

PORSCHE CLUB OF AMERICA
GOLDEN GATE REGION
BYLAWS

As Amended in November, 2018

ARTICLE I: Name and Principal Office

Section 1 – Name

The name of this organization shall be PORSCHE CLUB OF AMERICA, GOLDEN GATE REGION. It is referred to herein from time to time as “this corporation”, as “Club” and as “GGR”.

Section 2 – Principal Office

The Office of the Club shall be the residence of its duly elected President, or the Board of Directors shall determine the address of the Club by simple majority vote.

ARTICLE II: General Objectives

GGR and its members are joined together and mutually pledged as follows:

- To further and promote the highest standards of courtesy and safety on the roads.
- To enjoy and share in the goodwill and fellowship engendered by owning a Porsche and engaging in social or other events of GGR.
- To promote or sponsor social events, or other events, as may be agreeable to the Membership.
- To maintain the highest standard of operation and performance of the marque by sharing and exchanging technical and mechanical information.
- To promote goodwill towards Porsche vehicles, Porsche AG, Porsche Cars NA, and to Porsche Club of America, Inc. which is referred to herein from time to time as “PCA” and as “National”.
- To establish and maintain mutually beneficial relationships with Porsche AG, Porsche Cars NA, Porsche dealers, and other Porsche service and product providers.
- To exchange ideas and information with other Porsche clubs throughout the world and in such other cooperation as may be desirable.
- To establish mutually cooperative relationships with other sports car clubs as may be desirable. In addition, this corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes. The corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of these charitable purposes.

ARTICLE III: Policies, Powers, Corporate Seal, and Obligations

Section 1 – Nonpartisan Activities

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law (the "Law") for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Section 2 – Dedication of Assets

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this corporation. On liquidation or dissolution, all remaining properties and assets of the corporation shall be distributed and paid over to an organization dedicated to charitable purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Section 3 – Powers

This corporation shall hold, and may exercise, all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation. In no event, however, shall the corporation engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code.

Section 4 – Obligations

Only the elected officers or other persons authorized by the Board of Directors to act on behalf of the Club shall incur any obligation or indebtedness in the name of the Club. All obligations of the Club are incurred solely as corporate obligations of the Club.

Section 5 – Liability

There is no personal liability whatsoever and no personal liability shall attach to or be incurred by any officer, member or other person authorized by the Board of Directors to act on behalf of the Club.

Section 6 – Unauthorized obligations

No officer, member or other person authorized by the Board of Directors to act on behalf of the Club shall incur any obligation or indebtedness in the name of the Club without prior authorization of the Board of Directors. Any obligation or indebtedness incurred by any person and which is not an Authorized Obligation of the Club shall be considered a personal obligation of that person and the Club will not be liable for such obligation.

Section 7 – Authorized obligations

Officers or other persons authorized by the Board of Directors may incur obligations for ordinary, necessary and reasonable administrative expenses consistent with the operation of the Club and according to the budget, or budgets, as authorized by the Board of Directors. Other expenses may become Authorized Obligations if approved by at least two-thirds vote of the Board of Directors.

Ordinary, necessary and reasonable administrative expenses may include, but not be limited to expenses associated with printing, copying and distributing publications and notices from the Club, and general office supplies as may be needed.

Section 8 – Indemnification

To the fullest extent permitted by law, this corporation shall indemnify its “agents”, as described in Section 5238(a) of the Law, including its directors, officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in said Section 5238(a), and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. “Expenses” shall have the same meaning as in said Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Section.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any “proceeding” shall be advanced by the corporation before final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

The corporation shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of the corporation, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, or to give other indemnification to the extent permitted by law.

Section 9 – Corporate Seal

The Board of Directors may adopt, use, and alter a corporate seal. The seal shall be kept at the principal office of the corporation. Failure to affix the seal to any corporate instrument, however, shall not affect the validity of that instrument.

ARTICLE IV: Memberships, Membership Area, Dues and Fees

Section 1 – Memberships

An individual who meets the qualifications for membership PCA and who is of good moral and social character, may apply to the Board of Directors of GGR, for membership in one of the classes defined in Section 2 of this Article. Upon finding by majority vote of the Board of Directors that the applicant is qualified and has paid such National and Regional Club dues and fees as required, membership shall be granted.

