



**CLEARWATER SHUFFLEBOARD CLUB, INC.**, was incorporated as a not-for-profit corporation under the laws of the State of Florida on the 29th day of June, 2022.

## **ARTICLE I DEFINITIONS**

For the purposes of these By-Laws, unless the context clearly indicates otherwise, the following terms shall have the following meanings:

**Section 1.1** “Board of Directors” or “Board” is defined in Article IV of these By-Laws.

~~Section 1.2~~ “Board” means the Board of Directors.

~~Section 1.3~~ **Section 1.2** “Corporation” or “Club” means Clearwater Shuffleboard Club, Inc.

~~Section 1.4~~ **Section 1.3** “Director” is an individual serving on the Board of Directors selected in accordance with Article IV of these By-Laws.

~~Section 1.5~~ **Section 1.4** “Mail” means the United States mail, facsimile transmissions, email or similar means of electronic transmission, and private mail carriers.

~~Section 1.6~~ **Section 1.5** “Member” Means an individual or entity that meets the membership requirements set forth in Article VII of these By-Laws.

~~Section 1.7~~ “Membership” means the rights of a Member in the Club.

~~Section 1.8~~ **Section 1.6** “Officer” means an officer of the Club pursuant to Article V of these By-Laws.

## **ARTICLE II NAME**

**Section 2.1 Name.** The name of the Club shall be “Clearwater Shuffleboard Club, Inc.”, sometimes referred to as “Clearwater Shuffleboard Club”, “Clearwater Shuffleboard”, “Clearwater SBC”, “CSC”, “CSBC” or “CSCI”.

## **ARTICLE III NATURE OF CLUB; FUNDS; MISSION**

**Section 3.1 Nature of the Club.** The Club and its activities are subject to these By-Laws and to the Articles of Incorporation of the Corporation.

**Section 3.2 Funds.** All management and distribution of funds shall be subject to policies approved by the Board. At the Annual Meeting, the Board shall approve a yearly budget. All employment, work for hire or monetary compensation by or for Officers, Committee members, or other employees or volunteers of the Club shall be presented to the Board for its approval prior to expenditure. Directors

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may not receive a salary or other monetary remuneration for acting in the capacity of a Director or Officer.

**Section 3.3 Mission.** The mission for which the Club is established shall be to facilitate education in the sport of shuffleboard by providing the Members of the Club and the community of Pinellas County the resources, scheduled play and programs for training, regular practice and competition in the sport of shuffleboard.

## **ARTICLE IV BOARD OF DIRECTORS**

**Section 4.1 Initial Directors.** The initial Directors and Officers of the Corporation were those persons specified in the Articles of Incorporation. The Directors of the Corporation shall be the members of the Board of Directors. ~~The Directors shall be natural persons of full age.~~

**Section 4.2 General Powers.** The Board of Directors shall have full power to conduct, manage, and direct the business and affairs of the Corporation, and all powers of the Corporation are hereby granted to and vested in the Board, in accordance with the laws of the State of Florida and the United States of America. ~~Without in any way limiting the foregoing, the Board shall have the following powers and duties: (a) To meet regularly; (b) To set the policies, programs and activities of the Club; (c) To approve and supervise bookkeeping and financial procedures; (d) To administer the affairs of the Club; (e) To authorize and approve all expenditures of Club funds; and (f) To provide an acceptable bond for the Treasurer and all who handle finances. The Board shall be representative of the Club and shall be responsible for self-funding of the Club, operation of the programs and activities of the Club, and community awareness of the Club, its Mission, and its activities.~~ Any action by the Board may be overruled by a majority vote of the Members present **and voting** at the Annual Meeting or at any Special Meeting of the Board, ~~but only~~ if a quorum of 20% of the Members is present.

**Section 4.3 Number, Tenure and Qualifications.** ~~The authorized number of Directors of this Corporation shall be not less than three (3).~~ The Board of Directors shall consist of not fewer than three (3) and not more than nine (9) individuals who are Members of the Club. The term of office of a Director shall **end at the next election of Directors at the Annual Meeting or upon** ~~be perpetual, until~~ removal or resignation. Any Director may withdraw by notice given in written form by hand-delivery or mail to the President or Secretary or may be removed pursuant to Section 4.6.

