontransferable.

Section 2. Honorary Members

Honorary membership may be bestowed by the Club to persons or organizations who have given extraordinary service in promoting the Club and Dressage in general may bestow honorary membership. Honorary membership for life shall be bestowed upon all past Presidents of the Club. Honorary members are not required to pay dues. Honorary membership may be revoked by majority vote of the Officers.

Section 3. Definition of Membership

a) A member in good standing is defined as an eligible person under Article II, Section1, which has paid applicable annual dues and is not currently under censure or suspension by the Officers. Each member in good standing shall be entitled to one vote on all matters governed by the vote of the general membership. Members in good standing shall be eligible to run for any elected position except as limited in Article III, and to participate in any and all Club benefits.

b) A suspended member is defined as a member as defined in Article II, Section3, but is currently under suspension by the Officers. A suspended member may not vote on any Club matters, run for any Office or Appointed Committee Chair or participate in any Club benefits until and unless the Officers reinstate the suspended member as a member in good standing. The Officers as defined in Article III, Section4, may suspend a member.

Section 4. Types of Memberships

- a) Individual: An individual membership shall consist of a single individual and entitles the individual to one vote and to all rights and privileges as defined under Article II, Section3a, upon payment of annual dues.
- b) Family Membership: A family is defined as individuals in an immediate family who either live at the same address or who have the same legal address. For each Family Membership submitted, one member must be designated as the Primary Family Member and all others will be considered Supporting Family Members and must be designated as such on the roster.
- c) Junior: A junior membership shall consist of an individual who, by US Equestrian Federation Article 116 is defined as a Junior, or Article 121, as a Young Rider, for dressage division. The junior member has not reached his/her 22nd birthday by December 1st of the membership year. The junior membership entitles the junior to one vote and to all rights and privileges as defined under Article II, Section3a, upon payment of annual dues.

Section 5. Loss of Membership

A member shall cease to be a member upon the occurrence of any one of the following:

- Upon submission of a letter of resignation to the President of the Club
- Upon the member failing to pay annual dues or any portion thereof payable on the dates stipulated for making such payment
- Upon the passing of a resolution by the Officers following a hearing of complaints against the member of conduct prejudicial to the Club; and after having been given a fair and full hearing

Section 6. Annual Dues

a) Annual dues are payable by the members by December 1 of each year and shall be such an amount as fixed by the Officers.

b) All moneys raised in each fiscal year by way of dues or otherwise shall be spent for the purpose for which the Club was founded, and the benefit of its members, as stated in the annual budget.

Section 7. Notification of Annual Dues Payable

The Membership Officer shall notify the members of the dues payable by them to maintain membership. Publishing the due date for annual dues in the monthly newsletter shall constitute notice; and if such dues are not paid within thirty (30) days of the date due, the members in default shall cease to be members.

Article III. Ethics and Limitations

Section 1. Ethics Statement

All Officers and Appointed Committee Chairs shall sign the following “oath of office” statement before taking office:

“I agree to serve the Dallas Dressage Club to the best of my ability, to abide by the Bylaws, and to keep the Club’s best interests foremost in the conduct of my duties, signed _____, date _____.”

Section 2. Conflict of Interest

Officers are required to declare to the Board of Directors any conflict of interest. A conflict of interest is defined as any affiliation, duty, interest in, or conduct that could be deemed contrary to the Club’s best interests. Officers shall be excused from voting on any matter before the Board of Directors that pertains to the declared conflict of interest.

Section 3. Censure

The Officers may by unanimous vote censure a member for conduct deemed prejudicial to the best interests of the Club. Members subject to censure shall be notified in writing detailing the grounds for censure, and shall have the right to a closed hearing before the Officers prior to any vote to impose censure. The member has ten (10) days from the date of the written notice of censure to request a hearing before the Officers. Imposition of censure by unanimous vote of the Officers shall be issued in written form detailing the reason for the censure along with a statement from the Officers regarding the circumstances of the censure. The Officers may by unanimous vote elect to publish the name of the censured member and the censure statement in the monthly newsletter.