The Board of Directors is empowered to establish criteria for membership with respect to both new members and/or members transferring to GGR from other regions.

Section 2 – Classes of Membership

There shall be five classes of membership: Active, Family-Active, Associate, Life, Affiliate, and Dual. For purposes of reference hereafter, Active, Family-Active, and Life Members shall be collectively referred to as "Regular Members".

- ACTIVE. An owner, co-owner, or lessee of a Porsche, acceptable to GGR, who is 18 years of age or older, having paid Club dues and fees as required, and may include a Family-Active Member. A Family-Active Member (if requested by the Active Member) is one other person of the Active Member's immediate family, also 18 years of age or older, restricted to spouse, sister, brother, son, daughter, mother, father, or domestic partner whether or not otherwise qualified for active membership by owning or leasing a Porsche.
- LIFE. Any member who is a member of GGR and who is voted by PCA as a life Member, as defined in the National Bylaws, may become, upon a vote of the Board of Directors of GGR a Life Member of GGR, and may designate a Family Member as defined in (a) above.
- ASSOCIATE. Any Active Member who ceases to own or lease a Porsche while in good standing, having paid all Club dues and fees as required. A person of the Associate Member's family who has been a Family-Active Member as in (a) above, may continue as a Family Associate Member similarly.
- AFFILIATE. A person 18 years of age or older, named by the Active Member at the time of joining or at any renewal of membership in lieu of a Family-Active Member.
- DUAL. A member in good standing of another PCA Region who pays an annual fee set by the Board of Directors may apply for dual membership status.

Section 3 – Area of Memberships

The Club's territory shall be that established by PCA. The Club's territory presently consists of the California counties of San Francisco, San Mateo, and Santa Clara.

Non-resident applications shall be accepted at the discretion of the Board of Directors.

Section 4 – Membership Applications

Applications for membership shall be made upon such forms as prescribed by National, and shall be accompanied by payment of appropriate dues, fees, and assessments, or evidence of payment therefore received from PCA.

Section 5 – Dues

Dues are set by PCA and include an amount returnable to GGR. Fees and assessments by GGR shall be established by the Board of Directors and approved by a two-thirds majority vote of the Regular Members who cast a ballot.

Section 6 – Membership Year

The membership year shall be for one year beginning with the date of acceptance of original membership application and shall be renewable for one or more future years on the membership anniversary date.

The National Executive Director shall send each member one billing for renewal dues at or about the due date. If dues are not paid before becoming delinquent, as determined by PCA National Office, membership shall thereby be terminated without further notice.

Section 7 – Privileges

Members in good standing shall be entitled to all the privileges of GGR except that Dual, Associate, and Affiliate Members shall not be entitled to vote nor hold elective office. Only Active, Family-Active, and Life members shall be entitled to vote in elections.

Section 8 – Termination

Membership in GGR may be terminated by:

- Resignation, submitted in writing to the principal office of GGR as set forth in Article I, Section 2, preceding, with forfeit of all dues, fees, and assessments paid.
- Suspension by a two-thirds vote of the Board of Directors of either the National Club, or GGR, for infractions of National or Regional rules or regulations, or for actions inimical to the general objectives or best interest of the National or Regional Clubs. Upon written notice of such suspension, the suspended member shall be afforded a reasonable opportunity to be heard, in person or through a representative, by the Board of Directors or a committee appointed by it for the purpose concerning the alleged misconduct. The Board of Directors may thereafter continue the suspension for a definite time, terminate the suspension, or expel the member, and its decision shall be final. Suspension of any member is applicable to their respective Family or Affiliate Member.
- Request for transfer to another Region within the jurisdiction of PCA submitted in writing to the principal office of GGR as set forth in Article I, Section 2 preceding.
- An Active Member may terminate the membership of an Affiliate Member named by that Active Member by written notification to the Membership Director.

Section 9 – Liabilities of Membership

No officer, director, or member of GGR shall be personally liable for any of GGR's debts, obligations, or acts, except as specifically required by law or other sections of these Bylaws.

