

# BYLAWS OF RUSH CREEK YACHT CLUB

**As Adopted: December 21, 2013**

## ARTICLE 1—DEFINITIONS

**1.1**—A term shown in *italics* is expressly defined in an Article within these bylaws. The meaning of any such term shall, throughout these bylaws, be that meaning contained within the defining Article.

**1.2**—All other terms are used in the sense ordinarily understood in general use.

**1.3**—All terms followed by an abbreviation, or shorten term, in parentheses shall thereafter be referred to by the abbreviation or shortened term.

## ARTICLE 2—CONSTITUTION

The Constitution of *Rush Creek Yacht Club* (“*Club*”), a Texas Non-Profit Corporation, shall be the Corporate Charter, as amended or restated from time-to-time in compliance with all applicable Texas and federal laws, and recorded by the Texas Secretary of State.

## ARTICLE 3—PURPOSE

The purpose of the *Club* shall be to promote the sport of sailing, to promote the science of seamanship, and to provide and maintain facilities in the pursuit of these objectives by the *members* (See Article 4).

## ARTICLE 4—MEMBERSHIP

### **4.1—Membership Eligibility**

**4.1.A**—Any person of good moral character who meets the minimum age requirements shall be eligible for membership.

**4.1.B**—A *member’s* spouse and unmarried, dependent children shall have the use of the *Club* and the privileges of membership, but shall not be eligible to vote, except to cast a proxy vote for the *member*.

### **4.2—Membership Application**

**4.2.A**—Prospective *members* shall present an application to the *Secretary* (See Article 6) on an application form supplied by the *Club*. An application form shall include the name, address, and other pertinent information as determined by the *Board* (See Article 6).

**4.2.B**—A completed application shall contain all requested information as well as a signature from the applicant and a sponsoring *member*.

**4.2.C**—The *Secretary* shall submit the completed application to the *Membership Committee* (See Article 8.6.A) and to the *Commodore* (See Article 6).

### **4.3—Application Approval**

**4.3.A**—An applicant shall become a *member* only after his or her application has been approved by the *Membership Committee*, and, except for *Special Class Members* (see Article 4.4.J.1), approved by the *Board*.

**4.3.B**—An *initiation fee* (See Article 5), as determined by the *Board*, shall be collected with each application prior to approval, unless waived under a special program by the *Board*.

**4.3.C**—The *Secretary* shall notify all applicants of the *Board’s* decision regarding their application, in a manner approved by the *Board*.

#### **4.4—Membership Classes**

**4.4.A—Regular Members** shall be sailors eighteen-years-old (18) or older.

**4.4.B—Associate Members** shall be sailors twenty-one-years-old (21) or older, but less than thirty-five (35).

**4.4.C.1—Junior Members** shall be sailors twelve-years-old (12) or older, but younger than twenty-one (21).

**4.4.C.2**—A parent or legal guardian shall provide a written consent and a written guarantee of all financial obligations of *membership* for any *junior member* younger than eighteen (18).

**4.4.C.3**—A *junior membership* shall not be transferable, but may be upgraded to another *membership class*.

**4.4.D—Honorary Members** shall be persons granted such membership by a two-thirds ( $\frac{2}{3}$ ) majority of the *Board*.

**4.4.E—Student Members** shall be sailors twenty-one-years-old (21) or older, but younger than twenty-five (25), and who are enrolled as full-time students in an accredited school, university, or college.

**4.4.F—Non-Resident Members** shall be *members* who live one-hundred (100) or more miles from the *Club*. Should a non-resident *member* move within one-hundred (100) miles of the *Club*, then he or she is no longer eligible for non-resident *member* status.

**4.4.G—Life Members** shall be *regular members* whose obligation to pay dues to the *Club* has been waived by the *Board*.

**4.4.H.1—Small Boat Members** shall be sailors launching and sailing a boat weighing less than one-thousand (1000) pounds without a fixed keel.