Section 4. Suspension

The Officers may by unanimous vote suspend a member the duration of which may be for a period of time not to exceed the remainder of the suspended member's paid in full membership for any of the following causes:

- Ceases to be a member in good standing under Article II, Section 3a
- Has been censured by the Officers
- Conduct deemed prejudicial to the best interests of the Club
- Has been suspended by the US EQUESTRIAN FEDERATION and/or the USDF

Members subject to suspension shall be notified in writing detailing the grounds for the suspension, and shall have the right to a closed hearing before the Officers prior to any vote to suspend the member. The member has ten (10) days from the date of the written notice of suspension to request a hearing before the Officers.

Suspension of a member by unanimous vote of the Officers shall be issued in written form detailing the reason for the suspension, duration of the suspension, and actions required by the member for restoration of full membership. The Officers may by unanimous vote elect to publish the suspended member's name, the grounds for suspension, and the duration of the suspension in the monthly newsletter. If so published, the Officers shall publish in the monthly newsletter a statement regarding the changed status of the suspended member after the completion of the suspension, or upon lifting of the suspension by unanimous vote of the Officers.

Section 5. Limitations

The following limitations shall be imposed upon those members that wish to run for a position as an Officer:

- Must be a member in good standing as defined in Article II, Section 3a · May not be a Junior member as defined in Article II, Section 4c
- Must have served previously on the Board of Directors as an Officer or committee chair for a minimum of one (1) year to run for the Office of President. The Nominations Committee shall determine the eligibility of all members indicating a desire to run for Office.

Article IV. Board of Directors

Section 1. Definition.

The Board of Directors shall consist of eight (8) Elected Officers and an unspecified number of Appointed Committee Chairs to administer the affairs of the Club. Officers shall be voting Directors. Appointed Committee Chairs shall be non-voting Directors except as allowed under Article II, Section 3a, pertaining to matters put before the general membership. The Board of Directors is responsible for the overall policy and direction of the Club. The Board of Directors

receives no compensation other than reasonable expenses incurred as a result of carrying out their respective duties.

Section 2. Officers.

The primary governing body of the Club shall be the Officers and shall consist of the following positions elected by the membership:

- President
- Vice-President
- Recording Secretary
- Treasurer
- Membership Officer
- Ads, Promotions, Sponsorship Officer
- Awards, Meetings and Events Officer
- Publications Officer

Officers shall have voting power to administer the affairs of the Club. Officers may only hold one voting position but may also serve as Appointed Committee Chairs. Each Officer shall have only one vote regardless of the number of positions held except the President, which shall be a non-voting position except in the event of a tie vote. In the event of a tie vote, the President shall cast the deciding vote. Officers may “proxy” their vote to other Officers with the following limitation: Only two Officers may proxy his/her vote for the same board meeting.

Section 3. Appointed Committee Chairs.

Appointed Committee Chairs shall be non-voting positions. The Officers to one or more of the Appointed Committee Chair positions may appoint officers. Appointment to a non-voting chair position shall not abridge the right of Officers to vote on matters before the Board of Directors. Each Officer or Appointed Committee Chair shall have the power to appoint Club members as Committee Members to assist the Chair with Committee responsibilities. The Officers shall have the power to appoint other Committee Chairs, both ad hoc and permanent, as needed. If additional permanent Committee Chairs are deemed necessary, the board shall define those Chair positions. Appointed committee chairs terms and appointments will be reviewed for relevancy to current club functions on an annual basis, in conjunction with the end of the annual membership year. Examples of Appointed Committee Chairs may include: Professional Advisor Chair, Nominations Chair, Recognized Show Chair, Schooling Show Chair, Audit Chair, etc.