ARTICLE V: Meetings of the Members

Section 1 – Annual Meeting

An annual meeting of the members shall be held during the month of January at such place as the Board of Directors may determine for the purpose of considering reports of the affairs of GGR and the transaction of such other business as may properly be brought before the membership. Unless otherwise indicated, the annual meeting shall be held in conjunction with the annual Awards Banquet. Notice of such annual meeting shall be published in the Nugget in sufficient time to give reasonable notice of such meeting to the members not less than seven (7) days prior to the date of the annual meeting.

Section 2 – Special Meetings

Special meetings of the members of GGR may be called at any time by the President. Special meetings may also be called by a majority of the Board of Directors or by any 25 Active Members in good standing. Notice of special meetings shall be given in the manner herein before prescribed for annual meetings, except that notice of special meetings must be published not less than seven (7) days prior to the date set for the special meeting and shall include the purpose for which the meeting is called.

Section 3 – Quorum

A quorum for any Meeting of the Members shall consist of twenty percent (20%) of the total Active Members in good standing. Every act of a Meeting of the Members duly held at which a quorum is present shall be regarded as an act of the entire membership.

Section 4 – Voting

At all Meetings of the Members, each Regular Member in good standing shall be entitled to one vote on any matter which may be properly brought before the membership. Such vote may be via voice, or by written ballot. There shall be no cumulative voting, nor shall any proxies be permitted.

Section 5 – Conduct of Meetings

The President, or such other member of the Board of Directors as the President may appoint, shall preside at all Meetings of the Members. An exception may be made in the case of a special Meeting of the Members called by the members. Unless otherwise provided in these Bylaws, Robert's Rules of Order in its most recent edition shall be the rules for conduct of all meetings.

Section 6 – Minutes

Minutes of all Meetings of the Members shall be recorded by the Secretary, or by such person as may be appointed by the Board of Directors for that purpose. At any Meeting of the Members, the minutes of all previous meetings shall be presented and available for inspection by any member. The reading of minutes of Meetings of the Members shall not be required unless voted for by the majority of Regular Members present and voting.

Section 7 – Guests

Guests shall be permitted at all Meetings of the Members, unless a closed meeting is declared by a majority vote of the Board of Directors.

ARTICLE VI: Directors

Section 1 – Board of Directors

The elected Board of Directors shall constitute the officials of GGR. The Board shall be responsible for the proper conduct of the administrative affairs of GGR, the proper functioning of the several Committees, and shall insure compliance with these Bylaws and the Articles of Incorporation of GGR, in accordance with the laws governing such corporations in the State of California. In fulfilling these responsibilities, The Board shall have the power to approve, modify, or disapprove all actions of committees or individuals appointed to represent GGR.

Section 2 – Number and Qualification

The Board of Directors shall consist of eleven (11) elected Regular Members in good standing, and those non-voting Directors provided by Article VII, Section 2. Members related by matrimony (to each other and/or members related by blood and residing in the same household) may not serve as voting Directors on the same Board. The eleven (11) Directors shall include the four (4) corporate officers (President, Vice President, Treasurer and Secretary); and the following seven (7) Directors: Autocross, Track, Motoring, Membership, Social, Nugget and Webmaster.

Section 3 – Term of Office

The term of office of each elected Director shall be January 1 to December 31 of the following year. Such Directors shall serve for a term of two (2) years or until his/her successor is duly elected, qualified and installed, except that a member appointed to fill a vacancy to the Board shall serve only the unexpired term of the Director that they replaced. No corporate officer shall be eligible to serve more than two (2) consecutive elected terms in the same office.

Section 4 – Nomination

Regular members may apply to the Board of Directors to be nominated to serve as a Director. The Board may accept those nominations by a simple majority vote.

In addition, any twenty-five (25) or more Regular Members may submit a nominating petition to the Secretary not later than October 1 of each year, nominating a Regular Member to be placed upon the ballot for election to the Board of Directors. No member may be nominated or placed on the ballot without his or her permission in writing. With the consent of the Board of Directors, a member may be elected to and hold more than one board position, but any such member shall be entitled to exercise only one (1) vote. Qualifications and pictures of the nominees shall be submitted to the Secretary to be placed on the ballot.

