

Appalachian Mountain Club Bylaws as of June 7, 1990

ARTICLE I: General

1.1 Name. The Corporation shall be called the Appalachian Mountain Club (referred to hereinafter as the "Club").

1.2 Fiscal Year. The fiscal year of the Club shall commence on the first day of January and end on the last day of December.

1.3 Principal Office. The principal office of the Club shall be in Boston, Massachusetts.

ARTICLE II: Purpose

The Appalachian Mountain Club is an association of volunteers formed to encourage public respect for the natural environment through providing opportunities for the enjoyment of its beauty and the wise stewardship of its use. Toward these ends, the Club has the following goals:

2.1 Activities and Programs. To provide its members and the general public with recreational and educational programs and facilities, primarily within the mountains of New England, the Mid-Atlantic states and adjacent regions, with increased attention to urban and suburban areas.

2.2 Environmental Protection. To provide leadership in the protection and preservation of the environment by advocating the development of informed public policy and by encouraging the establishment and management of protected land and water areas within the Club's geographical area.

2.3 Organization. To provide an organization of volunteers and professionals who will manage the Club's facilities and programs, encourage public respect for the environment, offer the Club's expertise to others and support individual contributions in realizing the Club's goals.

ARTICLE III: Membership

3.1 Regular Membership. Any person may become a regular individual or family member of the Club by submitting a signed application along with the required dues to the principal office of the Club. Only regular, corresponding and honorary members shall have the right to vote on Club business. Up to two (2) adult members (age 18 or over) in a family membership shall be entitled to vote on any Club business.

3.2 New Members. It is critical to the ongoing life of the Club that active participation of its members be strongly encouraged. Therefore, all elements of the Club shall promptly reach out to new members to inform them of the Club's programs and activities and encourage their active participation.

3.3 Other Memberships. The Board of Directors may establish other classes of membership at its discretion as it deems necessary or appropriate for the operation of the Club. The rights, privileges and duties of such memberships may vary from class to class, but in no case may they have rights or privileges unavailable to regular members. Only if the members of these classes become regular, corresponding or honorary members of the Club shall they be entitled to notice of or to vote on any Club business. At present, two (2) additional

membership classes have been established:

3.3.1 Corresponding Membership. The Board of Directors may elect as corresponding members persons distinguished (i) in the fields of mountaineering, exploration, and geographic science, (ii) for their public spirit in the conservation of natural resources, or (iii) in other interests of which the Club is an exponent. Corresponding members shall be entitled to notice of and to vote on any Club business.

3.3.2 Honorary Membership. The Board of Directors may elect similarly distinguished persons as honorary members; however, honorary memberships shall not exceed thirty-five (35) in number. Honorary members shall be entitled to notice of and to vote on any Club business.

3.4 Meetings of Members. All meetings of the members of the Club shall be held at such time and place as shall be stated in the notice of the meeting, which written notice and agenda shall be mailed or published in a Club publication sent to each regular member of the Club at least forty-five (45) days before the date set for the meeting. No business other than that listed in the notice sent to members shall be transacted at any meeting of the members. A quorum of one hundred fifty (150) members entitled to vote, voting by written ballot, is required in order to transact any business (other than the adjournment or postponement of a meeting) at any meeting of the members.

3.4.1 Annual Meeting. The Annual Meeting of the Club shall be held on the third Saturday of January of each year at 7:00 p.m., unless a different day or hour is fixed by the Board of Directors and stated in the written notice of the meeting. The purposes for which the Annual Meeting is to be held, in addition to those prescribed by law or by these Bylaws, shall include the election of Directors (as described in Article IV of these Bylaws) and Elected Officers (as described in Article V of these Bylaws) of the Club and the conduct of any other business which may properly be brought before the meeting.

3.4.2 Special Meetings. Subject to the provisions of Section 3.4 of these Bylaws, special meetings of the regular members of the Club, for any purpose or purposes allowed by law or by these Bylaws, may be called by the President or by a majority vote of the Board of Directors, and shall be called as otherwise required by law. Furthermore, upon receipt by the Secretary of a petition calling for such a meeting, stating the purpose or purposes for the meeting, and signed by at least two hundred fifty (250) regular members of the Club, the Secretary shall call a special meeting of the members of the Club by notice given not later than the next general membership publication for which the printing deadline can be met.