Section 4. Vacancies

a) In the event of the resignation, vacancy, demise or removal of the President during his/her term of office, the Vice-President shall assume the President's duties, responsibilities and restrictions until the next presidential election

b) In the event of the resignation, vacancy, demise, promotion to President or removal of the Vice-President during his/her term in office, the Officers shall appoint a new Vice-President from the Officers.

c) In the event of the resignation, vacancy, demise, promotion or removal of any other Officer during his/her term of office, the Officers shall appoint a member in good standing as a replacement for the remainder of his/her term. Preference shall be given to the Officers before opening the vacancy to the general membership. Article III shall apply to all appointments.

d) In the event of the resignation, vacancy, demise, promotion or removal of any Appointed Committee Chair during his/her term in office, the Officers shall appoint a member in good standing as a replacement for the remainder of his/her term. Article III shall apply to all appointments.

Section 5. Removal from Office

a) Officers may be removed from office by a 75% vote of the Officers which includes the vote of the President at a properly called Board of Directors meeting for any of the following causes:

- Ceases to be a member in good standing under Article II, Section 5
- Failure to perform duties satisfactorily
- Conduct deemed prejudicial to the best interests of the Club
- Violation of any Section of Article III
- Failure to meet attendance requirements as defined in Article IV, Section 6

b) Appointed Committee Chairs may be removed from office with or without cause by unanimous vote of the Officers at a properly called Board of Directors meeting.

c) The Board of Directors may be removed from office by a no-confidence vote of the general membership. Such vote shall apply to the entire Board of Directors as a whole and may not be used to target a single board member. A minimum of 25 member signatures is required to initiate a no-confidence vote on the current Board of Directors. Delivery of the 25-signature list to an Officer shall constitute notice of no confidence by the general membership.

Section 6. Attendance

Officers are required to attend 80% of the minimum number of scheduled Board of Directors meetings as defined in Article V, Section 3. Officers who are absent from any scheduled Board of Directors meeting must notify the President prior to the scheduled meeting when possible, and must assign his/her "proxy" to another Officer for that meeting except where such

assignment would violate Article IV, Section 2. Failure to meet attendance requirements is grounds for removal from office.

Section 7. Terms of Office

a) Officers and Appointed Committee Chairs shall serve in their positions twenty-four (24) months from the October Board of Directors meeting. In the event of the resignation, vacancy, demise or removal of any Office or Appointed Committee Chair, the following schedule shall be used to determine the length of term of the newly appointed Office or Appointed Committee Chair.

b) Officers shall be elected according to the following schedule:

(1) Even years

- (a) President
- (b) Vice President
- (c) Recording Secretary
- (d) Membership Officer

(2) Odd years

- (a) Treasurer
- (b) Publications Officer
- (c) Ads, Promotions and Sponsorship Officer
- (d) Awards, Meetings and Events Officer

c) Service in the Office of the President shall be limited to two (2) full terms or five (5) years whichever comes first. A term shall be defined as twenty-four (24) months. A President that has met the aforementioned term limits may be nominated for re-election for an additional term of office if unopposed by another eligible candidate.

d) No term limits shall be imposed upon service on the Board of Directors as an Officer except for the Office of the President as limited in Article IV, Section 7b, above.

Article V. Meetings

Section 1. General Membership Meetings

There shall be two (2) general membership meetings held annually. The second general membership meeting of the year shall be considered to be the "Annual Meeting". Officers and Appointed Committee Chairs shall present a written or oral report of the year's work and accomplishments at the annual meeting. Other meetings may be called as specified in Article V, Sections 2 & 3.

Section2. Special/Unscheduled Meetings

- a) Special meetings may be called by either the President or by vote of at least ten members
- b) Members shall be notified in writing at least ten (10) days in advance of any special or called meetings, and of the purpose of that meeting.

