

BYLAWS OF THE CATHOLIC ALUMNI CLUB OF PITTSBURGH, INC.

Revised: September 15, 2009

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Article I. NAME

The name of this corporation shall be Catholic Alumni Club of Pittsburgh, Incorporated.

Article II. REGISTERED OFFICE

The corporation shall have and continuously maintain in the Commonwealth of Pennsylvania a registered office, as required by the Pennsylvania Nonprofit Corporation Act, and duly filed with the Pennsylvania Department of State. The address of the registered office may be changed from time to time by a resolution adopted by a majority of the Board of Directors.

Article III. PURPOSES

The purposes for which this corporation is formed are:

- A. To bring together unmarried, college-educated Catholic men and women and unmarried Catholic nurses who may or may not be college educated but who are otherwise registered nurses, exclusively for religious, cultural, social, charitable, educational, and recreational purposes, and to that end, to encourage, to promote, and to hold social, cultural, charitable, educational, religious, and recreational activities.
- B. To encourage and to permit such unmarried Catholic men and women of similar cultural and educational backgrounds to meet in a Catholic environment.
- C. To encourage such unmarried Catholic men and women to recognize and to accept their responsibilities as Catholic lay persons, and to channel their education and talents to the end that the individual, the community, the nation, and the world as a whole may receive the benefit as a result thereof.

Article IV. MEMBERS***Section 1. Eligibility***

Membership in this corporation is restricted to persons who are:

- A. Members of the Catholic faith
- B. Single and free to marry in the Catholic Church
- C. Graduates of a two-year or four-year accredited college or university or registered nurses
- D. Over twenty-one (21) years of age
- E. Or who qualify under Section two (2), Special Consideration for Membership.

Section 2. Special Consideration for Membership

Individuals who qualify for membership in all particulars except for the college graduation requirement may be admitted to full membership at any board meeting provided that the number admitted under this section shall not exceed the proportion specified in the International Constitution*. Applications must be made in writing by a board member on behalf of the candidate at any board meeting.

*20% as of 2009

Section 3. Election of Members

The Board may not refuse membership to any person who is otherwise eligible unless good cause is shown. Individuals not otherwise eligible may be elected to membership by the Board of Directors through an affirmative vote of the majority of the directors present at a regularly scheduled board meeting.

Section 4. Voting Rights

Each member shall be entitled to one vote on each matter submitted to a vote of the members. There shall be no cumulative voting.

Section 5. Resignation

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 6. Termination or Suspension of Membership

The Board of Directors, by affirmative vote of the majority of the Board members present, may suspend or expel a member for good cause after an appropriate hearing.

A. Cause for Suspension or Expulsion

When a member uses corporate funds for personal use, has used a position of authority in the club in a way that severely infringes on the rights of (an) other member (s) or has committed some act that is clearly in violation of the penal and/or civil code of the State of Pennsylvania and/or the United States Government, he/she become eligible for a hearing to determine whether or not he/she shall be suspended or expelled from the club.

B. Procedures for Suspension or Expulsion

1. Once a member becomes aware of such an incident by another member they have sixty (60) days to notify the Board at a regularly scheduled board meeting.
2. Once the alleged incident has been reported at a regularly scheduled board meeting, the Board has sixty (60) days to ascertain whether a hearing is deemed appropriate and will notify all parties within a reasonable time period via certified mail of its decision.
3. When a member has been accused and it has been determined that a hearing is appropriate, the procedure will be as follows:
 - a. Such member shall be notified in writing of the exact charges, the name (s) of the person (s) bringing the charges and the approximate dates such offenses took place, as well as the name (s) of the person (s) testifying on behalf of the club. The written notice will be sent to the accused member by certified mail return receipt or by personal service, delivery made by the secretary.