**4.4.H.2**—*Small Boat Membership* is intended for new *members*, and is not transferable, but may be upgraded.

**4.4.H.3**—A *member* shall be a *small boat member* for no longer than five (5) years.

**4.4.I.1—Crew Members** shall be a sailor older than twenty-one (21) who participates in racing activities, and who is sponsored by a *member*.

**4.4.I.2**—A *crew membership* is granted for a one-year (1) period, and is renewable only by a simple majority vote of the *Board*. The *crew member* shall be required to show a renewal of sponsorship to be eligible for renewal.

**4.4.I.3**—A *crew member* shall not have a boat at the *Club*, nor shall he or she have launching privileges.

**4.4.I.4**—*Crew membership* is intended for new *members* only, and is not transferable, but may be upgraded.

**4.4.J.1—Special Class Members** shall be a sailor older than twenty-one (21) who is participating in a racing event, and who is recommended by a *member*.

**4.4.J.2**—The period of a *special class membership* shall be limited to the duration of the racing event in which the applicant is a participant, and in no case shall exceed two (2) weeks.

**4.4.J.3**—Upon submission of a new application, the *special membership* may be renewed during the same calendar year in which it was approved.

**4.4.J.4**—*Special class membership* is not transferable, may not be upgraded, and has no reciprocal privileges with other clubs.

**4.4.K.1—Social Members** shall be non-sailors who support the racing activities of the *Club*.

**4.4.K.2**—*Social members* shall not have a boat at the *Club*, nor shall he or she have launching privileges.

**4.4.K.3**—The number of *social members* shall not exceed fifteen percent (15%) of the number of *regular members*. In the event that the number of *social members* reaches the maximum, new applications for *social membership* shall be waitlisted until a *membership* becomes available.

**4.4.K.4**—Previous *members* of the *Club* are not eligible for *social membership*. A *social membership* is not transferable, but may be upgraded.

#### **4.5—Number of Members**

**4.5.A**—To ensure the proper use of the *Club* and to provide good services, the *membership* shall be limited to five hundred (500) *regular members*.

**4.5.B**—The *Secretary* shall maintain a chronological file of all applications, which shall be approved or rejected in the chronological order in which they were received, provided that, should there be a waiting

list, that one (1) out of every five (5) applications for *regular membership* may be a junior member applying to move to *regular membership*.

#### **4.6—Good Standing**

A *member* is in *good standing* when he or she has paid all *dues*, storage fees, food and beverage charges, and such other assessments and fees as the *Board* may from time-to-time prescribe, and when he or she has not been subjected to *suspension*, *expulsion*, or other *sanction* (See Article 4.8) as adjudicated by the *Board*.

#### **4.7—Membership Privileges**

**4.7.A—Club Use**—A *member* shall have the use of the *Club* facilities, including boat storage, food and beverage purchases, launching privileges, and such other privileges as may be determined from time-to-time by the *Board*, unless otherwise proscribed by these bylaws.

**4.7.B—Voting**—*Regular*, *Associate*, and *Life members* in *Good Standing* only shall be eligible to vote at any meeting of the *membership*. Each eligible *member* shall be entitled to one (1) vote on any issue before the *membership*, which may be cast either by the *member* or his or her spouse or unmarried dependent children as a proxy.

#### **4.8—Membership Obligations**

**4.8.A—Payment of Dues, Fees and Assessments**—All *members* shall pay all *dues*, fees, and other assessments as the *Board* may from time-to-time prescribe. (see Article 5)

**4.8.B.1—Conduct and Decorum**—In keeping with the Corinthian Spirit demanded by the Racing Rules of Sailing, *members* and their guests are expected to maintain a high level of good conduct and decorum while at the *Club*, or on the race course, regardless of the circumstance.

**4.8.B.2**—Breaches of good conduct and decorum may result in censure, loss of privilege, suspension, or expulsion.

**4.8.B.3**—Minor infractions that might result in censure or loss of privilege may be adjudicated in a private administrative hearing before the *Board*.