Section3. Board of Directors Meetings

- a) There shall be a minimum of ten (10) scheduled Board of Directors meetings annually. Board of Directors meetings shall be open to all members except as defined in Article III, Section3. General membership attendees may participate in limited discussion but shall have no voting powers at Board of Directors meetings.
- b) Either the President or a minimum of two (2) Officers may call special /unscheduled Board of Directors meetings. Board of Directors members must be notified of special/unscheduled meetings at least three (3) days in advance. Notification shall include the proposed agenda and only items on that agenda shall be voted on at that special/unscheduled meeting.
- c) Regular meetings of the Board of Directors may be held without notice on a monthly basis at a place to be determined at the previous month's regularly scheduled Board of Directors meeting.

Section4. Quorum

- a) A quorum for Board of Directors meetings shall consist of four Officers, none of which may be the President. Two "proxy" votes may be counted towards the quorum.
- b) A quorum for general membership meetings shall consist of the members who are present.

Article VI. Elections

Section1. General Elections

- a) All members in good standing, except as limited in Article II, Article III Section V, and Article IV Section7, are eligible to vote and to hold office.
- b) The Nominations Committee as defined in Article VII shall be responsible for all elections.
- c) General Elections shall be held according to the following guidelines:
 - (1) The general election shall be held at the Annual General Membership meeting.

- (2) The Nominations Chair shall read the slate prepared by the Nominations Committee to the membership.
- (3) Nominations from the floor will be not be accepted. Any individual interested in running for a board position must notify the Nominations Chair of their intent within the specified time deadline. The Nominations Chair must determine the eligibility of each nominee.
- (4) Once the Nominations Chair has closed nominations, the President shall ask for a vote by acclamation if all positions are uncontested.
- (5) If there are contested positions, the Nominations Chair shall provide secret ballots, and the President shall ask for a vote by those secret ballots.
- (6) The vote shall be determined as follows:
 - (a) Each voter shall vote for one nominee per elected position on the ballot.
 - (b) The nominee who receives the most votes for the elected position the nominee is running for shall be elected to that position.
 - (c) In the event of a tie, a runoff election shall be held.
 - (d) In the event of contested elected positions, the losing nominee(s) shall be offered vacant elected positions, if any, by the Nominations Chair. If the losing nominee(s) accepts that offer, the President shall call for a vote by acclamation.
 - (e) In the event of contested elected positions and more than one (1) losing nominee indicates a desire for the same vacant elected position, if any, the Nominations Chair shall provide secret ballots, and the President shall call for a vote by those secret ballots.
 - (f) In the event that all elected positions are filled, the losing nominee(s) shall be offered a vacant appointed Committee Chair position, if any, by the Officers at the next scheduled Board of Directors meeting.
- d) Newly elected Officers shall assume their new positions at the October Board of Directors meeting.

Section 2. No-Confidence Elections

- a) The Professional Advisor Chair shall act in place of the President and shall conduct the no-confidence election.
- b) Upon receipt of the no-confidence signature list, the Professional Advisor Chair shall notify the President within three (3) business days.
- c) The President shall deliver, or cause to be delivered, to the Professional Advisor the Club's financial records including any and all checkbooks within three (3) business days of notice.
- d) The Professional Advisor Chair shall schedule the election as part of a special general membership meeting and shall notify the general membership of the no-confidence election at least ten (10) days prior to conducting the election. The no-confidence election must occur within thirty (30) days of receipt of the no-confidence signature list.
- e) The Professional Advisor Chair shall prepare, distribute, and count the ballots at the special general membership meeting.

f) The ballot shall contain only one (1) item: Do you wish to remove the current Board of Directors from office? Y/N.

g) Upon determining the majority vote, the Professional Advisor Chair shall announce the results of the election to the general membership present.

h) In the event that the current Board of Directors is removed from office by majority vote of those members present, the Professional Advisor Chair shall appoint a Nominating Committee Chair from the general membership except any member of the recalled Board of Directors. The Nominating Committee Chair shall prepare a general election as called for under Article VI to be conducted as soon as possible to elect a new Board of Directors. The new Board of Directors shall assume their positions immediately following the election.