**Section 4.4 Vote.** Except as otherwise provided in these By-Laws, all Board actions shall require the majority vote of the Directors present and voting at a meeting at which a quorum is present. Each Director, at every meeting or resolution of the Board, shall be entitled to one vote on each subject. Directors may participate in a meeting by telephone or other electronic means of communication by which all Directors participating may simultaneously hear each other during the meeting, and Directors participating in this manner will be deemed present at the meeting. ~~All Directors are expected to attend, either in person or through electronic means, all meetings of the Board, unless the Director gives notice to the President or to the Secretary, or any person officially acting in the capacity of the President or the Secretary, that they shall not be in attendance.~~ A tie vote shall be decided by simple majority vote of the first three of these standing Officers in order that attend the meeting and are authorized to vote: President, Senior Vice President, ~~Vice President for Activities,~~ Secretary, Treasurer. If three such Officers are not in attendance at the meeting, then the tie vote shall be decided by simple majority vote

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of the Directors in attendance, with the first of the above-named Officers in attendance at the meeting and authorized to vote holding the final vote in the case of a tie.

**Section 4.5 Voting By Proxy.** A Director who is not in attendance at a meeting of the Board may vote on actions of the Board taken at the meeting by providing his or her vote in writing to the President or the Secretary, or any person officially acting in the capacity of the President or Secretary, before the meeting.

**Section 4.6 Removal or Replacement.** Any Director or Officer may be removed or replaced, with or without cause, upon a two-thirds (2/3) vote of all the Directors, ~~or upon a two-thirds (2/3) vote of the Members in good standing present and voting at a General Membership Meeting as described in Section 14.1.~~

**Section 4.7 Vacancies.** Whenever any vacancy shall have occurred in any Director or Officer position by reason of withdrawal, removal from office, or otherwise, a replacement shall be appointed by the President on an interim basis pending election of a replacement by vote of the Directors. Additional procedures for the appointment or election of Directors or Officers may be determined or rescinded by two-thirds (2/3) vote of all the Directors from time to time.

**Section 4.8 Annual Meeting.** The Annual Meeting of the Board shall be held each year in April. Members are invited to attend the Annual Meeting but do not have voting rights on the actions or decisions of the Board, except in the case of a motion to overrule an action of the Board pursuant to Section 4.2. All the Directors are elected at each Annual Meeting by majority vote of the Members present and voting.

(a) **Officer Reports.** Each Officer shall present to the Board at the Annual Meeting a report of their office for the prior and current fiscal years, to be filed with the minutes of the Annual Meeting. The President shall present a report of the goals and budget of the Club for the current year, to be approved by the Board.

(b) **Order of Business.** The Order of Business at the Annual Meeting shall be:

1. Call to Order and establishment of the presence of a quorum of Directors.
2. Approval or correction of the minutes of the previous meeting.
3. Reports of the Officers.
4. Reports of the Committees.
- 4.5. Election of the Directors
- ~~5.6.~~ Approval of the goals and budget.
- ~~6.7.~~ Election of Life Membership.
- ~~7.8.~~ Unfinished Business.
- ~~8.9.~~ New Business.
- 9.10. Adjournment.

**Section 4.9 Regular Meetings.** In addition to the Annual Meeting, the Board may hold Regular Meetings ~~at such time and place as may be determined~~ from time to time by resolution of the Board. A schedule of the dates of Regular Meetings shall be posted on the Club bulletin board

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**Section 4.10 Special Meetings.** Special Meetings of the Board may be called at any time by the President. The President shall call a Special Meeting on request in writing signed by 20% of Members or on request of any two or more Directors. Any request must state the purpose for which the Special Meeting is to be called.

**Section 4.11 Quorum.** A majority of the Directors shall constitute a quorum for the transaction of business by the Board. In the absence of a quorum: (a) a majority of the Directors present may adjourn the meeting to a later date without the requirement of further notice; or (b) the Directors may transact business in the usual manner, however, the meeting and business transacted shall take effect only upon written approval of the minutes of the meeting by a majority of all the Directors, in which case a Director shall signify their approval of the minutes of the meeting by placing his or her signature at the end of the minutes preceded by the words “Approved by”, or by signing a consent or ratification of the minutes attesting to their approval of the minutes.

