

CONSTITUTION and BY-LAWS

CLASS A ROTARY INTERNATIONAL

CLUB NO. 11 CONSTITUTION

ARTICLE 1

NAME

The name of this organization shall be Rotary Club of St. Louis, Member of Rotary International.

ARTICLE II

OBJECTS

To encourage and foster:

- 1) The ideal of **SERVICE** as the basis of all worthy enterprise.
- 2) High ethical standards in business and professions.
- 3) The application of the ideal of service by every Rotarian to their personal, business and community life.
- 4) The development of acquaintance as an opportunity for service.
- 5) The recognition of the worthiness of all useful occupations and the dignifying by each Rotarian of their occupation as an opportunity to serve society.
- 6) The advancement of understanding, good will, and international peace through a world fellowship of business and professional men and women united in the Rotary idea of service.

ARTICLE III

MEMBERSHIP

SECTION 1. Kinds.

There may be five kinds of membership. Namely: active, additional active, honorary, past service and senior active.

SECTION 2. Qualifications - Active Membership.

Adult person of good character and good business reputation-engaged as proprietor, partner, corporate officer, or manager, of any worthy and recognized business; or holding an important position in an executive capacity with discretionary authority in any worthy and recognized business; or acting as the local agent or branch representative of any worthy and recognized business, having entire charge of such agency or branch in an executive capacity; and adult person of good character and good professional reputation engaged in any worthy and recognized profession.

SECTION 3. Classifications.

- a) The active members of this club shall be classified in accordance with their respective business or professions and they must be personally and actively engaged therein within the territorial limits of the club.

b) The classification of each active member shall be that which covers the principal and recognized activity of the firm, company or institution with which they are connected, or if independently engaged in a business or profession, their classification shall be that which covers their principal and recognized business or professional activity.

SECTION 4. Limitations. The active membership shall consist of but one person from each classification of business or profession, excepting the news media classification, and excepting the provision for a second active member, as hereinafter provided.

SECTION 5. Additional Active Member.

Any active member of this club may propose for, and the club may elect to active membership, one additional person from the concern or establishment with which the proposer is connected, whose classification shall be the same as that of the proposer. The qualifications of such second member shall be those required for active membership. Upon the termination of the membership of the proposer, such second active membership, shall also terminate. If the person who has held such second active membership is immediately re-elected to active membership in this, club this person shall not be required to pay a second initiation fee.

SECTION 6. News Media Classification.

Representatives of more than one news medium may be eligible to active membership under the same classification, provided that they otherwise possess the qualifications for active membership.

SECTION 7. Public Office Holder.

Persons holding elective or appointive public office for a specified time only shall not be eligible to active membership in this club under the classification of such office. This shall not apply to persons holding a position or office in schools, colleges or other institutions of learning.

SECTION 8. Local Preference.

Membership applicants whose principal place of business is within the territorial limits of this club shall be given preference over local agents or branch representatives of outside concerns having similar classifications.

SECTION 9.

- (a) Honorary Membership- Military, may be granted to the ranking Officer (and their additional active) representing each branch of the military service located in the environs of the St. Louis area.
- (b) Honorary Membership-Foreign Consul, may be granted to those citizens of foreign governments residing in the St. Louis area and representing their governments as Foreign Consuls. The name of a proposed candidate for either of these Honorary Membership classifications shall be proposed and elected in the normal manner; however, Honorary Members shall be exempted from the payment of initiation fee or dues other than a yearly fee to cover the cost of publications, such fee to be established yearly by the Board of Directors. Honorary members shall be entitled to attend all meetings and enjoy all privileges of the club but shall not be eligible to vote or to hold club office.

(c) Honorary Life Membership may be bestowed on any Rotarian who by their outstanding service to the Rotary Club of St. Louis, and/or Rotary International, over a period of years has distinguished themselves and brought honor to Rotary. Honorary Life Membership is the highest mark of distinction that the Rotary Club of St. Louis can confer.

A standing committee composed of the President, First Vice President, the two Active Vice Presidents and a past President of the club selected by the current President shall meet at least once each year at the call of the President to consider candidates for Honorary Life Membership.

Recommendation by this committee shall be made to the Board of Directors for appropriate action; not more than two individuals may be elected to Honorary Life Membership in any twelve-month period. Honorary Life Members shall not be required to pay dues; however, they shall be entitled to attend all meetings and enjoy all privileges of the club. Life Members who have been active members of the Rotary Club of St. Louis for at least ten (10) years shall also be entitled to vote at any business meeting of the club and to hold office in the club.

SECTION 10. Past Service Membership.

(a) A former active member of this club, whose active membership is terminated because of retirement from active business or professional life, may be elected a past service member provided that (i) in the case of voluntary retirement, they held active membership in any one or more Rotary Clubs for three or more years, (ii) in the case of retirement found by the club board of directors to be involuntary, for whatever reason, whether ill health, redundancy, or otherwise, they have attained the age of 55 years irrespective of the length of their membership. Such former active member may be elected to past service membership at the time of, or at any time after the termination of his or her active membership, provided they have all the other qualifications of a past service member. A person who has retired from active business or professional life but who is otherwise qualified for Rotary Club membership in this club, including having held a qualifying position level, may be elected a past service member. A past service member shall be required to pay an admission fee unless they have been an active member of this club, in which case they shall not be required to pay a second admission fee. Past service members must reside and continue to reside within the territorial limits of the club in which past service membership is held, or within the surrounding area, unless they are elected a past service member after having been an active member of this club, in which case they may reside in the locality of their residence at the time they ceased to hold active membership.

SECTION 11. Senior Active Membership.

Any active member of this club who now is, or has been, active member of this or other Rotary Clubs for a total of 15 years or more, or who is of the age of 60 years or more, and has been a member of one or more Rotary Clubs for a total of 5 or more years, may at their option become a senior active member of the Club by notifying the Secretary in writing of their intention to do so. A senior active member shall have all the rights and privileges and responsibilities of an active member, except that they shall not be considered as representing any business or professional classification.

The club may admit into its membership any adult person in the classification theretofore held by such senior active member. Members who are retired from their business or profession can apply for an excuse from attendance.

ARTICLE IV

DURATION OF MEMBERSHIP

SECTION 1. Period.