**4.8.B.4**—Major infractions that might result in suspension or expulsion shall be adjudicated according to the applicable procedures contained in the newest edition of Robert's Rules of Order, Newly Revised.

**4.8.C.1—Suspension or Expulsion**—A *member* may be suspended or expelled for sufficient cause by a two-thirds ( $\frac{2}{3}$ ) vote of the *Board*.

**4.8.C.2**—Any *member* who fails to pay *dues*, fees and/or assessments after sixty (60) days following the due date shall have his or her name posted on the *Club* bulletin board, and shall be subject to suspension.

**4.8.C.3**—If the *member* then does not pay all outstanding balances within thirty (30) days after notification of suspension hereunder, he or she shall be subject to expulsion.

**4.8.C.4**—The determination as to sufficiency of cause of suspension and/or expulsion shall be final.

#### **4.9—Sale of Membership**

**4.9.A**—Any *member* desiring to transfer his or her membership shall first offer such *membership* to the *Club* in writing.

**4.9.B**—The *Board* acting on the *Club's* behalf, shall have the option to purchase such *membership* within sixty (60) days at a price equal to the current *initiation fee* for such *membership*, less the current transfer fee and any monies owed to the *Club* by such *member*.

**4.9.C**—If within sixty (60) days, the *Club* fails to exercise its option, such *membership* may be transferred to any person meeting the *membership* requirements.

**4.9.D**—Any attempted transfer not complying with this Section shall be void and not recognized by the *Club*.

#### **4.10—Resignation**

Any *member* in *good standing* with the *Club* may resign his or her *membership* by notifying the *Secretary* in writing, whereupon he or she shall not be a *member*, and shall not be required to pay any dues accrued thereafter.

#### **4.11—Reinstatement**

**4.11.A**—A former *member*, having voluntarily resigned in good standing, may be reinstated for 50% of the current *initiation fee* for that *membership* category, with the approval of the *Membership Committee* and the *Board*.

**4.11.B**—A former *member* shall only be reinstated at the same or higher level of *membership*.

#### **4.12—Effect of Death**

**4.12.A**—At any time during the year following the death of a *member* in *good standing*, a surviving spouse may transfer the *membership* to themselves only by submitting a written request to the *Secretary* without the payment of any transfer fee or approval of the *Membership Committee* or the *Board*.

**4.12.B.1**—The surviving spouse shall have sixty (60) days after the transfer request to pay any outstanding balances owed to the *Club* by the *member*.

**4.12.B.2**—If any outstanding balance is not paid within that period, or if the *member* was not married, the *membership* shall, at the option of the *Board*, revert to, and become the property of, the *Board*. Thereafter, the surviving spouse or estate, as the case may be, shall be paid an amount equal to the current *initiation fee*, less the current transfer fee and any outstanding balances owed by the deceased *member* to the *Club*.

**4.12.C**—The surviving spouse, or the estate, may resign (Under Article 4.10) or sell (Under Article 4.9) the *membership*.

#### **4.13—Removal of Property**

**4.13.A**—Any *member* who has been expelled, has sold his or her *membership*, or has resigned shall have thirty (30) days to remove his or her personal property, such as boats, gear, sails, etc. from the *Club*, providing he or she pays any fees normally due during that thirty (30) day period.

**4.13.B**—If he or she fails to remove his or her property within thirty (30) days, the *Board* acting on the *Club's* behalf, will have the right to remove the property and dispose of it as the *Board* deems feasible, and shall have no further liability for said property.

**4.13.C**—The *Club* shall have a lien or security interest against all such property of a *member* to secure collection of all dues, fees and assessments.

### **ARTICLE 5—INITIATION FEES, DUES, ASSESSMENTS, AND OTHER FEES**

#### **5.1—Initiation Fee**

The *Board* shall set the initiation fee for each *membership class*, and determine the method(s) of payment.