**Section 4.12 Notice.** Notice of the Annual Meeting shall be given to the Directors and the Members at least fourteen (14) days prior. Notice of any Special Meeting shall be given to the Directors and the Members at least seven (7) days prior. Notice of a Regular Meeting need not be given other than a schedule posted on the Club bulletin board. Every notice shall state the date, time and place of the meeting. Notice of a Special Meeting shall also state the purpose(s) of the meeting and no other business may be transacted. Notice to Members shall be given by posted notice on the Club bulletin board. Notice to Directors shall be given in written form by hand-delivery or mail.

~~**Section 4.13—Waiver of Notice.** Whenever notice of a meeting is required, any Director may waive notice of the meeting by signing a written waiver either before or after the meeting, which waiver shall be equivalent to the giving of such notice. Such waiver shall be placed with the minutes of the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not properly called or convened.~~

~~**Section 4.14**~~**Section 4.13 Action Without a Meeting.** Except where these By-Laws expressly prohibit action to be taken without a meeting of the Board, any action required or permitted to be taken by the Board at any meeting may be taken without a meeting if authorized by written resolution and signed by a majority of the Directors, or the minimum number of Directors required if such action requires a vote by more than a majority. Such written resolutions of actions to be taken shall be presented in written form by hand-delivery or mail to every Director for signature. After authorization, the signed resolution shall be posted on the Club bulletin board for at least seven (7) days and then filed with the minutes of the Club.

~~**Section 4.15—Presumption of Assent.** A Director who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a Director who voted in favor of such action.~~

~~**Section 4.16**~~**Section 4.14 Parliamentary Procedure.** Unless otherwise specified in these By-Laws, the parliamentary procedure in all meetings of the Club shall follow the rules contained in the current edition of *Robert’s Rules of Order*.

Secretary’s Initials: \_\_\_\_\_



**ARTICLE V  
OFFICERS**

**Section 5.1 Number, Tenure and Qualifications.** The Board shall elect Officers by resolution. The Officers shall be natural persons of full age. Only Members may serve as Officers. An Officer may hold one or more other offices concurrently on an interim basis until such time as another Member is elected or appointed to fill the other offices. The initial Officer positions shall be President, Senior Vice President, ~~Vice President for Activities~~, Secretary, and Treasurer. The Board may also elect such other Officers as it deems necessary for the transaction of the business of the Club. The term of office of an Officer shall be perpetual, until removal or resignation. Any Officer may withdraw by notice given in written form by hand-delivery or mail to the President or Secretary or may be removed pursuant to Section 4.6.

**Section 5.2 President.** The President shall be the chief executive officer of the Corporation and shall have general supervision over the activities and operations of the Corporation, subject, ~~however~~, to the control of the Board. The President shall serve as Chair of the Board and shall preside at all meetings of the Board and General Membership Meetings. ~~The President shall report to the Board from time to time on all matters coming within his or her notice relating to the interests of the Club that should be brought to the attention of the Board.~~ The President shall have primary responsibility for ~~setting and implementing the yearly goals and budget of the Club and~~ ensuring that all offices, committees, programs and activities of the Club are in proper operation. The President shall sign, execute, and acknowledge, in the name of the Corporation, deeds, mortgages, bonds, contracts, or other instruments, authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these By-Laws, to some other Officer, employee, or agent of the Corporation. The President shall propose the yearly goals and budget of the Club at the Annual Meeting of the Board; ensure that the Officers are properly carrying out their responsibilities; ~~and~~ be an ex-officio member of all Committees ~~and ensure they are carrying out their programs and activities; and in general, shall do and perform such other duties usually pertaining to the office or as may be assigned by the Board from time to time.~~

**Section 5.3 Senior Vice President.** The Senior Vice President shall act as an assistant to the President, to aid in fulfilling the responsibilities and duties of the office of the President. The Senior Vice President shall have primary responsibility for community awareness and involvement in the Club through outreach such as community events, corporate sponsorships, and organizational alliances. ~~The Senior Vice President, in general, shall perform such duties usually pertaining to the office of Vice President or as may be assigned by the President or by the Board from time to time.~~ The Senior Vice President in the absence or the inability to act of the President shall assume the duties of the office of the President.