(a) Active membership shall endure for life unless terminated as hereinafter provided.

(b) Honorary Life Membership shall endure for life, except that the Board of Directors, for good and sufficient reason, may at any time cancel the membership of an Honorary Member provided that each member of the club shall have been served in writing with a notice at least thirty (30) days in advance of such proposed action by the Board.

Other Honorary Members shall be appointed from year to year on action by the Board of Directors.

SECTION 2. How Terminated.

(a) The membership of any active member whose connection with their business establishment is severed shall automatically terminate. An active member moving from the territorial limits of the club may retain membership in the club if the Board of Directors grants such permission and the member continues to stay active in the same classification.

SECTION 3. How to rejoin.

Where the membership of an active member has terminated as provided in the foregoing Section 2, such person may make new application for membership, and whether under the same classification or another classification, their application shall be considered in advance of any other, for membership under the classification in which they now apply, and if elected to membership, a second initiation fee shall not be required.

SECTION 4. Classification - How Corrected.

The Board of Directors, at its discretion, may correct or readjust the classification of any member, whose membership has not terminated, if the circumstances warrant such action, but due notice of such proposed correction or readjustment shall be given to the member and they be allowed a hearing thereon.

SECTION 5. Termination-Misconduct

- (a) The membership of any member who fails to conduct themselves or their business in accordance with the principles and ethics of Rotary, or who ceases to have the stated qualifications for membership in Rotary, may be terminated by the Board of Directors by a two-thirds vote of the Board at a meeting called for that purpose, provided that said member shall have been given at least ten (10) days notice in writing of such pending action. Service of such notice shall be made by personal delivery or registered letter mailed to their last known address. Said member may be represented at the hearing before the Board of Directors by counsel.
- (b) In case of such termination of membership, such former member may, within thirty (30) days after the date of the Board's action, submit a written notice of intent to appeal to the club. The Board shall thereupon set the date for such hearing which shall be at a regular meeting of the club, held within thirty (30) days after the receipt of such written notice of appeal. At such hearing only members of the club shall be present, excepting that the appellant may be represented by counsel.
- (c) Where the Board has terminated a membership as provided in this section, the club shall not elect a new member under such classification until the time for hearing the appeal, if any, has expired and the club's decision announced .

SECTION 6. Termination - Non - Payment of Dues.

Any member failing to pay their dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at their last known address, and if said dues are not paid on or before ten (10) days from date of such notification said membership shall automatically terminate.

Such former member, at the discretion of the Board, may be reinstated to membership upon petition, and upon the payment of all indebtedness to the club, provided their former classification has not been filled meanwhile by the election of a new member.

TERMINATION-NON ATTENDANCE

SECTION 7.

- (a) The membership of any active, past service, or senior active member, except as hereinafter provided, who is absent from four consecutive regular weekly meetings of this club shall automatically terminate, unless such absence is made up as hereinafter provided, or they are excused by the Board of Directors for good and sufficient reasons. Absence at a regular meeting of this club may be made up by attendance at a regular meeting of any other Rotary club on any of the fourteen (14) days immediately preceding the day of absence, on the day of the absence itself, or on any of the fourteen (14) days immediately following the day of absence, provided notice of such attendance is given to this club.
- (b) The membership of any active, past service, or senior active member, except as hereinafter provided, whose percentage of attendance is less than sixty per cent during the first or second six months of the club's fiscal year shall automatically terminate, unless they are excused by the Board of Directors for good and sufficient reason.
- (c) Any past service or senior active member who, because of protracted ill health or impairment, is physically unable to comply with the provisions of this section may, during the period of its continuance, upon application to the Board of Directors, be excused from complying with attendance requirements and the absence shall not be computed in the attendance record of this club.

SECTION 8. Resignation.

The resignation of any member from this club shall be in writing (addressed to the president or secretary) and shall be accepted by the Board of Directors provided that all indebtedness of said member to the club has been paid.

SECTION 9. Property Interest-Forfeiture of.

Any person whose membership in this club has been terminated in any manner shall forfeit all interest in any funds or other property belonging to the club.

ARTICLE V

TERRITORIAL LIMITS

SECTION 1.

The territorial limits of this organization shall be as follows: The City of St. Louis and suburbs in St. Louis County, Missouri.

ARTICLE VI

MEETINGS

SECTION 1.

This club shall meet regularly once each week as provided in the By-Laws.

SECTION 2.

The annual meeting of this club shall be held not later than the thirty-first day of December in each year, at which meeting the election of officers and directors shall take place as provided in the By-Laws.

ARTICLE VII

INITIATION FEE AND DUES

SECTION 1.

Each active and past service member of this club shall pay as an initiation fee and as annual dues such sums as may be prescribed in the By-Laws of the club.

ARTICLE VIII

OFFICERS AND DIRECTORS

SECTION 1.

The governing body of this club shall be a Board of Directors to be constituted as the By-Laws of the club may provide.

SECTION 2.

The decision of the Board in all club matters shall be final, subject only to an appeal to the club. The Board shall have general control over all officers and committees and may, for good cause, declare any office vacant.

It shall constitute a board of appeal from the rulings of all officers and action of all committees. Appeal may be taken from any decision of the Board of Directors to the club and on such appeal the decision appealed from shall be reversed only by a two-thirds vote of the members present at a regular meeting to be specified by the Board of Directors, a quorum being present, notice of such appeal having been given by the secretary to all members of the club at least five (5) days in advance of such meeting.

SECTION 3.

The officers of this club shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer, and a Sergeant-at-Arms, any or all of whom may be or may not be members of the Board of Directors as the By-Laws of the club shall provide.

SECTION 4.

These officers shall be elected at the annual meeting of this club in the manner prescribed in the By-Laws. They shall take office at the regular business meeting in July following their election and shall hold office for one year or until their successors are elected and have qualified.

ARTICLE IX

AVOIDANCE OF POLITICS

SECTION 1.

This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

SECTION 2.

The merits of any public question involving the social, economic, moral or physical welfare of the people may be fairly and intelligently studied and discussed before a club meeting for the enlightenment of its members; but this club shall not take any action endorsing or condemning any measure which is to be submitted to the vote of the people.

ARTICLE X

OFFICIAL PUBLICATION

SECTION 1.

