

Amended 1 April 2024

ARTICLE I

MEMBERSHIP

SECTION 1. Membership shall consist of regular, junior and honorary members.

SECTION 2. Regular membership shall not exceed 250.

SECTION 3. Any adult resident of Berkeley or its vicinity may become an active member of the Club upon approval by the Board of their membership application in accordance with the qualifications of these Bylaws and payment of the required dues.

SECTION 4. A person becomes eligible for membership after attending one Club function and indicating to a sponsor a desire to become a member. Upon approval by a quorum of the Board of Directors, the Financial Secretary shall extend a written invitation to membership.

SECTION 5. Any person under the age of 30 meeting all other criteria for membership may become a Junior Member. Junior Members pay one-half of the regular dues. Junior Members under the age of 16 may not vote and those under the age of 21 must have their use of club facilities directly supervised at all times by a full member.

SECTION 6. If a candidate fails to respond within 60 days after being invited to become a member, the Board of Directors may cancel the invitation.

SECTION 7. Persons who have been outstanding in serving the Club may be elected honorary members by recommendation of the Board of Directors followed by a majority vote of members present and voting at a regular business meeting. Honorary members will not be liable for dues and assessments.

ARTICLE II

GOVERNMENT AND MANAGEMENT

SECTION 1. The general operation of the Club shall be vested in a Board of nine Directors, consisting of six principal Officers and three Directors at Large, all serving without financial responsibility. All Directors shall be elected for a term of one year.

SECTION 2. No Director may be elected to serve more than five consecutive terms, but may be re-elected after a lapse of at least one-year. No person may be elected to serve more than two consecutive terms in the same office. The offices of Treasurer and Financial Secretary are exempt from these term limits.

SECTION 3. The Board of Directors shall fill a vacancy occurring in any office except the presidency during the Club year. In the event that the office of President is vacated the First Vice President shall assume the office of President.

SECTION 4. The fiscal year of the Club shall be from June 1st to May 31st of the following year. Terms of offices of the Board of Directors shall coincide with the fiscal year.

SECTION 5. The quorum for a Board of Directors meeting shall be a majority of the total number of sitting Directors. Between board meetings, expenditures or other issues may be approved by email or other communication means by an affirmative vote of two-thirds of sitting Directors.

ARTICLE III

DUTIES OF OFFICERS

SECTION 1. The President shall preside at all meetings of the Board of Directors and shall be an ex-officio member of all committees; shall appoint members of all committees; have power to appoint additional committees; have general charge for the year; and with the Secretary shall sign all notes and obligations. They or their appointed agent shall sign all contracts with the exception of rental contracts.

SECTION 2. The First Vice-President shall be responsible for arranging programs for all Fireside meetings and other Club meetings except those assigned to section programs by the President. In the absence of the President, the First Vice-President shall assume the duties of the President.

SECTION 3. The Second Vice-President shall be responsible for the coordination of the preparation and distribution of the monthly Club Bulletin and the annual Yearbook. In the absence of the President and the First Vice President, the Second Vice President shall assume the duties of the President.

SECTION 4. The Secretary shall keep the minutes of all meetings of the Club and the Board of Directors; shall sign with the President all notes, obligations and contracts excepting rental contracts and shall conduct the general correspondence.

SECTION 5. The Treasurer shall pay all routine bills and other extensive charges upon authorization of the Board of Directors; shall keep an itemized accounting of all expenditures, receipts and other funds; shall present monthly reports to the Board of Directors and an annual report to the Club. In absence of the Treasurer, only the President or the Secretary is authorized to act as Treasurer. The Board of Directors at its discretion may require the Treasurer to give bond, the cost of which shall be borne by the Club.

SECTION 6. The Financial Secretary shall notify all members of dues and assessments; shall extend an invitation to membership, after the Board's approval of an applicant, and shall bill applicants the amount required, to become members in good standing. The Financial Secretary further shall receive all funds; shall keep an itemized account of all funds received; shall deposit all funds and shall notify the Treasurer of each deposit within 48 hours; shall present monthly reports to the Board of Directors and an annual report to the Club. The Board of Directors at its discretion may require the Financial Secretary to give a bond, the cost of which shall be borne by the Club.