3.4.3 Voting and Elections. The Nominating Committee shall publish and make available to all regular members the names of its nominees for election as Elected Officers or Directors at least sixteen (16) weeks prior to the Annual Meeting. If at any meeting there is no contest for a position as Elected Officer or

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Director, election shall be by the Secretary casting one (1) vote at the meeting. Alternative slates of one or more candidates for positions as Elected Officers and Directors shall be placed on the ballot if a petition signed by at least two hundred fifty (250) regular members is submitted to and verified by the Secretary at least ten (10) weeks before the Annual Meeting of the members. Each such petition must be accompanied by a letter from each alternative candidate, consenting to his or her nomination and agreeing to serve in the position for which he or she is nominated if elected, and by a statement describing such candidate's qualifications.

Upon receipt and verification of such petition(s), the names of those nominees shall be placed on the ballot for the election of Directors and Elected Officers at the Annual Meeting, together with information relating to the qualifications of the individual(s) which is comparable to that provided for the nominees of the Nominating Committee. For all matters requiring the vote of the members, including without limitation elections of Directors and Elected Officers, proposals for change or amendment to these Bylaws (other than membership Referendums as described in subsection 3.4.4 below), a written ballot relating to such vote shall be mailed by first class mail to each of the regular, honorary and corresponding members at least thirty (30) days before the deadline date set for the vote by the Board of Directors in accordance with these Bylaws. All votes must be made by secret mail ballot. Ballots must be received at the announced location by 5:00 p.m. on the deadline date, and the results of the vote shall be made available to any member on request within five (5) business days after the deadline date and reported promptly in the earlier of the next general membership or publication mailing for which the printing deadline reasonably can be met. Votes shall be decided by simple majority of the votes cast or by such higher proportion as may be required by law or by these Bylaws.

3.4.4 Referendums. A referendum of all the regular members of the Club will be held after receipt by the Secretary of a petition signed by at least two hundred fifty (250) of the regular members. Such referendum is to be furnished to members in a form that can be returned in the mail in the earlier of the next general membership or publication mailing for which the printing deadline reasonably can be met. Any such referendum proposal shall be a non-binding resolution of the regular members presented to the officers and Directors for their guidance. The results of a referendum must be made available to the general membership in the earlier of the next general membership or publication mailing for which the printing deadline reasonably can be met. In addition, the results must immediately be made available to the Board of Directors for their guidance in all future discussions and votes.

ARTICLE IV: Board of Directors

4.1 Responsibilities of the Board of Directors. The Board of

Directors shall have and exercise the corporate powers prescribed by law. Its primary functions shall be to make policy and to manage the resources of the Club in a sound manner. The Board of Directors shall further determine the general, program and financial policies and shall have the power to carry out any other functions which are permitted by law or by these Bylaws. These powers shall include, but shall not be limited to, the following:

- 4.1.1** Periodically review the goals and objectives of the Club consistent with the purpose of the Club as stated in Article II;
- 4.1.2** Establish, review and approve changes in the programs of the Club consistent with its mission;
- 4.1.3** Oversee and approve the budget of the Club and establish policy guidelines for management of the endowment, all investments and major fund-raising efforts;
- 4.1.4** Authorize the purchase, management and sale of all land, buildings or major equipment for use of the Club;
- 4.1.5** Authorize the construction of new buildings and major renovation of existing Club buildings;
- 4.1.6** Authorize on behalf of the Club the incurring of debts and securing thereof by mortgage and pledge of real and personal property both tangible and intangible;
- 4.1.7** Authorize any changes in membership fees (after seeking written advice on any increases from as wide a group of volunteer leaders as possible and from the regular membership by publication of each proposal not less than sixty (60) days in advance of a Board vote) and all charges within the Club;
- 4.1.8** Authorize officers or agents of the Club to solicit and/or accept gifts or bequests on behalf of the Club;
- 4.1.9** Appoint or remove the Executive Director on such terms and conditions, including without limitation, terms relating to compensation and performance as the Board may deem advisable.

4.2 Membership on the Board of Directors

4.2.1 Number. The Board of Directors shall consist of not less than eighteen (18) nor more than twenty-four (24) regular members of the Club. The number of Directors may be increased or decreased periodically within these limits as may be determined by a two-thirds vote of the Board. The Executive Director shall be an ex officio non-voting member of the Board of Directors and shall not be included within the determined number of Directors.