Section 5 – Election

If the Secretary is a candidate for election, he/she will be replaced in the election process by a non-candidate Board member.

Not later than November 1 of each year, the Secretary shall distribute to each Active and Life Member in good standing a ballot containing the names of all nominees submitted directly by the Board or by nominating petition, with space for the vote of the Family Active Members if appropriate. The ballot shall contain a statement that if the Member is no longer an Active member that the ballot should be refused unused and the Club notified of the change in membership status.

The ballot shall contain the following:

- Instructions to vote for no more than one candidate for each Board position.
- There shall be means provided on the ballot for write-in votes.
- There shall be a means of verifying the identity and eligibility of each voting member.
- A statement noting the calendar date deadline for voting.

Ballots may be distributed and voting accomplished by any means (including electronic communication) providing suitable verification of the integrity of the voting process.

All votes must be received no later than November 15.

On or before December 1 of each year, the Secretary and at least two (2) members of the Board not running for office shall count, and tally those ballots as defined in paragraph (d) above and certify the results.

The Secretary shall number all votes received after November 15 in order as they are received. In the event of a tie, the Secretary shall open the first day(s) ballot(s) received after the deadline to determine a winner. If the results remain a tie, the Secretary shall repeat this process until the tie is broken. If, after opening all the late ballot(s) a tie still remains, the Secretary, shall then flip a coin in the presence of the candidates to determine a winner.

Section 6 – Vacancies

A vacancy on the Board shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Sections 5230-5239 of the California Corporations Code dealing with standards of conduct for a director, or has missed three (3) consecutive meetings of the Board of Directors or a total of four (4) meetings of the Board during any one calendar year; (c) the vote of the members to remove a director; (d) an increase in the authorized number of directors; or (e) in the event no candidate has been elected under the provisions of this Article to fill a Board position. In the event a vacancy occurs, the remaining Directors shall elect a Regular Member to fill the vacancy at its next succeeding meeting. The election shall require a majority vote of the remaining Board and the consent of the Regular Member to be nominated. Any Director so elected shall hold office until the next regular election of the Board of Directors by the membership.

In the event of the vacancy of the President's position, due to the death, suspension, resignation, or termination of the President, the remaining Directors will elect, from among themselves or the general membership, the most qualified person available to assume the unexpired term of the President. The successor to the President must be elected by a majority vote of the remaining Directors. In the event of a deadlock (tie), the most recent Past President will cast the deciding vote. In short-term absences, the Vice President will substitute for the President.

Section 7 – Meetings

The Board of Directors may meet from time to time as the need arises. Members are not allowed in attendance at these meetings unless specifically invited by the Board. Members may request an invitation, which shall be liberally extended. Minutes of Board of Directors meetings will be published for Members.

Section 8 – Call of Meetings

Meetings of the Directors may be called at any time by the President or by a majority of the Directors. Each Director shall be notified of such meeting at least forty-eight (48) hours prior to the time set therefore.

Section 9 – Quorum and Voting

Seven (7) elected Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A similar vote of at least seven (7) Directors at a meeting duly held at which a quorum is present shall be required to constitute an act of the entire Board of Directors. To be counted for purposes of establishing a quorum at a meeting, or transacting business or voting at a meeting a Director must be physically present at that meeting, have granted a proxy to a Director physically present, or, only with the unanimous prior written consent of all then active directors, may join and participate in the meeting by telephone or any similar or equivalent electronic means. In the event of a tie the President may cast an additional vote to break the tie. If a person serves as more than one (1) Director, that person shall only be entitled to one (1) vote.

Section 11 – Recall of Elected Directors

Any member of the elected Board of Directors may be recalled in the following manner:

Recall proceedings must be initiated by submitting a recall petition to the Secretary. Said recall petition must be signed by no fewer than twenty-five (25) Regular Members in good standing.

Upon receipt of said recall petition, the Secretary shall cause to be printed in the ensuing Nugget an article outlining the conditions involved in the recall. Within seven (7) days after distribution of said Nugget, a recall ballot shall be distributed to each Regular Member. Such ballot shall clearly state the date by which the ballot must be returned; said date to be approximately fifteen (15) days after the distribution date of the Nugget containing the recall notice. Within fifteen (15) days after said return date, the Secretary and at least two (2) Active Members appointed by the President shall count and tally all ballots, and certify the results. As soon as the count has been made, the Secretary shall notify the President of the results. A Director will be recalled by a two-thirds majority of the ballots cast. The results shall be read into the minutes of the next meeting of the Board of Directors and published in the ensuing Nugget.