#### **5.2—Dues**

The *Board* shall set the dues for each *membership class*, and determine the method(s) of payment.

#### **5.3—Assessments**

**5.3.A**—The *Board* may recommend a special assessment to the *membership*.

**5.3.B**—Such assessments shall only be approved by a two-thirds ( $\frac{2}{3}$ ) majority vote of the *membership* at a *special* (See Article 9.2) or *annual meeting* (See Article 9.1).

#### **5.4—Other Fees**

The *Board* shall set the fees and charges for services, including but not limited to, slip rental, locker storage, food and beverage service, transfer fees, capital improvement fund, and other administrative charges.

#### **5.5—Disposition of Funds**

**5.1**—All funds received by the *Club* from initiation fees, dues, and other fees shall be used for normal operating expense, capital expenditures, maintenance and repair, and other reasonable outlays necessary to provide services at the *Club*. The *Officers* of the *Board* shall dispense these funds. (See Article 6)

**5.2**—Any funds received from assessments shall be kept in a separate account, and shall be used only for the approved of the assessment. The *Officers* of the *Board* shall dispense these funds.

### **ARTICLE 6—OFFICERS AND GOVERNORS**

#### **6.1—Officers**

**6.1.A**—The Club Officers (“Officers”) shall be a Commodore, Vice Commodore/House, Vice Commodore/Race, Vice Commodore/Education, Secretary, Treasurer, and such other officers as the *membership* may determine, with such duties as defined by the *Board*.

**6.1.B**—The offices of Secretary and Treasurer may, but need not, be combined.

#### **6.2—Board of Governors**

**6.2.A.1—Composition**—The Board of Governors (“Board”) shall consist of the Commodore, the Vice Commodore/House, the Vice Commodore/Race, Vice Commodore/Education, the Treasurer, the Secretary, the Immediate Past Commodore, and six (6) or more at-large Governors.

**6.2.A.2**—The *Board* shall include: (a) One *member* from each of the recognized one-design sailing fleets (See Article 10.1); (b) One member representing the racing auxiliary fleet; (c) All remaining places shall be filled by *members* at-large without regard to boating affiliation.

**6.2.A.3**—At the last *Board* meeting each year, the *Board* shall elect a *Chair* (See Article 6.3.A) for the following year, who shall be one of the incumbent and continuing at-large *Board* members.

**6.2.B**—The Commodore, with the consent of the *Board*, shall appoint various *members* as special officers, committee members, and committee chairs to perform the various functions of the *Club*.

**6.2.C.1—Authority**—Except when the *membership* is meeting in quorum, the *Board* shall be the governing body of the *Club*.

**6.2.C.2**—The *Board* shall have the full power to enter into contracts except as stated in 6.2.C.3, transact all Club business, and to expend funds on behalf of the *Club*.

**6.2.C.3.a**—A contract involving the sale of *Club* land, or the lease of *Club* land which has a term of longer than five (5) years, shall require the approval of two-thirds ( $\frac{2}{3}$ ) of the *members* eligible to vote.

**6.2.C.3.b**—Any such contract shall be mailed to the *membership* eligible to vote fourteen (14) or more days prior to the vote, and shall contain the contract and a brief explanation of the terms of the contract.

**6.2.C.3.c**—The vote on any such contract may be by mail or at a *Special Meeting* (see Article 9.2), and proxy voting shall be allowed.

**6.2.C.3d**—Each side, those for and against the proposed contract, shall appoint two (2) monitors to observe the vote, and such monitors may be *members* or non-members.

**6.2.D—Quorum**—A quorum of fifty percent (50%) of the *Board* shall be require to conduct business.

### **6.3—Officer Duties**

**6.3.A—Board Chair**—The *Chair* shall preside at all meetings of the *Board*. The *Chair* shall perform such other duties as the *Board* may prescribe.

**6.3.B—Commodore**—The *Commodore* shall be an active racing *member* of the *Club*. He or she shall preside at all meetings of the *membership*, shall be responsible for carrying out all of the activities of the *Club* as directed by the *Board*, and shall perform such other duties as the *Board* may prescribe.