~~**Section 5.4 Vice President for Activities.** The Vice President for Activities shall have primary responsibility for the creation and execution of programs and activities to achieve the Mission of the Club. The Vice President for Activities shall have the power to form Committees as described in Article VI to carry out the programs and activities of the Club; and to recruit volunteers for the Committees. The Vice President for Activities shall provide reports at the Regular and Annual Meetings of the Board~~

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~~on the Club programs, activities and Committees; and in general, shall perform such duties as may be assigned by the President or by the Board from time to time.~~

~~Section 5.5~~**Section 5.4** **Secretary.** The Secretary shall have primary responsibility for keeping and reporting of records of the Club including all meetings of the Board and the record-keeping requirements of membership in the Club; and for maintaining and utilizing all channels of communication within and without the Club. The Secretary shall send and post appropriate notices and prepare agendas for all meetings of the Board and General Membership Meetings; keep the minutes of all meetings of the Board and General Membership Meetings; attend to the official correspondence and communications of the Club; see that notices are given and records and reports properly kept and filed by the Corporation as required by law; be the custodian of the seal of the Corporation and see that it is affixed to all documents to be executed on behalf of the Corporation under its seal; ~~and in general, shall perform such duties usually pertaining to the office of Secretary or as may be assigned by the President or by the Board from time to time.~~ All minutes of meetings and any other pursuant to the business of the Club shall be deemed property of the Club and shall be kept in the offices of the Club by the Secretary. Minutes of all meetings shall be posted on the Club bulletin board by the Secretary for at least seven (7) days and then returned to the office. All meeting notices posted on the Club bulletin board shall be dated and signed by the Secretary.

~~Section 5.6~~**Section 5.5** **Treasurer.** The Treasurer shall have primary responsibility for the financial health and financial record-keeping of the Club. The Treasurer shall collect, hold and pay out the funds of the Club as directed by the Board; provide for the custody of the funds or other property of the Club; prepare for the President an annual budget in advance of the Annual Meeting of the Board; see to the proper implementation of the budget; provide financial reports as required including at each Regular and Annual Meeting of the Board; provide budgets, reports, accounting and other necessary financial functions as requested by the Board; present any expenditures that are not included in the approved budget to the Board for prior approval; develop and oversee all fund-raising projects; ~~and in general, shall perform such duties usually pertaining to the office of Treasurer or as may be assigned by the President or by the Board from time to time.~~

~~Section 5.7~~**Section 5.6** **Officers' Bonds.** Any Officer shall give a bond for the faithful discharge of the duties of the office held by such Officer in such sum, if any, and with such surety or sureties as the Board shall require.

## ARTICLE VI COMMITTEES AND VOLUNTEERS

**Section 6.1 Committees and Volunteers.** The Board may form Committees to be operated by the Officers. Officers may recruit volunteers from the Members to serve on the Committees or to assist in carrying out the duties of their offices. ~~The Committees of the Club may include, but are not limited to:~~

~~(a) **Tournaments.**— This Committee shall plan, organize, promote and run shuffleboard tournaments at Club venues for Members and non-members.~~

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~~(b) **Training.** This Committee shall plan, organize, promote and run educational and training activities in the sport of shuffleboard for Members and non-members.~~

~~(c) **Juniors.** This Committee shall plan, organize, promote and run programs for training and participation of youth in the sport of shuffleboard.~~

~~(d) **Membership.** This Committee shall collect all annual membership contributions; notify Members of annual membership delinquency; solicit additional donations from Members and Corporate Sponsors; ensure the email and address lists of Members are kept up to date; and keep a book of membership, recording the names and information of each Member, together with the dates of membership.~~

~~(e) **Publicity.** This Committee shall attend to all necessary publicity including articles for the press, the Club website and other media; maintenance of the Club website; photography at Club events; listings of the Club activities in community calendars, and any other publicity activities. Published publicity items shall be clipped and filed for reference.~~

## **ARTICLE VII MEMBERS**

**Section 7.1 Members.** Individuals and entities, whether incorporated or unincorporated, may be admitted as Members of the Club upon an annual membership contribution by such person or entity in accordance with the threshold contribution amounts set forth by the Board. The Board may confer Member status on an individual or entity who has not made an annual membership contribution or may remove the Member status conferred on such an individual or entity.