ARTICLE VII: Directors' Positions and Duties

Section 1 – Officers and other Directors

The duties of the Directors shall include attending board meetings and the following:

President

1. To chair the Board of Directors.
2. To serve as an ex-officio member of all Committees except the Nominating Committee, Bylaws Committee, and any other Committee the President deems appropriate to delegate to the Vice President to act as ex-officio member.

3. To preside at all Meetings of the Members and of the Board of Directors. To execute all documents and correspondence in the name of GGR as authorized by the Board of Directors and/or the Membership.
4. To sign in absence of the Treasurer all drafts upon the accounts of GGR and all documents financially obligating GGR.
5. To keep and maintain the Statement of Policy.

Vice President

1. To preside at meetings in the absence of the President, or when ordered to do so by the President.
2. To assist the President and/or the Board of Directors in any manner that the President or the Board may direct.
3. To act as Parliamentarian.
4. To chair the Bylaws Committee; keep and maintain the Bylaws and their changes; participate on any Committee, in place of the President, as deemed appropriate by the President; manage all matters pertaining to insurance, including reporting of events to PCA National; keep and maintain the official calendar of GGR events; work closely with the Social and Competition Directors on maintenance of their calendars; and be responsible for all sponsorships and advertising.

Treasurer

1. To have custody of all monies, debts, obligations, and assets of GGR.
2. To prepare and present to the Board a financial report on the club at each Board of Directors meeting.
3. To properly keep the books, records, and accounts of GGR and have them available for review by any Member at any time.
4. To sign all checks and drafts upon the account of GGR and all documents financially obligating GGR.
5. To receive all monies paid to GGR and deposit same to its credit with the bank approved by the Board of Directors.
6. To assure that all tax returns and other filings with governmental entities are filed, and monies due are paid, on a timely and proper basis.
7. To secure from each standing and special committee chairperson a budget of the yearly anticipated income and the expenses for all functions of GGR; and to compile and submit a consolidated budget to the Board of Directors for approval. A progress report of said budget shall be submitted to the Board at least quarterly.

Secretary

1. To record and preserve the minutes of the meetings of the Board of Directors and to present and to read such minutes at the request of the President or any of the Directors.
2. To record and preserve minutes of all annual and special membership meetings and to present and read such minutes upon demand.
3. To receive all ballots, count them, cause to be published the results thereof, and keep them for inspection for a period of thirty (30) days after the results are announced.

4. To do all acts otherwise required of the Secretary by these Bylaws or other applicable laws.

Autocross Director

1. To develop a suitable schedule of Autocross events for all members.
2. To compile and enforce autocross rules under which these events are conducted. Rules for events shall be established as specified in the GGR Rule Books. These may also require coordination with the Track Director.
3. To schedule autocross events. Said schedule subject to approval of the Board of Directors.
4. To negotiate for and procure suitable sites.
5. To coordinate with the Track Director, other GGR organizations and other PCA clubs in connection with conducting and participating in events.
6. To jointly procure competition awards with the Track Director.
7. To appoint with approval of the Board of Directors such Special Committees as necessary to carry out the above.

Track Director

1. To develop a suitable schedule of Track events (Driver Education, Time Trials, Race) for all members.
2. To compile and enforce track rules under which these events are conducted. Rules for events shall be established as specified in the GGR Rule Books. These may also require coordination with the Autocross Director.
3. To schedule track events. Said schedule subject to approval of the Board of Directors.
4. To negotiate for and procure suitable sites.
5. To coordinate with the Autocross Director, other GGR organizations and other PCA clubs and other organizations in connection with conducting and participating in events.
6. To jointly procure competition awards with the Autocross Director.
7. To appoint with approval of the Board of Directors such Special Committees as necessary to carry out the above.