Acceptance of membership in this club shall be a declaration by each person, so doing, the member voluntarily becomes a bona fide subscriber to the monthly publication of Rotary International. Subscriptions shall be handled in six-month periods and shall continue as long as a person is a member of the club and to the end of any six month period during which a person may cease to be a member of the club.

SECTION 2.

The amount of the subscription shall be collected by the club for each member, semi-annually in advance. The secretary shall enter such subscriptions in a special account and remit to the business office of said publication.

SECTION 3

The Board of Directors of Rotary International may prescribe this Standard Club Constitution without this article for the use of Clubs outside of these United States, Canada and Newfoundland.

ARTICLE XI

BY-LAWS

SECTION 1

This club shall adopt By-Laws not inconsistent with the Constitutions and By-Laws of Rotary International (and the rules of procedure for an area administration where established) and this Constitution, embodying additional provisions for the government of this club, which adoption shall be by a majority vote of the members of the club present and voting and may be amended from time to time in accordance with the provisions therein contained.

ARTICLE XII

AMENDMENTS

Amendments to this Constitution, which do not change any of its provisions except to make same conform in substance to the Standard Club Constitution and any amendments thereto, may be made at any regular business meeting of the Club, by the affirmative vote of at least two-thirds of all members present; provided, that a copy of such proposed amendment, together with notice of the meeting at which same will be voted on, shall have been mailed to each member at least ten (10) days before such meeting.

ARTICLE XIII

SECTION 1

For the official year 1932-33, beginning with the installation of officers at the the first meeting in July, the following provisions shall govern as to the election of officers in that year.

All officers and directors shall be elected in 1932 pursuant to the By-Laws in force prior to incorporation, and shall, together with the directors elected in any prior year, for a term holding over to a subsequent year, be the officers of this club, if any, when it shall be and become a corporation by charter granted any time in the year 1932, whether such election, which begins with the selection of a nominating committee at the first meeting in March, 1932, shall have been finally concluded prior to incorporation, such election shall, in all respects, proceed to a conclusion in the election of officers and directors, under said By-Laws, without interruption, and all officers and directors so chosen shall serve until their successors, in the year 1933, or thereafter, are elected and duly installed. In the event of incorporation as aforesaid, the officers and directors of this club in office at the time of the adoption of this constitution, shall serve as officers and directors, until their successors are elected and installed, as provided in this section. The By-Laws at present in force as the By-Laws of the club, are hereby adopted as and for the By-Laws of the club incorporated.

BY-LAWS ARTICLE I

ELECTION OF MEMBERS

SECTION 1. Active Members.

- (a) Membership in the Rotary Club of St. Louis shall be selective. No person shall be invited to join the club until after they have been duly elected to membership. Before any member can become a club member, they must be recommended by the Membership Committee to fill a classification which the Classification Committee has declared open and appropriate for a representative of the firm, company or institution with which they are connected (or, if independently engaged in a business or profession, appropriate for them individually), and elected by the Board of Directors.
- (b) Any member desiring to propose another for membership shall fill out, sign as sponsor, and file with the Secretary, a uniform proposal card furnished by the Secretary containing the name, business address, residence, the business or profession of the proposed new member, the particular classification or line of business, under which the propose may qualify, which classification shall constitute at least 60 per cent of their business activity, the name of their firm or the corporation of which they are an officer or by whom the individual is employed and their official position therein.
- (c) Upon receipt of such proposal card, the Secretary shall transmit the same to the Classification Committee, which committee shall first determine what the proper classification is for the proposed firm or individual and whether or not that classification is open. The card shall then be returned to the Secretary. If the Classification committee reports that the classification is available, the Secretary shall submit the proposal to the Membership Committee. The Classification Committee may also submit to the Secretary for transmittal to the Membership Committee, the names of other firms or individuals which it considers equally eligible to fill that classification.
- (d) The Membership Committee shall investigate the character, business, social standing and general eligibility of the person proposed for membership and shall determine whether or not the proposed member represents the best available applicant to fill such classification. It shall be the duty of such committee to investigate other possibilities of membership which are analogous to the classification declared open by the Classification Committee.

- (e) Upon approval by both the Classification and Membership committees, the Secretary shall send a notice of membership, which shall set forth each proposed new member's name, address, proposed classification, the name of the firm or corporation, if any, their official title therein, and the name of the individual's sponsor, by first class United States mail or by electronic transmission to each member in substantially the following form:

**STRICTLY CONFIDENTIAL
NOTICE AND REPLY**

Notice is hereby given that the Membership Committee has recommended the following proposals for membership in the Club: Members are hereby requested to communicate in writing with the Board of Directors any information they may have for or against the proposals on or before _____,2005. *Please do not contact any individual here proposed until after his or her status has been fully determined.*

At the end of the time specified in the Membership letter, the President shall submit the name of the proposed new member, together with all comments received in reply to the Letter, to the Board of Directors as provided in sub-paragraph (f) below.

- (f) Upon receipt of the report, the Board shall take a separate ballot on each admission to membership. If not to exceed two negative votes are cast against a proposed new member, they shall be declared duly elected to membership and their sponsor shall be notified to procure from the individual a signed application, which, when filed with the Secretary, and accompanied by payments of their initiation fee, and required dues in accordance with Article III of these By-Laws, shall entitle them to all rights and privileges of membership in the club.
- (g) Application for past service membership shall be filed with the Secretary, and be considered and disposed by the Board of Directors in accordance with section 10 of Article III of the Constitution.

SECTION 2. Past Service and Honorary Members.

The names of persons eligible either as Past Service Members or as Honorary Members under the Constitution may be submitted at any time to the Board of Directors in writing by any active member of the club. Thereupon, at its next regular meeting, the Board of Directors shall determine the qualifications and the right of the person proposed to either of said types of membership suggested. If not to exceed two negative votes by those board members present are cast against the selection of any person so proposed as either a Past Service or Honorary Member, they shall be declared elected as such and the Secretary shall then immediately notify them of the said election.

SECTION 3. Senior Active Members.