**Section 7.2 Types of Membership.** There shall be Life Memberships, annual memberships and such other types of memberships as may be established by the Board from time to time. The membership year for annual memberships shall begin on the first day of October each year, or as determined by the Board from time to time.

**Section 7.3 Life Memberships.** The Board may, at their discretion, nominate one Member for the honor of Life Membership in any one fiscal year, provided ~~said~~the nominee shall have been a Member for six (6) consecutive years and shall have rendered outstanding service to the Club. The Presiding Officer shall confer Life Membership on such nominee after the nominee receives a simple majority vote of the Members present at the Annual Meeting to award such Life Membership. A Life Member ~~shall~~will have all the rights and privileges of a Member but ~~shall~~will not be required to pay annual membership dues.

**Section 7.4 Membership Agreement.** The payment of any membership dues or the acceptance of any active membership status constitutes an agreement by the Member to abide by the By-Laws and rules of the Club.

**Section 7.5—Transfer of Membership.** Memberships are not transferrable.

~~Members shall not transfer or attempt to transfer a membership. Any attempt to transfer a membership shall be void and not effective. Upon the death of an individual Member, or the dissolution of an entity that is a Member, the membership shall terminate.~~

### **Section 7.5**

Secretary's Initials: \_\_\_\_\_



**Section 7.6—Membership Benefits.** All Members shall receive evidence of membership determined by the Board such as a lapel pin, wallet card, ~~vehicle identification sticker~~, or other evidence of membership that the Board deems appropriate. Members shall be entitled to participate in those Club programs and activities which are determined by the Board to be restricted to Members only; and to attend meetings of the Board.

~~The Board may determine additional benefits for Members. Only Members in good standing are entitled to the benefits for Members.~~

**Section 7.6**

**Section 7.7 Voting Rights.** Members who are not also Directors have no voting rights except for those voting rights expressly specified in these By-Laws and any voting rights required to be granted to Members by law.

**Section 7.8 Refusal or Revocation of Membership.** The Board may suspend, bar, exclude, revoke, or expel any person or entity from membership in the Club with good cause. Such person or entity may make a written appeal of such action to the Board and the Board must appoint a Committee of five (5) Members who are not Directors or Officers to hold a hearing thereon within thirty (30) days. The Committee shall make a determination by simple majority vote if the action of the Board was taken without good cause, in which case the Directors must rescind the action at the next meeting of the Board if the person or entity requests them to do so. Termination of membership by resignation, death, revocation, expulsion, failure to remain in good standing or otherwise shall operate as a release of all rights, title and interest in the property and assets of the Club.

**ARTICLE VIII**  
**~~ACTIVITIES; ADVISORY BOARDS~~**

~~**Section 8.1—Activities.** The Board may establish activities of the Club, provided that such activities are consistent with the Mission of the Club.~~

~~**Section 8.2**~~**Section 8.1 Advisory Boards.** The Board may establish Advisory Boards and elect or remove its members. The members of an Advisory Board may be invited by the President or any Director to attend and participate in meetings of the Board but do not have voting rights at the meetings.

**ARTICLE IX**  
**NON-DISCRIMINATION**

**Section 9.1 Non-Discrimination.** The Club and the Directors, Officers, employees and agents of the Club acting on behalf of the Club shall not discriminate against any person in any manner on the basis of sex, race, age, religion, disability, citizenship status, or ethnic origin.