Motoring Director

1. To develop a suitable schedule of Tour events for all members.
2. To compile and enforce tour rules under which these events are conducted. Rules for events shall be established as specified in the GGR Rule Books. These may require coordination with the Track and Autocross Directors.
3. To schedule Tour events. Said schedule subject to approval of the Board of Directors.
4. To find and develop suitable driving routes for events.
5. To coordinate with the Autocross Director, Track Director, other GGR organizations and other PCA clubs and organizations in connection with conducting and participating in events.
6. To appoint with approval of the Board of Directors such Special Committees as necessary to carry out the above.

Membership Director

1. To process and record said applications and necessary membership data.

2. To notify the Nugget Editor of the names of new members to be published.
3. To maintain the master list of all Members.

Social Director

1. To develop a suitable schedule of social events which will provide a broad range of such events for all members.
2. To schedule events; said schedule subject to approval of the Board of Directors. To negotiate for, and procure, suitable sites for social events.
3. To coordinate with other organizations in connection with conducting and participating in social events.
4. To encourage participation as deemed appropriate.
5. To appoint with approval of the Board of Directors such Special Committees as necessary to carry out the above.

Nugget Editor (Director)

1. To prepare and distribute the club Newsletter ("The Nugget").
2. To maintain the subscription list for The Nugget.

Webmaster (Director)

1. To maintain and manage the GGR web site.
2. To maintain and manage other digital properties the club may possess (such as for event registration, bulletin boards, social media, etc.)
3. To maintain access and security for all access to club data.
4. To assure backup of club data.

Section 2 – Non-voting Directors

The Board of Directors shall also include the following non-voting Directors:

Past President

In order to provide continuity, the last Past President who continues as a regular member of GGR shall be invited and encouraged to continue in an advisory capacity in the year following his/her term(s).

ARTICLE VIII: Special Committees

Section 1 – Appointments

There shall be as many special committees appointed as required to carry out the activities and objectives of GGR. Any member(s) of GGR may be appointed chairpersons of a special committee by any Director, subject to approval by the entire Board of Directors.

Section 2 – Duties and Responsibilities

Special committee chairpersons are responsible to their appointing Director and shall submit to such Director a written budget of all anticipated expenses and income in connection with their function. Chairpersons shall also submit to the Treasurer a written accounting of all receipts and disbursements related to their function, together with all duly accredited invoices and other supporting documentation as may be required by the Treasurer.

ARTICLE IX: Club Property

Section 1 – Acquisition of Property

GGR may maintain and acquire certain property for use in its Club functions, upon approval of the Board of Directors.

Section 2 – Use of Property

Such Property shall remain the property of GGR and may only be used with the prior authorization of the Board of Directors.

ARTICLE X: Amendments to Bylaws

Section 1 – Proposed Amendments

Proposed amendments to these Bylaws may be considered upon either recommendation by no fewer than four (4) Directors or by a written petition signed by at least twenty-five (25) Active Members in good standing. The Board of Directors shall prepare the suggested amendment(s) in such a manner as appropriate for incorporation in these Bylaws. Proposed amendments may be put to the vote of the membership only in November in conjunction with the election of the Board of Directors, unless the proposed amendment is deemed by the Board to be emergency in nature.

Section 2 – Approval of Proposed Amendments

The essence of the proposed amendment(s) shall be printed in the November election issue of the Nugget together with a statement announcing the availability of the exact wording of such amendment(s). The essence of any emergency amendment proposed shall be printed in the ensuing issue of the Nugget.

Within seven (7) days after the distribution of said Nugget, a ballot shall be distributed to each regular Member. Such ballot may be distributed by any means capable of ensuring the integrity of the voting process, including U.S. Mail and electronic voting. Such ballot shall clearly state the date by which the vote is due; said date to be approximately fifteen (15) days after the distribution date of the Nugget containing the essence of the proposed amendment(s). Within fifteen (15) days after said due date, the Secretary and at least two (2) Regular Members appointed by the President shall count, and tally all ballots, and certify the results.

Amendments to the Bylaws shall be approved by two-thirds of the votes cast. As soon as the count has been made, the Secretary shall notify the President of the results. The results shall be read into the minutes of the next meeting of the Board of Directors and published in the ensuing Nugget.