Any member of the Club possessing the qualifications of Senior Active members as described in Article III, Section 11 of the Club Constitution may of their own application become a Senior Active Member of the Club by notifying the secretary in writing of the intent to do so. Thereupon, at its next regular meeting the Board of Directors shall determine their qualifications, and if they are qualified under the Constitution, shall adopt a resolution declaring the individual to be a Senior Active member. Members who are retired from their business or profession can apply for an excuse from attendance.

ARTICLE II

CLASSIFICATION

SECTION 1.

- (a) The active members, except past service and senior active members, of this club, shall be classified in accordance with their respective businesses or professions, and they must be personally and actively engaged therein within the territorial limits of this club.
- (b) The classification of each active member except past service and senior active members, shall be that which covers at least 60% of the principal and recognized activity of the firm, company or institution with which they are connected, or if independently engaged in a business or profession, their classification shall be that which covers at least 60% of the individual's principal and recognized business or profession.

ARTICLE III

FEE AND DUES

SECTION 1. Initiation.

The initiation fee of every new member not presently a member in good standing in another Rotary Club shall be \$300 payable after his or her election, and prior to the initiation into the St. Louis Rotary Club. Members in good standing of another Rotary Club transferring their membership to the St. Louis Rotary shall pay an initiation fee equal to one half of the initiation fee of other members. The initiation fee may be waived by the Board of Directors in the case of a former member of the club being reinstated to membership.

SECTION 2. Dues.

Membership dues shall be as follows: Regular members, \$680 per annum; Senior Active under age 65, \$680 per annum; Senior Active over age 65, (not retired) \$680 per annum, (retired) \$310 per annum; Past Service, \$680 per annum. Dues are payable in advance on January 1 and July 1 in installments of \$340. New members shall pay the pro rata portion of their dues counting the month in which they are elected a full month. Ten dollars (\$10.00) from the dues of each member shall be used to cover the subscription to the official publication of the Club. The Board of Directors may grant a reduction in dues to a level of not less than one-fourth of the dues for an active member as established above, provided that such member (a) has been an active member of the Rotary Club of St. Louis in good standing for at least fifteen (15) years prior, and (b) is retired from an active business or profession. For the purposes of this Section, a person is retired when the member works less than 50% of their time at some gainful employment. In addition, the members, unless otherwise excused as provided herein, shall pay the prescribed lunch fee as established by the Board of Directors.

SECTION 3. Regulation of Dues, Lunch Fees and their waiver.

The Board of Directors shall establish and regulate the application of any lunch fee or lunch charge. Lunch fee means the annual charge for luncheon meetings, as payable as determined by the Board of Directors. Lunch charge means the daily amount charged for lunch at any particular luncheon meeting. All members, regardless of membership type, who are active in their business or profession at least fifty percent (50%) of their time, shall prepay the lunch fee established by the Board of Directors. Members who are not active in their business or profession at least fifty percent (50%) of their time may not prepay the lunch charge, provided the Board of Directors has approved a request by such member for such method of payment. The Board of Directors, at its discretion, may permit the credit of a member's

account for (i) an extended continuous leave of absence, or (ii) illness preventing attendance, where such respective condition extends for at least a three (3) month period. The credit may be extended for the total time of absence or the total time of illness. In the event of a death of a member, full refund of the lunch fee shall be made on a pro rata basis to a spouse, estate or company, as requested. The Board of Directors shall review annually the status of all members excused from paying the prescribed lunch fee.

SECTION 4.

The Board of Directors may recommend a change in the amount of the Dues and/or initiation fee and submit the change to the membership for consideration at any regularly scheduled meeting of the Club, provided that one (1) month prior notice has been given either by mail or printed in the Club's weekly publication (now the Pepper Box). A simple majority of members present can approve the change.

ARTICLE IV

MEETINGS

SECTION 1. Regular.

The regular meetings shall be held every Thursday from 12:15 to 1:30 P.M. unless otherwise specified by the Board of Directors.

SECTION 2. Business.

The regular meeting on the first Thursday in each month shall be a business meeting.

SECTION 3. Annual.

The regular meeting on the second Thursday in December of each year shall be the annual meeting of this Club for the transaction of business, including the election of officers and directors.

SECTION 4. Quorum.

Twenty-five per cent or more of the active and past service members shall constitute a quorum for the transaction of business at any meeting.

SECTION 5. The Board.

The regular meetings of the Board of Directors shall be held *monthly on the day of the week at the time and place as determined by the Board of Directors*. Special meetings of the Board shall be called by the President whenever he may deem necessary, or whenever requested by two members of the Board. At least twenty-four (24) hours notice of all regular meetings by telephone or otherwise, and two days notice by mail of special meetings, shall be given by the Secretary to the members of the Board. A majority of the Board shall constitute a quorum for the transaction of business.

ARTICLE V

VOTING

All business shall be transacted via voice vote, except as herein otherwise provided. Proxies shall not be recognized.

ARTICLE VI

LEAVE OF ABSENCE

Upon written application, the Board of Directors, for good and sufficient cause, may grant a leave of absence, excusing a member from attending the meetings of the Club for a specified length of time; provided, however, this leave of absence shall not excuse from attending, where circumstances permit, Rotary meetings elsewhere.

ARTICLE VII

OFFICERS AND DIRECTORS

SECTION 1.

The Club shall be governed by a Board of Directors consisting of twelve (12) members out of which number there shall be a President, a First Vice President, two Active Vice-Presidents of equal rank, and a Sergeant-At-Arms. There shall also be a Treasurer and a Secretary, who may, but need not, be Directors. The First Vice-President shall automatically succeed to the Presidency upon the death, resignation, incapacity, or expiration of the term, of the President or of the person who otherwise would be President.

SECTION 2.

The First Vice-President, two Active Vice-Presidents, the Sergeant-at-Arms, and all Directors shall be elected by the membership at large. Only in the event that the office of First Vice-President becomes vacant by reason of death, resignation, or incapacity, of the incumbent shall the succeeding President be elected. The Treasurer and Secretary shall be elected by the Board of Directors, and may, but need not, be members of the Board of Directors.

SECTION 3.

Each officer shall serve for a term of one year, or until their successor is elected and qualified, except that if the First Vice-President succeeds to the Presidency during the term for which their predecessor was elected, they shall have the right not only to serve out the unexpired term of the predecessor, but also to serve as President for the term to which their election as First Vice-President would have automatically entitled them. The seven Directors who are not officers elected by the membership at large shall serve for a term of two years, with three and four Directors to be elected in alternating years, except that where necessary to maintain the staggering of two-year terms. Directors may be elected for a term of one year.