**ARTICLE X**  
**~~OFFICES; FISCAL YEAR~~**

~~**Section 10.1—Offices.** The Club may have offices at such places within or without its geographical area as the Board may from time to time appoint as the business of the Club requires.~~

~~**Section 10.2—Fiscal Year.** The fiscal year of the Club shall begin on the first day of April of each year.~~

**Section 10.1**

Secretary's Initials: \_\_\_\_\_





## ARTICLE XI INDEMNIFICATION; INSURANCE

**Indemnification.** The Corporation agrees to indemnify, defend and hold harmless the board members, its officers, directors and volunteers, from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon the Corporation or upon any such person acting on behalf of the Corporation, arising out of or related to corporation's activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense. The Corporation shall indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding:

~~(a) Third Party Actions. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in the capacity of Director, Officer, employee, or agent of the Corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise which he served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees through appeal, actually and necessarily incurred as a result of such action, suit, or proceeding, or any appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such person did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.~~

~~(b) Derivative Actions. By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director, Officer, employee, or agent of the Corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise which he served as such at the request of the Corporation, against the reasonable expenses, including attorneys' fees through appeal, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless, and only to extent that, the Court, administrative agency, or investigative body before which such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.~~

~~(c) Mandatory Indemnification. To the extent that a Director, Officer, employee, or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Paragraph (a) or (b), or in any defense of claim, issue, or matter therein, he shall be indemnified against the reasonable expenses, including attorneys' fees through appeal, actually and necessarily incurred by him in connection therewith.~~

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~~(d) Procedure for Indemnification. If a determination is made that indemnification of the Director, Officer, employee, or agent is proper in the circumstances because such person has met the applicable standard conduct set forth in paragraph (a) or (b), or if indemnification is ordered by the tribunal before which such action, suit, or proceeding is held, the Corporation shall pay such sums for indemnification as shall be determined by the Board or by the tribunal. Such determination shall be made by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceedings. If all Directors were parties to such action, suit, or proceeding, then by a majority vote of a quorum of Directors.~~

~~**Section 11.1 Expenses.** The Corporation shall pay expenses incurred in defending any action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in paragraph (d) of Section 11.1 upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.~~

~~**Section 11.2 Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or any individual volunteering services to the Corporation or any other corporation, partnership, joint venture, trust, or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Section 11.1.~~

~~**Section 11.3 Scope of Article.** The Corporation shall indemnify any person, if the requirements of Section 11.1 and Section 11.2 are met, without affecting any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of Members or disinterested Directors, or otherwise, both as to action in such person's office capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such a person. Each person who shall act as a representative of the Corporation shall be deemed to be doing so in reliance upon such rights of indemnification as are provided in this Article.~~

## **ARTICLE XII INVESTMENTS**

~~**Section 12.1 Terms of Receipt of Trust Property by the Corporation.** All property received by this Corporation in a fiduciary capacity shall be received either pursuant to a distribution from the estate of a decedent or pursuant to a trust agreement duly executed by the settlor and by this Corporation acting by its proper Officers and shall be received only when the Corporation has either a beneficial, contingent or remainder interest in such property or when the beneficial interest of such property is owned by any organization that qualifies as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.~~

~~**Section 12.2 Administration.** Unless otherwise expressly directed in the instrument by which any property, real or personal, is given, granted, conveyed, transferred, bequeathed, devised, assigned to or otherwise vested in the Corporation, including but not limited to its capacity as fiduciary or otherwise, the appropriate Committee or agent is authorized to invest and reinvest the property thus received or the proceeds of any property thus received and to retain property thus received and investments heretofore~~

Secretary's Initials: \_\_\_\_\_



~~or hereafter made if done in the exercise of that degree of judgment and care, under the circumstances then prevailing, which men of prudence, discretion and intelligence exercise in the management of their own affairs, not in regard to speculation, but in regard to the permanent disposition of their funds, considering the probable income to be derived there from as well as the probable safety of their capital. The appropriate Committee or agent may employ such investment advisors and consultants as it desires to assist in its making investments, reinvestments and retention of investments.~~

~~**Section 12.3—Loans.** No loans may be made to any Director or Member of the Corporation.~~