4.2.2 Regional Representation. Each Region of the Club shall be represented on the Board by at least one (1) Director who resides in and is a Chapter member within such Region (as defined by the Board in accordance with Article VII of these Bylaws). Such Directors shall be designated by the Board as "Regional Representative" of their region and shall be responsible for ensuring, with the assistance of the relevant staff, communication among the Board and the Chapters of that Region and other Club activities, operations and interests within that Region. If there is at any time any vacancy in the position

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of Regional Representative on the Board of Directors, that vacancy shall be filled by a regular member from that Region who shall be elected promptly to the position of Regional Representative by a majority vote of the Board.

4.2.3 Terms. Directors shall serve for two-year terms and until their successors are elected and qualified and may, if re-elected, succeed themselves in office for two (2) additional consecutive terms. Directors shall be divided into two (2) groups of approximately equal size, and the terms of each group will be staggered so that at each Annual Meeting the two-year terms of approximately one-half (1/2) of the Directors will expire and their successors shall be elected. Directors who have served for three (3) consecutive terms (excepting any partial term) shall not be eligible for re-election until one year has elapsed after the end of their third term. Notwithstanding the foregoing limit on the number of terms which a Director may serve, the President can be elected or re-elected as President irrespective of his previous or concurrent service as Director.

4.2.4 Vacancies. The Board of Directors may from time to time elect Directors to fill any vacancies that may occur for any reason, and any person elected to fill such vacancy shall serve as Director for the unexpired term of the office he was elected to fill and until a successor is elected and qualified. Notice of such appointment(s) shall be published promptly in a Club publication.

4.3 Meetings of the Board of Directors

4.3.1 Regular Meetings. There shall be at least four (4) regular meetings of the Board of Directors in each year on such date and at such place as may be designated by the Board. A Board meeting shall be held following the Annual Meeting of regular members.

4.3.2 Special Meetings. The Board shall hold special meetings at the call of any two (2) of the President, Executive Director or Secretary or at the call of the Secretary alone upon the request of five (5) Directors, which request shall set forth the purpose of the meeting.

4.3.3 Notice. Written notice of all meetings of the Board of Directors shall be sent by the Secretary to each Director at least seven (7) days before the date of the meeting. In the case of special meetings, the notice shall state the purpose(s) of the meeting; no business shall be transacted at such meeting that does not relate to the purposes(s) stated.

4.3.4 Waiver. Whenever notice is required to be given under the provisions of law or of these Bylaws, a written waiver signed by the persons entitled to said notice, whether before or after the time stated therein shall be deemed equivalent thereto. Attendance at any meeting by a Director shall be conclusively deemed a waiver of notice of that meeting unless objection is made at the outset of such meeting to the failure to give proper notice.

4.3.5 Quorum. A majority of the Directors shall be necessary to constitute a quorum for the transaction of business, and the

act of a majority of the Directors present and voting at a duly called meeting of the Board when a quorum is present shall be the act of the Board of Directors except as may be provided by law or by these Bylaws.

4.3.6 Minutes. Records of the proceedings of each meeting of the Board of Directors shall be kept by the Secretary, or in the absence of the Secretary, by an assistant or temporary secretary; copies of records of such proceedings shall be distributed to each Director and the chair of each Chapter.

4.3.7 Action by Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken by a written consent setting forth the action so taken and signed by all members of the Board. Any such written consent shall be filed with the minutes of the proceedings of the Board of Directors.

ARTICLE V: Officers

5.1 Number Terms and Qualifications. At the time of their election, all Elected Officers of the Club shall already be or shall concurrently be elected as members of the Board of Directors. The Elected Officers shall be the President, one or more Vice Presidents, a Secretary, Treasurer, and such additional officers as the Board of Directors shall designate. Each of the Elected Officers shall serve for a term of one (1) year and until a successor is elected and shall not be eligible for more than five (5) consecutive one-year terms. No one except the President may be elected to any office or as a Director if he or she has completed three (3) consecutive two-year terms as a Director. Elected Officers shall be elected only upon expiration of their terms every year at the Annual Meeting. A vacancy in any Elected Office may be filled by two-thirds vote of the Board of Directors at any time which term shall run until the next Annual Meeting. In addition to the officers enumerated above, the Board of Directors may appoint any number of assistant secretaries, assistant treasurers or other minor officers to serve at its pleasure. Such appointed minor officers may or may not be Directors, but they shall not become Directors by virtue of their appointment as officers.