**6.3.C—Vice Commodore/House**—The *Vice Commodore/House* shall be an active *member* of the *Club* who shall be qualified to perform the duties of the *Commodore* in absentia. He or she shall actively supervise the operations of the clubhouse, the *social committee* (See Article 8.3) and the food and drink services of the clubhouse, and shall perform such other duties as the *Board* may prescribe.

**6.3.D—Vice Commodore/Race**—The *Vice Commodore/Race* shall be an active *member* of the *Club*. He or she shall actively supervise all operations related to the *Club's* racing program, and shall perform such other duties as the *Board* may prescribe.

**6.3.E—Vice Commodore/Education**—The *Vice Commodore/Education* shall be an active racing *member* who shall actively supervise a year-round sailing and racing instructional program for youths and adults—the goal of which shall be to increase *Club* recognition and *membership* growth, and will, hopefully, result in *members* winning national and world championships. The *Vice Commodore/Education* shall perform such other duties as the *Board* may prescribe.

**6.3.F—Secretary**—The *Secretary* shall be an active *member* of the *Club*. He or she shall attend all meetings of the *Club* and the *Board*, and shall keep minutes of all meetings. He or she shall keep a correct roll of the *Officers*, *Board*, and *members*. He or she shall receive and distribute all *membership applications* (See Article 4.2). He or she shall notify all new *members* of their election to *membership* by letter, and shall send all new *members* a copy of these bylaws and a membership card. He or she shall notify any *member* of his or her *suspension* or *expulsion*. The *Secretary* shall perform such other duties as the *Commodore* may prescribe.

**6.3.G—Treasurer**—The *Treasurer* shall be an active *member* of the *Club*. He or she shall attend all meetings of the *Club* and the *Board*, and shall account for all monies received, and shall deposit them as directed by the *Board*. He or she shall pay bills approved by the *Commodore* or the *Board*, shall keep accounts of receipts and expenditures, and shall make such reports to the *Board* and the *members* as shall be designated from time-to-time by the *Commodore*. He or she shall notify all delinquent *members* as to the amount of past due indebtedness and, in the name of the *Club*, demand payment.

**6.3.H—Executive Committee**—The *Board* may appoint an Executive Committee of not less than three of its members to act on behalf of the *Board* between meetings in such matters as the *Board* shall determine.

## ARTICLE 7—ELECTION OF OFFICERS AND GOVERNORS

**7.1.A—Officers**—All *Officers* shall be elected to a one-year (1) term of office, and shall serve until their successors are installed.

**7.1.B**—An *Officer* may be re-elected or may be elected from the *Board* (either an member at-large or another *Officer*), in which case such prior *Board* position shall be deemed vacant, and shall be filled by election.

**7.1.C**—*Officers* shall be elected and installed at the *annual meeting*.

**7.2.A—At-Large Governors**—At-Large *Governors* shall be elected for three-year (3) terms. The terms shall be staggered such that no less than two new *Governors* are elected each year. *Governors* shall be elected and installed at the *annual meeting*.

**7.3—Eligibility**—Only *regular, associate, or junior members*, and their respective spouses, who have been *members* in *good standing*, for one (1) or more years prior to election are eligible to serve as *Officers* and *Governors*.

**7.4—Nominations**—The *Board*, prior to the *annual meeting*, shall appoint a Nominating Committee including seven of the Past Commodores to be chaired by the *Commodore* shall nominate a candidate for each office. Nominations of willing *members* may also be received from the floor at the time of the *annual meeting*.

**7.5.A—Vacancies**—A vacancy on the *Board* shall be filled at a *special meeting* (See Article 9.2) of the *membership*.

**7.5.B**—Temporary *Officers* or *Governors* may be appointed by the *Board* to fill vacancies until said meeting of the *membership*.