SECTION 4. Except as provided in Section 3: No Officer or Director shall hold the same office for two successive terms.

SECTION 5.

Each person who is or was a director or officer of the Rotary Club of St. Louis or is or was serving at the request of the Rotary Club of St. Louis as a director or officer of another corporation (including the heirs, personal representatives or estate of such person) shall be indemnified by the Rotary Club of St. Louis as a matter of right to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorney's fees) asserted or

threatened against and incurred by such person (other than in an action by or in the right of the Rotary Club of St. Louis) in their capacity as or arising out of their status as a director or officer of the Rotary Club of St. Louis or, if serving at the request of the Rotary Club of St. Louis, as a director or officer of another corporation, if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Rotary Club of St. Louis, and with respect to any criminal action or proceeding, they had no reason to believe their conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in, or not opposed to, the best interests of the Rotary Club of St. Louis, or, with respect to any criminal action or proceeding, which they had reason to believe that their conduct was unlawful.

SECTION 6.

The Rotary Club of St. Louis shall also indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Rotary Club of St. Louis to procure a judgment in its favor by reason of the fact they are or were a director or officer of the Rotary Club of St. Louis or, if serving at the request of the Rotary Club of St. Louis, as a director or officer of another corporation, against expenses (including attorneys¹ fees) actually and reasonably incurred by them in connection with the defense or settlement of such action or suit, if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Rotary Club of St. Louis. Notwithstanding the foregoing, no such indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the Rotary Club of St. Louis, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case such person is fairly and reasonably entitled to indemnify for such expenses as the court shall deem proper.

SECTION 7.

Any indemnification provided by this Article (unless ordered by a court) shall be made by the Rotary Club of St. Louis only upon a determination that indemnification of the director or officer is proper in the circumstances because they have met the applicable standard of conduct set forth herein. Such determination shall be made: (i) by the Board of Directors upon a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (ii) if such a quorum is not obtainable, or, even if so obtainable, a majority of directors who were not parties to such action, suit or proceeding so directs, by independent legal counsel in a written opinion.

SECTION 8.

Expenses incurred by an officer or director of the Rotary Club of St. Louis in defending a civil or criminal action, suit or proceeding, may be paid by the Rotary Club of St. Louis in advance of the final disposition of such action, suit, or proceeding, as authorized in the manner set forth in Section 7 of this Article, upon receipt of a written promise by or on behalf of the director or officer to repay such amount in the event it shall ultimately be determined that they are not entitled to be indemnified by the Rotary Club of St. Louis under the provisions of this Article.

SECTION 9.

The Rotary Club of St. Louis may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Rotary Club of St.

Louis or, if serving at the request of the Rotary Club of St. Louis, who is or was serving as a director or officer of another corporation, against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Rotary Club of St. Louis would have the power to indemnify them against such liability under the provisions of this Article.

SECTION 10.

No person shall be liable to the Rotary Club of St. Louis for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by them as a director or officer of the Rotary Club of St. Louis or of any corporation which they serve as director or officer at the request of the Rotary Club of St. Louis, if such person (i) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of their own affairs, or (ii) took or omitted to take such action in reliance upon advice of counsel for the Rotary Club of St. Louis, or such other corporation, or upon statements made or information furnished by directors, officers, employees or agents of the Rotary Club of St. Louis, or of such other corporation, which they had no reasonable grounds to disbelieve.

SECTION 11.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, by-laws, agreement, vote of disinterested directors or otherwise, both as to action in an official capacity and as to action in other capacity while holding such office. Any indemnification, whether required under this by-law or permitted by statute or otherwise, shall continue as to a person who has ceased to be a director, officer or employee and shall incur to the benefit of the heirs, executors, and administrators of such person.

SECTION 12.

To the extent that the foregoing provisions concerning indemnification and liability conflict with any provisions under the Constitution of the Rotary Club of St. Louis, the said Constitution shall control.

SECTION 13. Attendance at Rotary Conferences and Meetings.

Attendance at the following conferences and meetings is required of all Officers as follows:

1. Show Me Rotary Conference - President Elect & Secretary 2. Large Club Conference - President-Elect 3. District Conference - President-Elect 4. International Convention - President-Elect 5. District Assembly - President & President - Elect 6. Other Conferences and Meetings as deemed necessary and approved by the Board of Directors.

Travel and expenses for the above-referenced Officers and spouses shall be paid for by the Club in the case of the Large Club Conference, the District Conference and the International Convention. Travel expenses of Officers will be paid for other conferences (i) listed or (ii) approved by the Board of Directors.

ARTICLE VIII

ANNUAL ELECTIONS

Section 1. Nominating Committee.

The Nominating Committee shall consist of the immediate Past President of the Club, who shall also serve as Chairman of the Nominating Committee.

Other members of the Nominating Committee shall be the current President and Current First Vice-President of the Club, and two members at large appointed from the general membership by the Chairman of the Nominating Committee.

Except for officers, no members of the Club may serve on the Nominating Committee two consecutive years.

At the 4th regular meeting of the club in October of each year, the Chairperson of the Nominating Committee shall explain from the speaker's stand the election procedure, and shall urge the members of the Club to suggest candidates for Officers and Directors. Within seven days thereafter, such suggestions may be submitted to any member of the Nominating Committee, either orally or in writing.

At the second regular meeting in November of each year, the Nominating Committee shall report its nominations as follows: At least one candidate for the office of First Vice-President, at least two candidates for each of the offices of Active Vice-Presidents and Sergeants-at-Arms; at least twice the number of candidates for Directors as there will be vacancies on the Board. Where the circumstances require the election of a President, the committee shall also nominate at least one candidate for that office.

SECTION 2. Petition.

Any ten members may submit nominations by petition delivered to the President or Secretary by noon of the seventh day following the meeting at which the Nominating Committee has submitted its slate of nominees to the membership.

SECTION 3. Elections.