5.2 President. The President shall preside at all meetings of the Board of Directors and of the Club; shall have the right to vote on all questions; shall appoint a Vice President to act in his or her absence; shall appoint all Board committees and the chairs of all Club committees, except as otherwise provided in these Bylaws, with the advice and consent of the Board of Directors; and shall have such other powers and duties as the Board from time to time may prescribe. The President shall be an ex officio voting member of all Board committees, except as otherwise provided in these Bylaws.

5.3 Vice Presidents. There shall be at least one Vice President, who shall preside at meetings of the Board of Directors and of the Club in the absence of the President. The Board of Directors, in its sole determination, may establish additional positions of

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Vice President, who shall have such responsibilities as the Board of Directors shall determine. Upon the establishment of such an additional position of Vice President, the Board of Directors may appoint a member to hold such position by two-thirds vote, who shall serve until the next Annual Meeting. Such position shall be filled subsequently by vote of the regular membership at the Annual Meeting of members.

5.4 Executive Director. The Executive Director of the Club shall be the Chief Executive Officer and the official adviser to and executive agent of the Board of Directors and its Executive Committee. Subject to the approval of the Board of Directors, the Executive Director shall have the authority to manage and direct the operations of the Club, including the power to sign such papers as may be required by his office or as instructed by the Board of Directors, and the power to appoint and discharge the professional staff and all employees of the Club. In this connection, the Executive Director shall manage the affairs and direct the work and employees of the Club, subject to, and in accordance with the instructions of the Board of Directors; shall be authorized to incur expenses in accordance with the approved budget or as otherwise instructed by the Board of Directors; shall make such reports and recommendations to the Board of Directors and to the regular members of the Club at the Annual Meeting or at any special meeting concerning the work and affairs of the Club which, in his judgment, are desirable for their information and guidance; and shall perform such other duties as are incident to the office of Executive Director. The Executive Director shall be an ex officio non-voting member of all Board committees, except as otherwise provided in these Bylaws. If the Executive Director is unable to perform the duties of the office for any reason, then the Board of Directors may appoint an interim Executive Director until the Executive Director is once again able to perform the duties of that office or until another Executive Director has been appointed.

5.5 Secretary. The Secretary shall be the Clerk of the Corporation with custody of the seal of the Club and shall attest to and affix said seal to such documents as are required in the business of the Club, including, but not limited to, deeds, bonds, mortgages, agreements, contracts, abstracts of resolution, certificates, minutes, and bylaws issued pursuant to the authority of the Club. The Secretary also shall have custody of all records of the Club except such records as shall be kept by the Treasurer as herein provided. The Secretary shall give proper notice of all meetings of the Board of Directors and of the members. Furthermore, the Secretary shall keep or cause to be kept a record of the official policies of the organization and the minutes of all meetings of the Board of Directors, Executive Committee and Club-wide meetings of the members and shall distribute such minutes promptly. The Secretary must be a resident of Massachusetts except at such time as the Club shall have a duly appointed resident agent.

5.6 Treasurer. The Treasurer shall be responsible for carrying

out the mandates of the Board of Directors in overseeing the financial resources of the Club, including, but not limited to, cash, securities, stocks and bonds owned by the Club. The Treasurer shall assure that all books and accounts of the Club are accurately kept and, furthermore, shall at least annually present to the Board a full and detailed financial statement properly audited by an independent certified accountant. Such statement shall be available to any Club member on request. The Treasurer shall monitor the investments of the Club including all funds and endowments, as recommended by the Trustees of Special Funds. The Treasurer shall be chair of the Finance Committee and an ex officio voting member of the Trustees of Special Funds.

ARTICLE VI: Committees

6.1 Formation of Committees. The Board of Directors may from time to time establish or dissolve special or ad hoc committees for the discharge of particular duties.

6.2 Standing Board Committees. There shall be the following standing Board committees: Executive, Chapters, Finance, Development, Audit and such other committees as the Board may deem necessary or appropriate. Members of Board committees shall be appointed annually by the President with the advice and consent of the Board. Except as provided in these Bylaws, the President shall be an ex officio voting member and the Executive Director shall be an ex officio non-voting member of all Board committees, and each Board committee shall include at least two (2) additional Directors. Except where otherwise provided in this Article, additional members, including persons who are not on the Board of Directors, may be appointed to committees. Except where otherwise provided in these Bylaws, the chair of each Board committee shall be a Director.

