

Article III. Directors and Officers

Section 1. Board of Directors.

A Board of Directors consisting of nine members shall have general supervision of the affairs of the Club, subject to these Bylaws.

Three Directors shall be elected by the membership at the General meeting held on the first Tuesday in December. Directors shall serve a term of three years commencing January 1st.

The election of Directors shall be conducted by the Elections Committee in accordance with elections procedures approved by the membership prior to the election. Vacancies on the Board of Directors shall be filled in accordance with elections procedures approved by the membership.

Every Director shall read the current Bylaws and policies and procedures manual and sign a memorandum acknowledging such. The memorandum shall be kept with the permanent records.

Section 2. Board Leadership and Officers.

A Chairman and a Vice Chairman of the Board of Directors shall be elected by the incoming Directors and incumbent Directors with at least one (1) year remaining on their term at the December Board of Directors meeting, and shall serve for a term of one year commencing January 1st. Outgoing Directors shall not vote on the new Chairman. The December Directors meeting will be conducted by the current Chairman and current Directors.

The Chairman of the Board's Duties shall include but are not limited to:

- 1) Presiding over all Board of Directors meetings.
- 2) Serve as the official spokesperson of the Board of Directors.
- 3) Set the date, the time, and provide notification of all Special and Executive sessions of the Board of Directors.
- 4) Serving as an elected Director with voting privileges.

The Vice Chairman of the Board's duties shall include but are not limited to:

- 1) Serving as an elected Director with voting privileges.
- 2) Fulfilling the duties and obligations of the Chairman of the Board in his or her absence.

The Board of Directors shall appoint an Administrator annually, who shall not be a Director but must be a club member in good standing.

The duties of the Administrator shall include the following, as well as any other duties assigned by the Board of Directors:

- 1) Running the day to day operations of the corporation.
- 2) Presiding over all General meetings. In the absence of the Administrator, the Chairman of the Board shall preside. In the event both the Administrator and Chairman of the Board are absent, the Vice Chairman of the Board shall preside.
- 3) Implementing and over seeing policies and procedures developed by the Board of Directors.
- 4) Serving as one of the signatories of all corporation accounts along with the Treasurer.

The Board of Directors shall appoint a Secretary annually, who need not be a club member but shall not be a Director.

The duties of the Secretary shall include the following, as well as any other duties assigned by the Board of Directors:

- 1) Recording all proceedings of General membership and Board of Director meetings of the corporation, which are usually called the *minutes*.
- 2) Keeping on file all committee reports.
- 3) Keeping the Corporations official membership roll.
- 4) Making minutes and records available to members upon request.
- 5) Signing all certified copies of acts of the corporation (*minutes*).
- 6) Maintaining books in which the Bylaws, Policies and Procedures, Standard Operating Procedures (SOP) and the *minutes*, with any amendments to these documents properly recorded, and to have the current record books on hand at every meeting of the corporation.

The Board of Directors shall appoint a Treasurer annually, who need not be a club member but shall not be a Director.

The duties of the Treasurer shall include the following, as well as any other duties assigned by the Board of Directors:

- 1) Serving as one (1) of the signatories of all corporation accounts along with the Administrator.
- 2) Providing a monthly financial report at the General meeting.
- 3) Providing an annual financial report at the General meeting during the first quarter of the following year.
- 4) Collecting all dues, fees, taxes and assessments with the assistance of the Administrator.
- 5) Serving as a *de facto* member of the Finance and Audit committee.

6) Reconciling all of the corporation's financial accounts, including computerized accounting software, with bank statements on a monthly basis.

The Board of Directors may appoint one person to fill both the positions of Secretary and Treasurer.

Section 3. Term of Office.

Directors shall serve a term of three years commencing on January 1st following the election and shall be officially sworn in at the January General meeting. In the event of a vacancy, a special election shall be conducted in accordance with Club procedure to elect a substitute Director, who shall serve for the remainder of the unexpired term. If the vacancy occurs within the last 6 months of the term of office, no special election would be required.

Section 4. Qualifications of Directors.

Candidates for Director must be members in good standing who have been members in good standing not less than 48 months prior to the date of the election.

Section 5. Powers and Duties of the Board of Directors.

The Board of Directors shall establish written policies and procedures for the governance and operation of the corporation; ensure compliance with Federal, State, and local laws as well as the Bylaws and the policies and procedures of the corporation; oversee management and operations of the corporation; oversee maintenance of buildings, grounds, facilities and assets of the corporation; hire, fire, discipline, set compensation and terms and conditions of employment and supervise the Administrator and other employees of the corporation; address complaints and concerns of members; and hear and resolve disputes between members regarding corporation business.