All elections shall be by ballot. The names of all nominees for the same office shall be printed in alphabetical order on the ballot. To vote for a person, the member voting shall make a mark in the square to the right of the name. All voting shall be done by ballot enclosed in a sealed envelope previously sent by the Secretary to the members not less than seven nor more than ten days before the day of the annual meeting. The ballot envelope shall be addressed to the election tellers, elected by the Board of Directors and marked ³Ballot of² with a blank line for the member's signature.

All ballots in the election must be received at the Rotary Office by 4:30 P.M. the day prior to the Annual Meeting and the sealed envelopes containing the ballots returned, shall, before being opened, be checked on the membership list, then opened, the ballots removed, the envelopes destroyed, and the ballots counted in private by the election tellers. All dues paying members shall be eligible to vote.

Where there is an election of President, the candidate receiving the highest number of votes for that office shall be declared elected.

The candidates receiving the highest number of votes for the offices of First Vice-President and Sergeant-at-Arms, respectively, shall be declared elected.

The two candidates receiving the highest number of votes for the offices of Active Vice-Presidents shall be declared elected.

The three (four in alternating years) candidates receiving the highest number of votes for the vacancies on the Board of Directors shall be declared elected for a term of two years.

Until all the vacancies on the board of directors are filled, the candidates receiving the next highest number of votes shall be declared elected for a term of one year.

In case of a tie for any office or for either term of Director, the election tellers shall decide the winner. The result of the election shall be kept secret by the election tellers and made known only at the annual meeting.

The ballots shall be destroyed by the election tellers after the expiration of one month.

SECTION 4. Installation.

The newly elected Officers and Directors shall be installed in office at the regular business meeting in July of each year.

Vacancies.

Except for the offices of President and First Vice-President, vacancies in any office, or on the board of directors, shall be filled by the remaining members of the board either:

1) By selecting from a panel consisting of the candidates defeated in the immediately preceding election, but in no event shall the term of an Officer or Director so chosen by the Board extend beyond the next succeeding June,

and/or:

2) By selecting from a panel consisting of the Officers and/or Directors elected at the annual meeting and appointing them to fill any such vacancy through the closest succeeding June, and thereafter to begin serving the term for which they were most recently elected.

SECTION 5. Special Election.

Following the annual elections as provided in Article VIII, if the First Vice-President cannot assume the office of President by reason of death, resignation or incapacity, a special election shall be called by the Board of Directors. This special election shall be for the vacated elected office (s).

The most recently constituted Nominating Committee shall be reactivated by the Board of Directors.

This Committee shall present the proposed slate of

candidate(s) to the membership. The special election will be conducted, by ballot, as provided in Article VIII of the By-Laws.

ARTICLE IX

DUTIES OF OFFICERS

SECTION 1 The Board.

The Board of Directors shall constitute the governing body of the club, whose decision in all matters shall be final, subject only to an appeal to the club. It shall have general control over all officers and committees and may, for good cause, declare any office vacant.

In the event that the Board intends or acts to approve a project in which the Rotary Club of St. Louis is involved through (i) the use of its name;

(ii) financial support, (iii) or other forms of support, which project will bind future Boards to continued support of such project, then the Board shall submit such project to the approval of the members of the club prior to the implementation of such project. Approval shall be obtained by mailing a ballot to the entire membership, provided that a description of the project shall have been mailed to each member at least (10) days before the ballot is mailed.

It shall constitute a board of appeal from the ruling of all officers and actions of all committees. Appeal may be taken from any decision of the Board of Directors to the club, and notice of such appeal shall be

given by the Secretary to all members of the club at least five (5) days in advance of the meeting at which such appeal is to be determined.

The Board shall keep a record of all its official acts and proceedings and make the record available to the club membership.

The President annually shall appoint a committee of at least five members of the Board of Directors whose duties shall be to review the performance of the paid staff of the Rotary Club of St. Louis. The committee shall include the President and the First Vice-President who will serve as the chairperson and vice-chairperson, respectively, of the committee. The committee will make recommendations concerning the salaried staff to the Board of Directors at its December meeting.

SECTION 2. President.

It shall be the duty of the President to preside at all meetings of the club and of the Board of Directors, and generally to supervise and direct, but not control, the work of committees and the activities of the club, and shall perform such other duties as ordinarily pertain to that office.

SECTION 3. First Vice-President.

The First Vice-President as a full-fledged member of the Board of Directors, shall attend meetings of the Board and as many meetings of committees named in Article XIII of the By-Laws as may be necessary further to prepare him or her for their ensuing term as President.

The First Vice-President shall participate actively in affairs of the Club and shall assist the President in such specific functions as the latter may direct.

SECTION 4. Active Vice-Presidents.

It shall be the duty of the two Active Vice-Presidents in the absence, or at the request, of the President, alternately or as designated by the president, to preside at meetings of the Club and the Board of Directors, and to perform such other duties as ordinarily pertain to that office; and at least once every eight weeks, each of them shall be afforded an opportunity to preside at a meeting of the Club.

SECTION 5. Secretary

It shall be the duty of the Secretary to keep safe custody of the Club's archives and property; keep a correct record of the minutes of each meeting of the Board of Directors and of the Club; and perform such other duties as are provided for in the By-Laws or prescribed by the Club or by the Board of Directors, and as otherwise shall ordinarily pertain to that office.

SECTION 6. Treasurer.

It shall be the duty of the Treasurer to hold custody of all funds and securities, account for same to the club at its annual meeting, and at any time upon demand of the Board of Directors. On retirement from office to turn over to their successor, or to the President, all books of account and funds in their possession belonging to the Club.

The Treasurer shall perform such other duties as ordinarily pertain to the office, or as prescribed by the Board or by the By-Laws.

The Treasurer shall be required to give bond (premium to be paid by the club) in such sum and with such security as may be required by the Board of Directors, and shall receive a salary of \$1.00 per year, payable annually.

ARTICLE X

ELECTION OF DELEGATES

SECTION 1. Nominations.

At the first regular meeting in March, nominations from the floor for delegates and alternates to the Annual Convention of Rotary International will be received, the number of delegates to be determined by Rotary International. Notice shall be given at least two days in advance of this meeting.

SECTION 2.

Elections.