- b. Such member may ask another member to serve as his/her advocate at the hearing. The presiding Officer must be notified in writing by the accused member at least twenty-four (24) hours before the hearing and be provided with the name (s) of the person (s) serving as advocate as well as the person (s) serving as witnesses on behalf of the accused. The person (s) serving as witnesses must be present at the hearing. Written testimony will not be accepted.
- c. The President shall represent the corporation at the hearing.
- d. The First Vice President will be the Presiding Officer and, therefore, will have no vote in the proceedings.
- e. All other officers, i.e., Second Vice President, Secretary, and Treasurer, as well as a majority of the Board Members must be present.
- f. A member of the board who serves as a witness for either the club or the accused member, or brings charges against the accused member, may not be party to the decision-making process which determines the outcome of the proceedings.
- g. The proceedings must be taped and submitted for holding to the Catholic Alumni Club International Board.
- h. The confidentiality of the proceedings may not be broken. The proceedings, beginning with the notice sent to the accused member and any matters discussed at the hearing including the vote of the Board, will be held in strictest confidence by all parties involved. Discussion of the proceedings with members not present will make those privy to the proceedings eligible for censure. Such censure will be determined by the majority of the Board.
- i. The accused member shall be notified in writing via certified mail return receipt, of the decision of the voting members present at the proceedings.

C. Appeal Process

- 1. The accused member will have two (2) weeks to submit a written appeal to the Presiding Officer. The day the accused member receives the notification is the first day of the two (2) week period.
- 2. The decision of the voting members present shall be final at the end of the two (2) week period.
- 3. Any appeal made after the time period shall be considered invalid and hence will not be considered.
- 4. The Presiding Officer, upon receipt of the written appeal, shall notify the voting members present in writing of such appeal. The hearing for the appeal made by the accused member shall take place at a time convenient to all parties, but within thirty (30) days after the two (2) week appeal period. It will be the duty of the Presiding Officer to notify only those witnesses who attended the proceeding. It will be the duty of the accused member to notify his/her advocate and his/her witnesses of the date, time, and place of the appeal hearing. No

appeal hearing will be carried into the term of newly elected officers & board members.

5. The action of the Board at the proceedings may not be considered as a complaint against the accused member, according to the penal and/or civil codes of the State of Pennsylvania and/or the Government of the United States.

D. Termination for Non-Payment

The Board may by majority vote of those present at any regularly constituted meeting terminate without a hearing the membership of any member who shall be in default in the payment of dues for a period exceeding one (1) month provided such member was given notice of his/her delinquency.

Section 7. Reinstatement

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of the members of the Board present, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 8. Transfer of Membership

Membership in this corporation is not transferable or assignable.

Article V. MEETINGS OF MEMBERS

Section 1. Annual Meeting

There shall be an annual meeting of the members of the corporation to be held in October or November of each year for the purpose of presenting the new candidates for office and for the transaction of such other business that may come before the meeting.

Section 2. Special Meeting

Special meetings of the members may be called by the President, by a majority of the Board of Directors, or by not less than 10% of the general membership.

Section 3. Place of Meeting

The Board of Directors may designate any place within the County of Allegheny, Commonwealth of Pennsylvania, as the place of meeting for any annual meeting or for any special meeting.

Section 4. Notice of Meetings

Written notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting. Notice shall be given not less than ten nor more than fifty days before the day of such meeting, by or at the direction of the President, Secretary, or the officers or persons calling the meeting. However, there shall be at least ten (10) days written notice of the annual general membership meeting.

In the case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. Informal Action by Members

Any action required by law to be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum

At the General Membership Meeting, 25% of the total membership of the club eligible to vote shall constitute a quorum.

Section 7. Manner of Acting

Unless otherwise provided in a bylaw adopted by the members, every member of a nonprofit corporation shall be entitled to one vote. A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum of 25% of the total membership is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these Bylaws.

Section 8. Voting by Mail

Where officers are to be elected by members, such election may be conducted by mail or in such manner as the Board of Directors shall determine.

Article VI. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the Commonwealth of Pennsylvania, but must be members in good standing of the corporation.

Section 2. Tenure and Qualifications

- A. Each director shall hold office until the end of the calendar year and until his/her successor has been appointed or elected. Each director must be a member of the corporation in good standing. The Board of Directors shall include the officers of the corporation, the chairperson of the standing committees and four other persons who would be appointed by the President and approved by the majority of the Board.
- B. All directors on the Board shall have paid their membership dues for the consecutive twelve (12) month period immediately prior to taking office.
- C. A director may designate a proxy in writing to represent that post at a designated Board Meeting. No one person may carry more than two (2) votes.