i) In the event that the current Board of Directors is removed from office by majority vote of those members present, the Professional Advisor Chair shall appoint an independent Auditor, and deliver the Club's financial records to that auditor so that an audit may be performed. Such audit shall be completed and the audit report delivered to the Professional Advisor Chair within thirty (30) days of receipt of the Club's financial records by the independent Auditor. The Professional Advisor Chair shall deliver the Club's financial records and the audit report to the new President as soon as possible.

j) Article VI, Section2, shall supersede Article VI, Section1, where applicable.

Article VII. Duties of Officers

Section 1. Duties of Officers

All duties listed below are the responsibility of the specified officer; however, the officer may delegate the task to another individual. The duties listed are not the only tasks of the individual rather it is just a guideline. As items arise a task will be assigned to a specified individual.

1. President

- a. Prepares the agenda for and presides over all meetings, both general and Board
- b. Appoints committee chairs with the approval of the Officers
- c. Is an ex officio member of all committees except the Nominating Committee.
- d. Acts as the primary representative of the Club
- e. Acquires Judges, Technical Delegate's, Show Officials, Clinicians, and venues or appoints an individual to do so
- f. Be the registered agent for Non-Profit Organization status
- g. Acquires necessary documentation at the national or local level such as USEF and SWDC numbers for the recognized shows, etc. or appoints an individual to do so.
- h. Assigns tasks and give realistic deadlines to be met by the board members as necessary
- i. Assists in composing the Bylaws and Policies and Procedures
- j. Attends meetings or submit a report on a monthly basis

- k. Attends or appoint someone to attend USDF, USEF, Region 9 meetings
- l. Ensures the club succeeds by doing what it takes to get the task completed
- m. Ensure the necessary checks and balances are in place to prevent fraud or personal gain issues
- n. Identifies club needs
- o. Identify JR/YR educational specific events or appoints an individual to do so.
- p. May appoint an individual(s) to assist in any of the above duties

2. Vice-President

- a. Assumes the duties, obligations, and restrictions of the President in his/her absence
- b. Acts as the point of contact for the USEF and the USDF
- c. Performs other duties as may be assigned by the Officers
- d. Keeps current of all USDF, USEF and Region 9 rules and regulations
- e. Assist in fraud prevention and personal gain issues
- f. Assists in ensuring tasks are being completed
- g. Attend meetings or submit a report on a monthly basis
- h. Compose and maintain Bylaws and Policies and Procedures
- i. Review club financial accounts on a monthly basis
- j. Responsible for Promoting the Club as a whole.
- k. Review the budget as well as any extraordinary expenses
- l. Promotes and/or appoints a committee member to publicize the Club and Club sponsored events to the notice of the general community through various media outlets where appropriate
- m. Responsible for the annual scholarship program or delegate as appropriate to appointed education chair
- n. Retain the DDC trailer keys and retain the location of the trailer.
- o. May appoint an individual(s) to assist in any of the above duties

3. Recording Secretary

- a. Attends to and retains correspondence for the Club
- b. Presents communications to the Club at meetings, both general and Board
- c. Maintains the official record of attendance at Board meetings and determines whether a quorum is present.
- d. Records the official minutes of all meetings, both general and Board Attend meetings and submits a report to the board no later than 7 days from date of meeting for approval in a timely manner.
- e. Attend meetings or submit a report on a monthly basis
- f. Be the governing and central repository for all original documentation such as bylaws, logos, contracts, etc.
- g. Compose and maintain a list of assets, their location, and estimated value
- h. Identify assets which may be sold or donated
- i. Compile historical information in either electronic or hardcopy format. Liaison with DDC Historian or Publications Chair.
- j. May appoint an individual(s) to assist in any of the above duties