At the regular meeting on the third Thursday in April, election by ballot of delegates and alternates shall be held, at least two day's notice having been given by the Secretary. The requisite number of nominees receiving the highest vote shall be the delegates; the same number receiving the next highest vote shall be the alternates. The President shall call a meeting of the delegates and alternates and they shall select from the alternates the alternate for each respective delegate. Any vacancy due to the absence of both a delegate and his alternate from the convention whenever a vote is taken shall be filled by the delegates and alternates present. In the event fewer delegates are elected than the number determined by Rotary International, the Board of Directors may name additional delegates and alternates.

The club by a two-thirds vote at the annual meeting may dispense with all but one alternate, who shall in such event be the alternate for each delegate. It shall be the duty of the Board of Directors at its regular meeting in March, to specify expense allowances, if any, to be made for the use of the regular delegates to the International Convention and the District Conference.

ARTICLE XI

ELECTION OF ELECTORS

Electors to the Annual District Conference, in number as determined by the By-Laws of Rotary International, shall be elected by voice vote and approved by the Board of Directors not more than thirty, nor less than five, days prior to the holding of the annual Conference. Electors shall be selected by the President, and shall be an active, or a past service, or a senior active member of the club. Any vacancy in the Club's quota of electors shall be filled by the remaining electors. This Club, on or before such date as shall have been determined by the District Governor, pursuant to Section 7 of Article XI of the By-Laws of Rotary International, may by resolution adopted at any regular meeting of the Club, propose a candidate for District Governor in manner as provided by said International By-Laws.

ARTICLE XII

FINANCES

SECTION 1. Responsibility

The Treasurer shall receive and deposit all funds of the club in some bank to be named by the Board of Directors. All funds collected or received from any source for the use or benefit of, or disbursement by, the club shall be delivered to the Treasurer and be disbursed by the Treasurer. All bills, demands or rights to funds shall be authorized by the Board of Directors and approved by the Treasurer before payment and shall be paid only by checks signed by the Treasurer upon vouchers approved by a committee chairman or the President or the Secretary. A thorough audit by a certified public accountant, or other qualified persons approved by the Board of Directors, shall be made at least once each year of all the club's financial transactions and report thereof shall be made to the club. No indebtedness shall be incurred unless the funds for the payment thereof shall be in the treasury of the club.

SECTION 2. Bond.

Officers having charge or control of assets shall give bond, as may be required by the Board of Directors, for the safe custody of the assets of the club, the cost of bonds to be borne by the club.

SECTION 3. Fiscal Year.

The fiscal year of the club shall run from July 1 to June 30; and for the collection of dues and payment of per capita tax and magazine subscriptions to Rotary International each fiscal year shall be divided into two semi-annual periods, running from July 1 to December 31 and from January 1 to June 30.

ARTICLE XIII

COMMITTEES

SECTION 1.

(a) The President shall, subject to the approval of the Board of Directors, appoint the following Principal Standing Committees:

- Club Service Committee
- Business Development Committee
- International Service Committee
- Community Service Committee

(b) The President shall, subject to the approval of the Board of Directors, also appoint the following committees on particular phases of Club Service:

- | | |
|---------------------------|--------------------|
| Advisory | Historian |
| Attendance | Initiation |
| Badge and Button | Membership |
| Bowling | Music |
| Classifications | Program |
| Convention and Conference | Publication |
| Entertainment | Public Information |
| Fellowship | Reception |
| Finance | Ways and Means |

and any other committees that they may deem necessary for the internal administration of club affairs.

(c) The President shall, subject to the approval of the Board of Directors, also appoint such committees on particular phases of Vocational Service and International Service as they may deem necessary.

(d) The President shall be ex-officio member of all standing special committees.

SECTION 2.

(a) Business Development Committee. This committee shall consist of a chairman, who shall be named by the President, and of not less than two other members; and in the event committees are appointed on particular phases of Vocational Service, the chairperson of such committees shall be members of the Business Development Committee.

(b) Community Service Committee. This committee shall consist of a chairperson, who shall be named by the President, the chairperson of the Welfare and Public Affairs Committees and of not less than one other member; and in the event Committees are appointed on particular phases of Community Service, the chairpersons of such committees shall be members of the Community Service Committee.

SECTION 3.

Each committee shall transact such business as is delegated to it in the By-Laws and such additional business as may be referred to it by the President or the Board of Directors. Except where special authority is given by the Board of Directors, such committees shall not take final action until a report has been made to the Board and approved by them.

ARTICLE XIV

DUTIES OF COMMITTEES

SECTION 1.

(a) *Advisory Committee.* Composed of all Past Presidents, to consider matters referred to it by the President and the Board of Directors, particularly specific problems and matters of club policy.

(b) *Attendance Committee.* The Attendance Committee shall consist of not less than five members, whose duty it shall be to devise and put into execution plans for the promotion of attendance and punctuality of all members at regular meetings.

(c) *Badge and Button Committee.* To provide identification badges suitably inscribed for each member and to provide and keep in order proper racks for same and to see that badges are worn at club meetings.

(d) *Bowling Committee.* To widen acquaintance and promote good-fellowship by means of bowling.

(e) *Classification Committee.* This committee shall make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications using the Official Outline of Classifications as a guide, shall urge upon the members the importance of proposing names for the unfilled classifications; shall review, where necessary, existing classifications represented in the club; and shall counsel with the Board of Directors on all classification problems.

(f) *Convention and Conference Committee.* The Convention and Conference Committee shall consist of not less than five members, whose duty it shall be to devise for putting into execution at Rotary Conventions appropriate plans for the advertisement of and attracting favorable attention to St. Louis and its institutions, business and otherwise, including this club. This committee, shall, prior to each convention, organize all delegations of members and arrange for their continued organization at such conventions for the work herein contemplated.

(g) *Entertainment Committee.* The Entertainment Committee shall consist of not less than five members, whose duty it shall be to classify and organize the respective talents of the members for entertainment purposes, and to otherwise provide for the entertainment of the club where no special committee has been appointed for special occasions.

(h) *Fellowship Committee.* This committee shall promote acquaintance and friendship among the members and do such work in pursuance of the general objects of the club as may be assigned by the President or Board of Directors.

(i) *Finance Committee*. The Finance Committee shall consist of the Treasurer and not less than three other members, whose duty it shall be to closely scrutinize all matters involving club funds and to guide the club in financial matters along sound efficient lines of good business. (j) *Historian*. To prepare and submit for the club's files a permanent record of its happenings and achievements each fiscal year, the same to remain as ³Memorials laid away in the Archives of Time².

