

BY-LAWS

ARTICLE 1 – BOARD OF DIRECTORS

- 1.1** The Board of Directors shall be comprised of seven (7) members, 3 of which will serve in Officer positions.
- 1.2** The Board of Directors shall have the legal and fiduciary responsibility of directing the activities of The Club. Duties that may not be delegated include:
- Approval of all Constitution and By-Law Amendments
 - Approval of purchase or distribution of assets
 - Approval of annual budget as proposed by the staff
 - Approval of and action on any external audit
 - Approval of The Club's dissolution
 - Approval of any affiliation or de-affiliation between the Club and another organization
 - Authorization of committees
 - Approval of the employment or termination of the full time staff
 - Annual review of The Club's financial report
 - Annual review of The Club's strategic plan
- 1.3** Any conflict or potential conflict of interest involving a member of the Board of Directors must be presented to the Board when it makes itself evident. Conflicts may include but are not limited to:
- Director who is or becomes a member of an organization that competes with The Club
 - Director who is employed by or owns an organization that conducts business with The Club

The Board of Directors shall be responsible for determining whether a conflict exists and what action, if any, is required to mitigate the conflict. Any such decision must be approved by a two-third (2/3) majority of the Board not involved in the conflict.

1.4 Members of the Board of Directors shall be subject to removal from the Board for the following:

- Non-participation in three (3) consecutive Regular Board Meetings.
- Dereliction of assigned duties
- Misconduct or any other action that may reflect poorly on The Club

Removal of a Director from the Board requires two-thirds (2/3) majority, excluding the affected Director.

ARTICLE 2 - ELECTIONS

- 2.1 Annual elections shall be held to elect members of the Board of Directors. Three (3) board members will be elected in odd years and four (4) board members will be elected in even years. Elections shall be held no later than May 31st of each year. The new Board of Director terms shall begin on September 1st following elections with the interim period serving as a transition with the outgoing Board maintaining responsibility for The Club's oversight.
- 2.2 The Board of Directors shall appoint a Nominating Committee to be responsible for the receipt, evaluation, and final slating of all expiring board positions. This committee will be chaired by the Vice President and must consist of at least 2 other individuals, board or non-board. The committee make-up shall be approved by the Board of Directors. The Nominating Committee shall present to the Board of Directors for approval the final election slate indicating the committee's recommendation no later than April 30th. The approved slate shall be made available to the general membership no later than ten (10) days prior to the scheduled election.
- 2.3 The nominees receiving the most votes from those eligible to vote per Article 4 Section 4.1, top (3) in odd years and top four (4) in even years, shall be elected.
- 2.4 Vacancies that occur within the Board, with the exception of the President, shall be filled by appointment by the President with the approval of the Board of Directors. A vacancy in the office of the President shall be filled by the Vice President.
- 2.5 Members from the same family may not serve as board members at the same time.

ARTICLE 3 – OFFICERS

- 3.1 The Board of Directors shall elect the Officers of the Board annually at the first meeting of the Board of Directors on or after September 1. The Officers are the President, Vice President, and Secretary/Treasurer.
- 3.2 **PRESIDENT** – The President shall preside at all meetings of the Board of Directors, represent The Club at all Club or public functions, represent The Club at all functions of organizations in which The Club is a member, and provide guidance to members of The Club regarding policies and procedures of The Club or any other organization it is affiliated with. The President shall also determine any specific responsibilities of the Directors not already specified in the Constitution and By-Laws. The Head of Operations (Technical Director or similar position) shall report directly to the President unless the President delegates this responsibility.
- 3.3 **VICE PRESIDENT** – The Vice President shall act in the absence of the President with the same authorities and powers. The Vice President will serve as the head of The Club’s Discipline and Protest (D&P) process and will represent The Club in any other affiliated organization’s D&P process.
- 3.4 **SECRETARY/TREASURER** – The Secretary/Treasurer shall maintain all records of The Club, maintain banking accounts adequate for the needs of The Club’s operation, and report on The Club’s financial position at each regularly scheduled Board Meeting to include the Annual Report at the close of the fiscal year. The Secretary/Treasurer will monitor all club financial activity and processes and make recommendations on financial controls necessary to safeguard The Club’s assets.