~~**Section 12.4—Certain Unrestricted Funds.** With respect to investment of property and funds free of any standard of investment or over which the Directors have power of appropriation, the appropriate Committee or agent may invest and reinvest such property and funds in such manner as the Directors or any body formed by the Directors thereto authorized may suggest or require, without reference to the standard provided by Section 12.2.~~

~~**Section 12.5—Restricted Funds.** Where the terms of the gift or the instrument by which property or funds are received by the corporation specify or limit the type of investments to be made with such property or funds, the investment or reinvestment of such property or funds shall be made in the discretion of the appropriate Committee or agent in accordance with the terms provided or limited in the instrument by which such property or funds are received.~~

~~**Section 12.6—Custodians and Nominee Registration.** All investments and securities owned by the Corporation shall be held in the custody of a bank, or a trust company or other depositories as the Board or the appropriate Committee may approve or designate. Investments and securities owned by the Corporation may be held in the name of a nominee which may be the nominee of a bank, or a trust company or other depository in the name of whose nominee investments and securities of the Corporation are held first gives a bond or letter to the Corporation whereby it assumes full responsibility for the safe custody of the investments and securities and agrees to indemnify the Corporation and its Directors, Officers, and employees against any loss or claims by reason of such nominee registration or default or infidelity of such nominee, and if all such investments and securities shall be so designated upon the records of the bank, or trust company or other custodian that the ownership of the same in the Corporation shall clearly appear at all times.~~

## **ARTICLE XIII MISCELLANEOUS**

~~**Section 13.1—Checks.** All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Board may from time to time designate.~~

~~**Section 13.2—Contracts.** Except as otherwise provided in these By-Laws, the Board may authorize any one or more Officers, employees, or agents to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.~~

~~**Section 13.3—Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only upon check signed by, or bearing the authorized~~

Secretary's Initials: \_\_\_\_\_



~~facsimile signature of such one or more Officers, employees, or agents as the Board shall from time to time determine, or by use of a payment card or money transfer by any Officer, employee, or agent as authorized by the Board.~~

~~**Section 13.4 Rules, Fees, Charges, and Dues.**—The Board shall establish rules for the use of Club facilities and set all fees, charges, and dues. Club rules, fees, charges and dues shall be posted on the Club bulletin board.~~

~~ARTICLE XIV~~**ARTICLE XII**  
**AMENDMENT**

~~**Section 14.1**~~**Section 12.1 General Membership Meeting** A meeting of the Members of the Club may be called at any time for the ratification, alteration, amendment, or replacement of these By-Laws or the Articles of Incorporation of the Club, pursuant to Section ~~14~~**12.2**; ~~or to remove or replace an Officer or Director, pursuant to Section 4.6.~~ The meeting shall be called by either majority vote of all the Directors; or majority vote of all Members ~~in good standing~~ of the Club by signed petition to the Board. The meeting shall be presided over by the President. Notice of the meeting shall be given at least fourteen (14) days in advance by hand-delivery or mail to every Member of the Club ~~in good standing~~ and by posted notice on the Club bulletin board. Any vote at such meeting requires a quorum of **20% of the** Members present and voting. ~~A quorum shall consist of 20% of the Members in good standing.~~

~~**Section 14.2**~~**Section 12.2 Amendment** These By-Laws or the Articles of Incorporation of the Club may be ratified, altered, amended, or replaced by two-thirds (2/3) vote of all the Directors subject to ratification no later than thirty-one (31) days following by majority vote of the Members ~~in good standing~~ of the Club present and voting at a General Membership Meeting as described in Section ~~14~~**12.1**; or by majority vote of the Members ~~in good standing~~ of the Club present and voting at a General Membership Meeting as described in Section ~~14~~**12.1**, subject to ratification by majority vote of all the Directors either at the General Membership Meeting or no later than thirty-one (31) days following at a meeting of the Board.

~~ARTICLE XV~~**ARTICLE XIII**  
**SUPERSEDURE**

~~**Section 15.1**~~**Supersedure.** These rules and By-Laws shall be in full force and effect immediately after approval and shall supersede all rules and By-Laws under which the Club has previously operated.

Secretary's Initials: \_\_\_\_\_