(k) *Initiation Committee*. To properly receive and instruct new members.

(l) *Membership Committee*. This committee shall consider all proposals for membership and shall thoroughly investigate the character, business, social and community standing and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the President.

(m) *Investigating Committee*. The Investigating Committee shall be a secret committee appointed by the President and shall consist of not less than three members. They shall investigate the character, business and social standing, and general eligibility of all persons proposed for membership, and shall refer their decision on all proposals and applications to the President for the Board of Directors; and in cases of competitive proposals and applicants, shall state their recommendation of the person who would make the most desirable member (n) *Music Committee*. (Club singing and Glee Club). To take charge of group singing at dinners and luncheons of the club.

(o) *Program Committee*. This committee shall prepare and arrange the programs for the regular and special meetings of the club, so designed and balanced as to carry into effect the plan of the Aims and Objects Committee.

(p) *Publications Committee*. To have charge of the publication of THE PEPPER BOX, Roster and all other printed matter.

(q) *Public Information Committee*. This committee shall devise and carry into effect plans to bring about a better understanding of the Rotary movement by the public generally and shall devise and carry into effect plans which will tend to secure proper publicity for Rotary in general and the club in particular.

(r) *Reception Committee*. To welcome members and visitors with becoming friendliness and cordiality.

(s) *Sports Committee*. (Outdoor). To widen acquaintance and promote good fellowship by means of outdoor sports.

(t) *Ways and Means Committee*. The Ways and Means Committee shall consist of President and the Chairpersons of the standing committees. Its duties shall be to consider in general the activities of all committees and the club and to devise plans tending to promote and effectuate the general purposes of the club.

SECTION 2. Business Development Committee.

This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. In the event committees are appointed on particular phases of Vocational Service, this committee shall supervise and co-ordinate the activities of such committees.

SECTION 3. Community Service Committee.

This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their community relationships; and shall supervise and co-ordinate the activities of the Welfare and Public Affairs Committees and other committees which may be appointed on particular phases of Community Service.

SECTION 4. International Service Committee.

This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to International Service. In the event committees are appointed on particular phases of International Service, this committee shall supervise and co-ordinate the activities of such committees.

COMMUNITY SERVICE

SECTION 5. Welfare Committee.

The Welfare Committee shall consist of not less than five members, whose duty it shall be to guide and advise the club in all child welfare and other charity activities. No resolution which would have the effect of placing the club on record on any child welfare or other charity question shall be voted upon until the general subject to which the proposed resolution relates shall have first been considered by this committee and reported to the club with this committee's recommendation.

SECTION 6. Public Affairs Committee.

The Committee on Public Affairs shall consist of not less than three members, whose duty it shall be to keep informed and report from time to time upon matters affecting the public welfare. They shall devise and execute plans for the benefit and improvement of the community, and particularly to cooperate with other civic and business organizations in any movement for the benefit of the community.

No resolution which would have the effect of placing the club on record on any civic questions shall be voted upon until the general subject to which any proposed resolution relates shall have first been considered by this committee.

In cases of emergency, such resolutions may be considered and voted on, providing the above rule is first suspended by a majority of members present.

ARTICLE XV

CONTRIBUTIONS AND SUBSCRIPTIONS

No contribution by the club shall be made to any cause or movement except by the vote of two-thirds of the members of the Board present at any meeting of the Board. All resolutions and motions for contributions shall be immediately referred to the Board, without submission to a vote of the club. No person shall ask or solicit contributions to any cause or movement from members of the Club at any meeting, either publicly or privately. Nothing herein shall be construed to prevent any person from explaining the needs of any worthy cause and suggesting private, voluntary subscriptions from members, but no subscriptions shall be received or submitted at any meeting.

ARTICLE XVI

OFFICIAL PUBLICATION

SECTION 1. *The Official Publication of the St. Louis Rotary Club shall be known as THE PEPPER BOX.* It shall be published weekly by an editor appointed by the President. The subscription price shall be \$10.00 per year and each member shall pay as a part of their regular dues the sum of \$10.00 per year for one subscription for said publication, to be delivered weekly at the member's office.

Acceptance of active membership in this Club shall be a declaration by such member that they voluntarily become a bona fide subscriber to said publication and every application for membership in this Club and every bill for dues shall specifically designate the amount of the subscription as herein provided. Additional subscriptions to be sent to a person's home or elsewhere by any person so desiring may be purchased or may be subscribed for at a rate of \$10.00 per year.

SECTION 2.

All notices, resolutions, amendments under the Club's Constitution or these By-Laws or otherwise required to be given or furnished members, shall be published in the PEPPER BOX, and such publication for the proper length of time shall be deemed full and sufficient compliance with said requirements.

ARTICLE XVII

EXECUTIVE DIRECTOR

(b) An Executive Director may be appointed by the President subject to the approval of the Board of Directors. Such Executive Director shall devote their entire time to the service of the Club and work under the immediate direction of the President; shall be available for all meetings of the Club, the Board of Directors and Committees; shall keep a complete list of the members together with the name of the firm or corporation of each member, a full description of their business, classification, business and residence addresses and telephone numbers and from time to time, prepare the same in appropriate form for publication in a roster; shall send out notices of meetings; shall collect and receive all monies due the Club, keep an accurate record of the same and deliver all funds to the Treasurer together with a detailed statement thereof prior to each meeting of the Board of Directors and perform any duties may be assigned to them by the Board of Directors. The salary of the Executive Director shall be fixed by the Board of Directors, and the Executive Director shall be required to give bond (premium to be paid by the Club) in the sum and with such security, as may be required by the Board of Directors. The Executive Director may or may not be a member of the Club, and if a member, may not be required to pay dues at the discretion of the Board of Directors. The Executive Director, and other regularly paid employees of the Club, shall not be eligible to membership on the Board of Directors.

ARTICLE XVIII

AMENDMENTS

These By-Laws may be amended at any regular meeting of the club, a quorum being present, by a two-thirds vote of all members present, provided that a copy of such proposed amendment, together with notice of the meeting at which same shall be voted on, shall have been mailed to each member at least ten days before such meeting.