SECTION 7. The Directors at Large may be given assignments by the President.

SECTION 8. The Board of Directors may request the resignation of an Officer or Director who is not fulfilling the requirements of his or her office. If the member does not resign, the Board may vote to remove the Officer or Director from the Board.

ARTICLE IV

NOMINATIONS AND ELECTIONS

SECTION 1. A Nominating Committee consisting of three members shall be chosen at the regular business meeting of the Club in October of each year. A year's membership is required to serve on the Nominating Committee. The President shall appoint the Chairman of such Committee.

SECTION 2. It shall be the duty of the Nominating Committee to present at the regular business meeting of the Club in February a list of nominees for Officers and Directors at Large for the ensuing year. Nominations for Officers and Directors at large may also be made from the floor at such meeting, with the prior consent of the nominee. For continuity of the Board of Directors

operation, every effort should be made by the Nominating Committee to nominate at least three of the outgoing Directors who are eligible for another term.

SECTION 3. The persons nominated in the manner provided for or authorized in Section 2 of the Article shall constitute the ballot to be voted on at the regular business meeting in March.

SECTION 4. The election of Officers and Directors at Large for the ensuing Club year shall be held at the regular business meeting of the Club in March of each year. The regular Club Bulletin for the month of March, to be forwarded to the membership prior to the end of February, shall contain the notice that Officers and Directors at Large for the ensuing Club year are to be elected at that meeting. It shall set forth the Officers and Directors at Large to be elected, and the names of the persons nominated and qualified to be elected. The election of Officers and Directors at Large shall be by secret ballot if the number of nominees exceed the number of positions to be filled; otherwise the election may be made by motion that the Secretary be directed to cast a unanimous ballot for the election of such nominees. A majority of all votes cast on the first ballot shall be necessary to elect, and each candidate who shall have received a majority of all votes cast on such ballot shall be declared elected. In case more than one ballot shall be necessary, the two candidates who shall have received the largest number of votes on the first ballot shall be candidates on the second ballot.

SECTION 5. Any member shall be eligible to serve on the Board of Directors who has been a member of the Club for at least twelve months prior to taking office.

SECTION 6. To be eligible to serve as President of the Club, a member must have served on the Board of Directors.

ARTICLE V

STANDING COMMITTEES

SECTION 1. At the option of the Board of Directors a Finance Committee and/or an Advisory Committee may be appointed.

FINANCE COMMITTEE

SECTION 2. A Finance Committee may be named at the beginning of each fiscal year. If the board has chosen to have this committee, the Committee shall be composed of at least four members, two being the President and Treasurer and the others being appointed by the President. The duties of said Finance Committee include the audit unusual expenditures of the Club before the same are paid by the Treasurer and to have general charge of the finances of the Club. This Committee shall examine the income and expenditures of the Club and, at the beginning of each fiscal year, shall prepare a budget for the various committees of the Club for the ensuing year.

ADVISORY COMMITTEE

SECTION 3. An Advisory Committee may be appointed by the President at the beginning of each Club year. So far as feasible, a majority of the Committee shall be selected from members who shall have served as President of the Club and the balance from members who shall have been members of the Club for at least three years immediately prior to their appointment to the Committee. The Committee shall function in an advisory capacity only. Its duties shall be to meet from time to time during each Club year to consider such matters, as it may deem appropriate and for the best interest of the Club. It shall offer or bring to the attention of the Officers or Directors, or the membership at large, such matters, suggestions or recommendations as it deems appropriate and which may pertain to the maintenance of the standards or traditions of the Club, or which in its

judgment may seem desirable and for the general welfare and advancement of the interests of the Club.

OTHER STANDING COMMITTEES

SECTION 4. Other standing committees shall be appointed by the President, with approval of the Board of Directors.

SECTION 5. Special interest sections may be organized or discontinued by the Board of Directors if necessary due to non-participation.

SECTION 6. The chairmen of the Building and Grounds and Rental Committees shall be ex-officio members of the Board of Directors, without voting privileges.