6.2.1 Executive Committee.

(a) **Membership.** The Executive Committee shall have a minimum of seven (7) and a maximum of nine (9) voting members, all of whom shall be Directors. The President shall be the chair of the Executive Committee. Other members shall be the Secretary, the Treasurer, the chair of the Chapters Committee, and up to five (5) other Directors shall be appointed by the President with the advice and consent of the Board. In addition to the maximum number of nine (9) Directors, the Executive Director shall be an ex officio non-voting member of the Executive Committee.

(b) **Responsibilities.** Between meetings of the Board of Directors, the Executive Committee shall have general supervision of the administration and the property of the Club except that, unless specifically empowered by the Board of Directors to do so, it may not take any action inconsistent with a prior act of the Board of Directors, alter these Bylaws, purchase property, authorize permanent buildings, or remove or appoint the Executive Director of the Club.

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(c) **Meetings.** The Executive Committee shall meet when called by the Secretary on the request of the President or at least three (3) of the Committee members. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. Minutes of the meetings of the Executive Committee shall be taken and distributed promptly to each member of the Board following each Executive Committee meeting.

6.2.2 Chapters Committee. The Chapters Committee shall include the chairs of all the Chapters of the Club and be chaired by a Regional Representative. The Chapters Committee shall be responsible for recommending to the Board overall policies pertaining to the operations of the chapters.

6.2.3 Finance Committee. The Treasurer shall be the chair of the Finance Committee which shall have a minimum of five (5) members, not less than three (3) of whom must be Directors. The Committee shall review the annual operating and capital budgets and any major financial transactions not provided for in the budget and submit recommendations to the Board of Directors or Executive Committee.

6.2.4 Audit Committee. The Audit Committee shall have a minimum of three (3) members, one of whom shall be a member of the Finance Committee but no more than one (1) shall be a Director. No officer of the Club shall be a member of the Audit Committee. The Committee shall periodically appraise the financial controls and accounting system of the Club and recommend any changes deemed appropriate. It shall recommend each year the designation of an independent auditor to prepare and submit to the Board of Directors an audited statement of the Club's financial condition, receipts and expenditures for and as of the close of the fiscal year. The Committee may request any designated independent auditor, Club officer, employee or committee member to appear before it to report on the financial condition or operations of the Club and to answer any questions the Committee might have. The Executive Director of the Club shall not be a member of the Audit Committee, but may, upon invitation of the Committee, attend any meeting.

6.2.5 Development Committee. The Development Committee shall have a minimum of five (5) members. The Committee shall review and recommend fund-raising programs, and it shall regularly report its activities to the Board of Directors.

6.3 Standing Club Committees. There shall be the following standing Club committees: Nominating, Trustees of Special Funds and such other standing committees as the Board may deem necessary and appropriate. Members of the Club standing committees shall be appointed annually by the President with the advice and consent of the Board of Directors, except as provided in subsection 6.3.1 of these Bylaws.

6.3.1 Nominating Committee. The Nominating Committee shall have five (5) members, none of whom shall be concurrently Directors. The Committee shall present to the

Board of Directors nominations for Elected Officers and Directors for subsequent election by the regular membership. The Committee shall consider the following: relevant professional skills and experiences, geographic diversity and prior participation in Club activities. Board Committees, Directors, Chapter chairs and the general membership will be requested to provide written recommendations on nomination of Directors. The Committee shall publish and make available to all regular members the names of all such nominees at least sixteen (16) weeks prior to the Annual Meeting of the members.

6.3.2 Trustees of Special Funds. The Trustees of Special Funds, none of whom need be Directors, shall be a committee of the Club having a minimum of four (4) members, including the Treasurer as an ex officio voting member. Acting within the scope of investment policy guidelines established by the Board of Directors, the Committee shall have charge of the investment of all funds of the Club, including the power to effect purchases, sales or exchanges of securities and other investment assets of the Club. The Committee may employ investment counsel and may delegate authority to purchase or sell securities of the Club's account to such investment counsel or to any officer or employee of the Club, subject to such limitations as the Committee may impose. The Committee shall provide status reports to the Treasurer at least annually and at such other times as may be requested by the Treasurer.

ARTICLE VII: Chapters

7.1 Organization. The Board of Directors shall provide for the organization and support of Chapters within the membership of the Club. The Chapters shall be responsible for carrying out at the local level the purposes of the Club as set forth in Article II of these Bylaws.

7.2 Regions. The Chapters of the Club shall be organized into Regions for the purpose of coordinating matters of common interest among the members. The organization of the Regions shall be established and may from time to time be changed by the Board of Directors upon recommendation of the Chapters Committee.