**7.6—Elections**—Elections shall be by voice vote at the *annual* or *special meeting*, and it shall require a simple majority of the eligible voters present to elect.

**7.7—Impeachment**—Any *Officer* or *Governor* may be removed from office by a petition signed by two-thirds ( $\frac{2}{3}$ ) or more of the eligible voting *members*. Any such petition shall be presented to the *Board*.

## ARTICLE 8—COMMITTEES

**8.1.A—Finance Committee**—The *Board* shall maintain a *Finance Committee* at all times. The *Finance Committee* shall be Chaired by the *Treasurer*, who shall be non-voting, and shall consist of three (3) *regular members* in *good standing* who have previously served on the *Board*. The *Board* shall elect by simple majority *members* to serve three-year (3) staggered terms.

**8.1.B**—The *Finance Committee* shall have consulting supervision over the ongoing financial affairs of the *Club*, be responsible for long-range financial planning, and shall have final approval, by simple majority vote over (i) the expenditure of funds derived from the *Capital Improvement Fund* (CIF) when such expenditures are equal to or exceed thirty percent (30%) of the *CIF* corpus in any given year, (ii) for the sale of any club asset and (iii) for any borrowing, authorized by the *Board*, equal to five or more percent (5%) of the net asset value of the *Club*.

**8.2—Race Committee**—The *Board* shall appoint a *Race Committee* to formulate *Club* rules on all racing conducted under the auspices of the *Club*, including invitational regattas. The *Race Committee* shall consist of at least one representative of each one-design sailing fleet and the racing auxiliary fleet. The *Vice Commodore/Race* shall Chair the *Race Committee*.

**8.3—Social Committee**—The *Board* shall appoint a *Social Committee* to administer the social events of the clubhouse. The *Social Committee* shall consist of at least one (1) *member* from each *recognized fleet* (See Article 10) and the Club Manager. The *Vice Commodore/House* shall Chair the *Social Committee*.

**8.4—Harbor and Docks Committee**—The *Board* shall appoint the *Harbor and Docks Committee*, which shall have general supervision over the harbor, slips, and docks of the *Club*. The Chair of the *Harbor and Docks Committee* shall have the title of *Rear Commodore/Harbor and Docks*.

**8.5—Grounds Committee**—The *Board* shall appoint a *Grounds Committee*, which shall have general supervision over the grounds; including shrubbery, lawn, pool and all *Club* property not supervised by the

*Harbor and Docks Committee* or the *Social Committee*. The Chair of the *Grounds Committee* shall have the title of *Rear Commodore/Grounds*.

**8.6.A—Membership Committee**—The *Board* shall appoint a *Membership Committee* of no less than three (3) *members* to obtain new *members*, to promote activities which will build the acceptance and prestige of the *Club* in the community, and to create literature and brochures as needed to inform prospective members about the *Club*. The Chair of the *Membership Committee* shall have the title of *Rear Commodore/Membership*.

**8.6.B**—The *Membership Committee* shall include the *Secretary* and the *Treasurer* to insure accurate record keeping of the *membership* rolls and financial records.

**8.6.C**—The *Membership Committee* shall review and recommend to the *Board* each *membership* application for approval or rejection.

**8.7—Dry Storage Committee**—The *Board* shall appoint a *Dry Storage Committee* which have general supervision over the hoist, ramp, and dry storage facilities of the *Club*. The Chair of the *Dry Storage Committee* shall have the title of *Rear Commodore/Dry Storage*.

**8.8—Race Equipment Committee**—The *Board* shall appoint a *Race Equipment Committee* of at least one representative of each *recognized fleet* to supervise the care and maintenance of the race equipment. The *Vice Commodore/Race* shall Chair the *Race Equipment Committee*.

**8.9—Additional Committees**—The *Board* may appoint such other committees as are deemed necessary.

**8.10—Term of Office**—All committee members shall serve a one-year (1) term, or until their respective successors are appointed, whichever comes first.