ARTICLE VI

DUES AND ASSESSMENTS

SECTION 1. Annual dues shall be payable, at the beginning of each Club year, on June first. If requested by a member, the dues may be paid in two installments, payable June first and December first. Membership accounts become delinquent if the current dues have not been received 60 days after the date they became payable. Approved applicants become members in good standing upon the payment of their first-year membership dues. New members' first-year dues shall be calculated as follows: If they join between June 1 and November 30: full year of membership dues payable for the first year; if they join between December 1 and May 31: one half-year of membership dues payable for the first year. Any increase in annual dues shall be recommended by the Advisory Committee (if in session), the Finance Committee, and the Board of Directors and proposed to the membership at a regular business meeting which shall require a two-thirds vote of all members present and voting.

SECTION 2. Membership dues may be waived by the Board of Directors in special circumstances.

SECTION 3. Members residing at a distance too far for regular attendance shall pay half the regular dues.

SECTION 4. Any assessment may be recommended by the Board of Directors or by a majority of members present and voting at a regular Club meeting. After notice in the Club Bulletin or by separate letter, acceptance of the recommendation shall be a documented vote of members and requires a two-thirds vote of members voting within ten days of the notice in the Club Bulletin.

SECTION 5. If dues or assessments are two months in arrears, membership may be denied by the Board of Directors, who shall notify the member in writing.

SECTION 6. Resignation of members in good standing shall be by written notice addressed to the President.

SECTION 7. Reinstatement of membership shall be by written request sent to the President and voted upon by the Board of Directors.

SECTION 8. Guests of members shall be admitted to all functions except those restricted in the Calendar or Bulletin for "Members Only" or "Members and families." A guest register shall be kept for all Fireside and Social meetings.

ARTICLE VII

SPECIAL FUNDS

SECTION 1. A building fund shall be designated for making improvements or additions to Club property or for payment of any indebtedness of the Club. At the beginning of the Club year, the Board of Directors shall budget the amount to be transferred to this fund on May 31 of that Club year. If the full budget amount is not available, the Board shall either officially reduce the amount to be transferred that year or explore alternative ways of raising the budgeted amount (fundraisers, special assessments, etc.).

SECTION 2. A memorial fund shall be established to receive funds designated as memorials or honorariums and shall be used only by approval of the Board of Directors.

SECTION 3. Special funds may be established by the Board of Directors.

SECTION 4. Endowment funds may be established as designated by special bequests using only the income derived and approved by the Board of Directors.

ARTICLE VIII

MEETINGS

SECTION 1. The annual meeting of the Club shall be held on the first Monday in May, at which meeting reports of Officers and Committees shall be requested, and such other business transacted as may come before any regular meeting.

SECTION 2. Regular business meetings shall be held on the first Monday of each month except as follows July, and August—no meetings; September—on the second Monday, January—on the first Monday after the New Year's holiday. These dates may be changed by the Board of Directors if necessary.

SECTION 3. Special meetings of the Club may be called at any time by the President or by vote of the Club or by any three of the Directors. Due notice of such meetings shall be sent to the members. Business transacted at a special meeting shall be limited to that for which the meeting was called.

SECTION 4. The Board of Directors shall meet every month except in July, and August, unless at the discretion of the Board an additional meeting is needed. The time and place of the meetings are to be determined by the President with approval by the Board. Special meetings of the Board of Directors may be called by order of the President or on request of three Directors.

SECTION 5. The official Club year shall begin on June first, at which time the Officers and Directors for the ensuing year shall assume their duties.

ARTICLE IX

QUORUM

Twenty percent (%) of the full membership, present at any meeting of the Club, shall constitute a quorum for the transaction of business. Should a quorum not be present, any action taken at the meeting shall be ratified at the next meeting.

ARTICLE X

CONDUCT OF MEETINGS

All meetings of the Club, including Board of Directors and Member Meetings, shall be conducted according to Robert's Rules of Order, except in cases where they are inconsistent with the Bylaws of the Club.

ARTICLE XI

AMENDMENTS

Additions and Amendments to these Bylaws may be made by two-thirds vote of all members present and voting at any regular business meeting of the Club. The text of the proposed Additions and Amendments, and notice of the time of voting thereon, shall be given in two regular Club Bulletins issued prior to the meeting at which action on such proposed Additions and Amendments shall be taken.