ARTICLE VIII: Amendment of Bylaws

These Bylaws may be amended by vote of a majority of the members voting at an Annual Meeting or Special Meeting of the members called for such purpose. In order for a proposed amendment to be placed on a ballot at such a meeting, it must first be approved either by a two-thirds vote of the Board of Directors or by a petition signed by two hundred fifty (250) voting members of the Club and submitted to the Secretary. The proposal shall then be voted on by the members according to the procedure described in subsection 3.4.3 of these Bylaws. Corporate counsel to the Club shall be consulted in advance for prompt assistance in the exact wording of any proposed amendments to these Bylaws.

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ARTICLE IX: Indemnification

The Club shall indemnify each of its officers, Directors and members of Committees and any persons serving at its request as directors, officers, employees or other agents of another organization or in any capacity with respect to any employee benefit plan (each such person being referred to as an "Indemnified Person") against all liabilities and expenses, including counsel fees and amounts reasonably paid in settlement, imposed upon or reasonably incurred by such Indemnified Person in connection with any action or proceeding, whether civil or criminal, to which he may be made a party or with which he may be involved by reason of such Indemnified Person's having been an officer, Director, Committee member or other such person for the Club. However, no indemnification shall be provided for any person with respect to any matter to which he shall have been adjudicated in any action or proceeding, not to have acted in good faith in the reasonable belief that his action was in the best interests of the Club or of participants in an employee benefit plan. Such indemnification may include payment by the Club of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the Indemnified Person to repay such payment if (i) such person shall be finally adjudicated or determined by the Council not to have acted in good faith in the reasonable belief that his action was in the best interests of the Club or of participants in an employee benefit plan, or (ii) the Club has received a written opinion of legal counsel to the same effect. Such undertaking to repay may be accepted without reference to the financial ability of such Indemnified Person to make repayment. Any such indemnification may be provided although the person involved is no longer an officer, Director or Committee member of the Club, or director, officer or employee of another organization, or no longer serves with respect to such employee benefit plan. In the event of a settlement of an action or proceeding, the indemnification provided herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Club or participants in an employee benefit plan or when the Club has received a written opinion of legal counsel to the same effect. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such person may be entitled. The Board of Directors may authorize indemnification of persons who are not officers, Directors or Committee members or otherwise entitled to indemnification under this section.

ARTICLE X: Conflicts of Interest

A Director shall be considered to have a conflict of interest if (a) such Director has existing or potential financial or other interests which impair or might reasonably appear to impair such

member's independent, unbiased judgment in the discharge of his responsibilities to the Club; or (b) such Director is aware that a member of his family (which for purposes of this paragraph shall be a spouse, parents, siblings, children and any other relative if the latter resides in the same household as the Director) or any organization in which such Director (or member of his family) is an officer, director, employee, member, partner, trustee, or controlling stockholder has such existing or potential financial or other interests. All Directors shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Director shall vote on any matter under consideration at a Board or Committee meeting in which such Director has a conflict or interest. The minutes of such meeting shall reflect that a disclosure was made and that the Director having a conflict of interest abstained from voting. Any Director who is uncertain whether a conflict of interest may exist in any matter may request the Board or Committee to address the question by majority vote.

ARTICLE XI: Discrimination Prohibited

In administering its affairs, the Club shall not discriminate against any person on the basis of race, creed, color, national and ethnic origin, sex, sexual preference, marital status, age, or physical disability.

ARTICLE XII: Transition

12.1 Acceptance of Bylaws. The acceptance of these Bylaws by vote of two-thirds of the members voting by secret mail ballot will render null and void any and all pre-existing Bylaws.

12.2 Standing Rules. Furthermore, upon such acceptance of these Bylaws, the present standing rules of the Club shall be called the "Operating Rules, Procedures and Policies" of the Club, and any and all pre-existing standing rules which are in conflict with these Bylaws shall be rendered null and void. Specifically, Section IX of the pre-existing standing rules titled "Amendments and Changes" shall be rendered null and void.

12.3 Number of the Board of Directors. Upon such acceptance of these Bylaws, the initial number of Directors shall be twenty-one (21).

12.4 Changes. Changes to the Operating Rules, Procedures and Policies shall be made by a two-thirds majority vote of the Board of Directors present and voting at the next regular meeting of the Board following the Board meeting at which such changes are introduced. Motions for such changes shall be tabled for one meeting following introduction and become effective on approval at the second successive meeting.