ARTICLE 4 – VOTING

- 4.1 **ELECTIONS/AMENDMENTS** – Elections for positions of the Board of Directors and passage of amendments to the Constitution and By-Laws must be voted on by members of The Club. Eligible voters include:
- Families that are in Good Standing (1 vote per current player)
 - Head of Operations (Technical Director or similar position)
 - Members of the Board of Directors

The voting process shall be carried out electronically via member online account. Election results will be validated by the Nominating Committee and certified by the current Board of Directors. Amendment votes shall require a two-thirds (2/3) majority of votes cast to pass and results shall be certified by

the Board of Directors. Individuals or families may only vote as a member of one of the above categories regardless of how many they may be a part of. "Good Standing" is defined as having no outstanding financial debt to The Club and having no pending administrative action.

In the event that electronic facilities are not available, the voting process shall be carried out manually as determined by the Board of Directors and published to the membership no later than ten (10) days before the scheduled voting date.

- 4.2 BOARD OF DIRECTOR BUSINESS** - Voting on business brought before the Board shall be carried out by Directors that are participating in the meeting (physically or by some other electronic means). This process may be modified if communicated at least seventy-two (72) hrs in advance and approved by unanimous decision. No proxies are allowed.

ARTICLE 5 - MEETINGS

- 5.1** Regular Board Meetings shall be scheduled to occur at least four (4) times per fiscal year. Meetings schedules shall be made available to The Club's membership. Subsequent changes to schedules for Regular Board Meetings require a seventy-two (72) hour notice.

Special Board Meetings may be called by the President at the request of any Director. Seventy-two (72) hour notice of such meetings and their purpose shall be provided to the Board of Directors.

- 5.2** Directors shall participate in all Regular and Special Board Meetings (physically or by some other electronic means). Any Director that accumulates three (3) consecutive absences may be subject to administrative action including removal from the Board.

- 5.3** The President shall prepare a meeting agenda for all Regular and Special Board Meetings and disseminate it to all Directors no later than seventy-two (72) hours prior. Directors may submit agenda items to the President at any time prior to this. The Secretary/Treasurer shall maintain all agenda records. The order of business for Regular Board Meetings shall be:

- Call to order
- Roll call/determination of quorum
- Review/approval of minutes
- Old business

- New business
- Officer reports
- Director reports
- Committee reports
- Adjournment

The order of business may be modified with the approval of the Director presiding over the meeting.

- 5.4 Minutes of Regular and Special Board Meetings shall be recorded and maintained by the Secretary/Treasurer.
- 5.5 Board of Director and Committee Meetings shall be conducted in accordance with the current edition of Robert's Rules of Order unless otherwise specifically defined in The Club's Constitution and By-Laws.
- 5.6 Motions brought to the Board but not included on the agenda may not be brought to a vote without the approval of two-thirds (2/3) of the Directors participating in the meeting. Any such motion not approved to be brought to a vote will automatically be tabled until the next Regular Board Meeting.
- 5.7 A quorum of Directors must be participating in the meeting in order for business to be conducted or action to be taken on any motion. A quorum is defined as fifty percent (50%) of all current Directors. Approval of business before the Board requires favor of a majority of the Directors participating provided a quorum is present.

ARTICLE 6 – POLICIES AND PROCEDURES

- 6.1 The Board of Directors shall adopt operating policies and procedures for The Club. The adoption, modification, or rescinding of such policies and procedures require a majority vote of the Board of Directors. Policies or procedures that conflict with the Constitution and By-Laws will not be adopted.

ARTICLE 7 – CONFLICT OF CONSTITUTION AND BY-LAWS

- 7.1 If conflicts are found to exist between provisions in The Club's Constitution and The Club's By-Laws, the provision in the Constitution will prevail.

Adopted: March 4, 1993
Revised: November 5, 1998
Revised: September 28, 2006
Revised: March 31, 2011