## ARTICLE 9—MEETINGS

**9.1—Annual Meeting**—A regular *annual meeting* of the *members* shall be held at such a time and place during the month of December as the *Board* may determine.

**9.2—Special Meetings**—A *special meeting* of the *members* may be called at any time by the *Commodore* or the *Board Chair*, or upon the written request of twenty-five percent (25%) of the eligible voting *members*. Such a request shall be sent to the *Board Chair* who shall forthwith call a meeting to be held within four (4) weeks of receipt of request.

**9.3.A—Prior Notice**—Notice of the *annual meeting* and *special meetings* shall be mailed by the *Secretary* to each *member* no less than ten (10) days nor more than twenty-four (24) days before each meeting, stating time and place thereof.

**9.3.B**—In the case of *special meetings*, the nature of the business to be transacted shall be included in the notice, and no business shall be transacted at a *special meeting* without prior notice thereof.

**9.4—Quorum**—Twenty-five percent (25%) of the voting *members* shall constitute a quorum at all *annual* and *special meetings*.

**9.5—Proxies**—Only those present at an *annual* or *special meeting* shall vote. Proxy votes shall not be counted.



## ARTICLE 10—SAILING FLEETS AND POWER BOAT ORGANIZATIONS

**10.1—Recognized One-Design Fleets**—Any group of sailboat-owning *members* with a recognized national organization may submit an application to the *Board* for recognition as an approved fleet, with privileges to participate in the organized Club racing schedule and regatta activities.

**10.2—Recognized Racing Auxiliary Fleet**—Any group of racing auxiliaries (cruiser sailboats locally organized to conduct handicap racing and/or cruising activities for its members under the auspices of the *Race Committee*) may apply to the *Board* for recognition as a racing auxiliary fleet.

**10.3—Recognized Power Boat Organizations**—Any organized group maintaining affiliations with a nationally recognized power boat organization may apply to the *Board* for recognition as a power boat organization.

**10.4—Removal of Recognition**—Any sailboat fleet or power boat organization recognized by the *Board* may have its recognition removed if such fleet or group fails to maintain its affiliation with a national organization, or if such fleet or group fails to maintain sufficient membership to constitute a recognized group, or if such group repeatedly or flagrantly violates the rules and regulations as may be established by the *Board* for the conduct of such groups and their activities under *Club* sponsorship.

## ARTICLE 11—ELECTRONIC MEETINGS

**11.1**—Except as otherwise provided in these bylaws, the *Board* or *Committees* may, from time-to-time, elect to meet via either video-conference or audio-conference.

**11.2**—Such meetings shall be considered meetings in executive session, and shall use an appropriate technology that ensures compliance with quorum, debate, and voting.

## ARTICLE 12—PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern all meetings of the *Club* in all cases to which they are applicable and in which they are not inconsistent with the *Club Corporate Charter*, these bylaws, or any Texas or federal statute applicable to the *Club*.

## ARTICLE 12—AMENDMENTS

**12.1**—Amendments to these bylaws may be adopted at any *annual* or *special meeting* of the *Club* by a two-thirds ( $\frac{2}{3}$ ) vote of eligible voting *members* present, provided that *prior notice* of the meeting or membership meeting shall have contained such amendments in full.

**12.2**—Voting on amendments may also be conducted by mail as authorized by the *Board*.

ADOPTED by the membership this 11th day of December, 1969.

As AMENDED by the membership on the 19th day of December, 1971, the 2nd day of September, 1972, the 16th day of December, 1973, the 7th day of December, 1974, the 6th day of December, 1975, the 15th day of May, 1976, the 8th day of December, 1979, the 4th day of December, 1982, the 1st day of December, 1984, the 7th day of December, 1985, the 13th day of December, 1986, the 5th day of December, 1987, the 3rd day of December, 1988, the 2nd day of December, 1989, the 8th day of December, 1990, the 3rd day of December, 1994, the 4th day of December, 1999, the 6th day of March, 2004, and the 21st day of December 2013.