4. Treasurer

- a. Handles all financial transactions as approved by the Officers
- b. Maintains Club funds in any and all accounts approved by the Officers
- c. Keeps all financial affairs up to date and provides financial reports to Club members upon request
- d. Prepares financial reports for presentation at meetings, both general and Board
- e. Prepares an annual budget based on the fiscal year, January 1 to December 31, and presents it in written form to the Officers at the first Board of Directors meeting of the fiscal year
- f. Attend meetings or submit a report on a monthly basis
- g. Acquire liability insurance for all events as necessary
- h. Keep accurate records of the clubs financial accounts.
- i. Assists in preparing expense budgets (i.e. \$5/per award, \$150 for a meeting, \$3000 for a clinic)
- j. Track depreciation of assets
- k. Upon approval, pay all club expenses to vendors, judges, clinicians, etc.
- l. Submits a tax return to the IRS according to all Federal guidelines and deadlines as provided to the club by financial assistant or CPA
- m. Retain the license and title for the DDC trailer
- n. Track expiration dates of items such as license plates
- o. May appoint an individual(s) to assist in any of the above duties

5. Membership Officer

- a. Provides membership “table” and materials at Club sponsored events, and represents or appoints a representative for the membership “table”
- b. Organizes and manages membership “drives”
- c. Attend meetings or submit a report on a monthly basis
- d. Distribute renewal letters to existing members
- e. Maintain and retain member database and provide this database to the President and the Treasurer on a monthly basis.
- f. Solicit new members
- g. Responsible for all promotional memberships
- h. Identify and monitor USEF censored/suspended member status for purposes of club activities.
- i. May appoint an individual(s) to assist in any of the above duties

6. Awards, Meetings and Events Officer

- a. Attend meetings or submit a report on a monthly basis
- b. Responsible for maintaining rider/horse scores at Club recognized meets, schooling shows, and recognized shows, and for calculating year-end awards based on those scores
- c. Order ribbons and awards for all shows (recognized and schooling) as well as award banquet or delegate to recognized or schooling show chair.
- d. Appoint a committee in charge of planning the year-end award banquet as well as being part of this committee.
- e. Plan general membership meetings

- f. Communicates rider/horse scores on record to all riders eligible for year-end awards prior to calculating year-end awards
- g. May appoint an individual(s) to assist in any of the above duties

7. Ads, Promotions and Sponsorship Officer

- a. Procures advertisements for the newsletter, show program, and other media.
- b. Solicits for funding of club sponsored events
- c. Organizes, manages and coordinates promotional materials, items, and cash received for sponsorship at Club sponsored shows
- d. Responsible for organizing and coordinating educational events for the benefit of Club members in collaboration with the Education Chair.
- e. Acquire sponsorships for club events: Show Prize List, Show Program, Clinics and Advertisements.
- f. Attend meetings or submit a report on a monthly basis
- g. Collect funds from sponsors
- h. Supply Publications Officer with advertisements in a timely manner prior to the publication date.
- i. Acquire ads and collect funds from sponsors and advertisers.
- j. May appoint an individual(s) to assist in any of the above duties

8. Publications Officer

- a. Attend meetings or submit a report on a monthly basis
- b. Develop newsletter on a monthly basis
- c. Develop prize list for recognized shows
- d. Develop promotional ads for Omnibus or club-sponsored events
- e. Develop show program for recognized shows
- f. Distribute newsletter in a timely manner on a monthly basis including ads for which payment has been received.
- g. Maintain Website
- h. May appoint an individual(s) to assist in any of the above duties

Article VIII Parliamentary Authority

The current edition of “Robert’s Rules of Order” shall be used as a reference for procedure at all membership and Board meetings when not in conflict with these by-laws.

Article IX. Amendments

These by-laws may be amended by two-thirds vote of those present at a general membership meeting. Written notification of the proposed change must be sent to all members at least 30 days before this meeting.