

## Text of current Article 2

### Article 1. Administration

- A. Administration of the Club and its activities shall be vested in an elected Board of Directors composed of fifteen (15) Club members eligible by the provisions of Article 1.
- B. The Board of Directors shall elect from its membership immediately following the annual membership meeting, and at other times in the event of a vacancy, a President, Vice President, Secretary and Treasurer, who are eligible by the provisions of Article 1 and who shall perform the duties ordinarily incident to their respective offices. The President shall serve as Chairman of the Board and Chief Executive Officer of the Club.
- C. As an essential factor in maintaining its nonprofit status, it is the policy of the Club to prevent conflicts of interest in the operation and management of its activities and programs.
- D. On all matters in which a board member or his/her family have a financial interest the affected board member shall abstain from voting.
- E. The President shall, with Board of Directors approval, appoint from the Club membership, including Directors, such other officials as are required to implement the program of the Club. These officials include the General Manager, authorized to set opening and closing hours and security procedures, and to make routine expenditures, as specified in the Policies and Procedures document.
- F. Regular meetings of the Board of Directors shall be scheduled every month. At any such meeting, a majority of the current membership of the Board shall constitute a quorum. If a majority is not present, five (5) members of the Board, of whom at least three (3) are officers, shall constitute a quorum.
- G. During the interim, the officers and the General Manager shall be empowered to conduct Club business. Expenditures may be made, subject to limitations as described in the Policies and Procedures document. A special meeting of the Board may be convened by the President, after giving notice to all members of the Board. At such a meeting a two-thirds of the Board constitutes a quorum. A special meeting may be conducted by telephone or by e-mail with the consent of all members wishing to attend. Actions taken at a special meeting shall be in effect unless reversed at a future regular meeting of the Board of Directors. Such actions shall be communicated to the entire membership of the Board of Directors in a timely manner.
- H. Vacancies on the Board of Directors shall be filled by a majority vote of the entire remaining Board until the next annual election of Directors, at which time the remainder of any unexpired term shall be filled according to the provisions of Article 4.
- I. Members of the Board of Directors are expected to keep their club membership current. In the event that the PCC membership of anyone of the Board lapses by more than 90 days, with the member having been sent at least two renewal notices, then his or her position on the Board shall be revoked.
- J. Any Director who fails to fulfill the duties of his office may be removed by a three-fourths (3/4) vote of the entire Board.
- K. Proxy voting shall be permitted for any decision of the Board requiring a vote of the entire Board.

## **Proposed text of amended Article 2**

### **Article 2. Administration**

- A.** Administration of the Club and its activities shall be vested in an elected Board of Directors composed of nine (9) Club members eligible by the provisions of Article 1.
- B.** The Board of Directors shall elect from its membership immediately following the annual membership meeting, and at other times in the event of a vacancy, a President, Vice President, Secretary and Treasurer, who are eligible by the provisions of Article 1 and who shall perform the duties ordinarily incident to their respective offices. The President shall serve as Chairman of the Board and Chief Executive Officer of the Club.
- C.** As an essential factor in maintaining its nonprofit status, it is the policy of the Club to prevent conflicts of interest in the operation and management of its activities and programs.
- D.** On all matters in which a board member or his/her family have a financial interest the affected board member shall abstain from voting.
- E.** The President shall, with Board of Directors approval, appoint from the Club membership, including Directors, such other officials as are required to implement the program of the Club. These officials include the General Manager, authorized to set opening and closing hours and security procedures, and to make routine expenditures, as specified in the Policies and Procedures document.
- F.** Regular meetings of the Board of Directors shall be scheduled every month. At any such meeting, a majority of the current membership of the Board shall constitute a quorum.
- G.** During the interim, the officers and the General Manager shall be empowered to conduct Club business. Expenditures may be made, subject to limitations as described in the Policies and Procedures document. A special meeting of the Board may be convened by the President, after giving notice to all members of the Board. At such a meeting a two-thirds of the Board constitutes a quorum. A special meeting may be conducted by telephone or by e-mail with the consent of all members wishing to attend. Actions taken at a special meeting shall be in effect unless reversed at a future regular meeting of the Board of Directors. Such actions shall be communicated to the entire membership of the Board of Directors in a timely manner.
- H.** Motions may also be brought to the Board by e-mail, provided that the entire Board is notified of the motion and has reasonable opportunity to discuss the motion prior to the vote. Any motion voted upon by e-mail must have its results recorded in the minutes of the prior Board meeting.
- I.** Vacancies on the Board of Directors shall be filled by a majority vote of the entire remaining Board until the next annual election of Directors, at which time the remainder of any unexpired term shall be filled according to the provisions of Article 4.
- J.** Members of the Board of Directors are expected to keep their club membership current. If the PCC membership of any Board member lapses by more than 90 days, with the member having been sent at least two renewal notices, then his or her position on the Board shall be revoked.
- K.** Any Director who fails to fulfill the duties of his office may be removed by a three-fourths (3/4) vote of the entire Board.

- L.** Proxy voting shall be permitted for any decision of the Board requiring a vote of the entire Board.
- M.** The “entire Board” as the term is used in these By-Laws shall be comprised by all elected members currently sitting on the Board. Any unfilled seats are not counted as part of the “entire Board”.