- D. In the event that a chairperson is not readily available for each committee, a committee member or sub-committee member is permitted to vote in lieu of the chairperson, hereby making it easier for the Board to reach a quorum at meetings.

Section 3. Regular Meetings

A regular meeting of the Board of Directors shall be held monthly with a written notice to all Directors. The Board of Directors may provide by resolution the time and place, either within or without the Commonwealth of Pennsylvania, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or by a majority of the Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the County of Allegheny, Commonwealth of Pennsylvania, as the place for holding any special meeting of the Board called by them.

Section 5. Impromptu Board Meetings

- A. A majority of the Board is present or may be immediately contacted.
- B. Acceptance of any motion shall require sufficient affirmative votes as if the entire Board were present.
- C. The matter must be brought up under "Old Business" at the next regularly scheduled Board Meeting and be included in the minutes of that meeting.

Section 6. Quorum

A majority of the Board of Directors shall constitute a quorum for the Transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may reschedule the meeting from one time to another time without further notice.

Section 7. Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 8. Removal

Any Director may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the best interest of the corporation would be served.

Section 9. Vacancies

Any vacancy occurring in the Board of Directors because of death, resignation, removal, disqualification or otherwise may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director

elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of such Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors present.

Article VII. OFFICERS

Section 1. Officers

The officers of this corporation shall be a President; a First Vice President; a Second Vice President; a Secretary; a Treasurer; and an assistant Treasurer, when appointed. No two offices may be held by the same person. Each officer shall be an ex-officio member of all standing committees.

Section 2. Election and Term of Office

The Officers of this corporation shall be members in good standing and shall be elected by the membership within 30 days of the annual meeting. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. Each Officer shall hold office until his successor shall have been elected and shall have qualified. The term of office shall be from January 1 to December 31 of each year.

Section 3. Removal

Written notice within a two week time period must be given to any Officer prior to a meeting of the Board at which removal action of that Officer is contemplated.

Section 4. Vacancies

A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President

The President will be the principal executive officer of the corporation and shall in general supervise and control all of the business affairs of the corporation. He/she shall preside at all meetings of the members and of the Board of Directors. He/she may sign with the Secretary or any proper officer of the corporation (authorized by the Board of Directors) any deeds, mortgages, bonds, contracts, or instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be eligible to succeed himself/herself after having completed one full term. He/she shall not be eligible to serve more than two (2) full terms; either consecutively or non-consecutively.

Section 6. First and Second Vice President

- A. The duties of the First Vice President shall normally be administrative but not restricted thereto; he or she shall perform the duties of the President in his or her absence or inability to act or refusal to act, and shall have all the powers of and be subject to all the restrictions of the President's position.
- B. In the absence of the First Vice President, the Second Vice President shall perform the duties of the President, in the same manner set forth for the First Vice President, and he/she shall perform duties normally related to activity committees but not restricted thereto.
- C. Any Vice President shall perform such duties as from time to time may be assigned to him by the President or by the Board of Directors.
- D. Neither the First Vice President nor the Second Vice President shall be eligible to serve another term in these respective offices, if either party has completed two (2) full terms, either consecutively or non-consecutively.

Section 7. Treasurer

- A. The Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/She shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.
- B. The Treasurer shall prepare the annual budget of the corporation to be submitted to the Board of Directors for approval. He shall prepare a written report stating all receipts and expenditures and present to each regular monthly meeting of the Board of Directors.
- C. The Treasurer's books shall be audited annually by any qualified person other than a member of the Board of Directors.
- D. The Treasurer shall be able to succeed himself/herself provided that he/she shall not serve more than two (2) full terms, consecutively or non-consecutively.
- E. An Assistant Treasurer may be appointed by the President to aid the Treasurer in performance of his duties if deemed necessary.

Section 8. Secretary

- A. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for the purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of seal of the corporation and see that the seal of the corporation under its seal is duly authorized in accordance with the provisions of the Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to

him/her by the Board of Directors. The Secretary shall be able to succeed himself/herself provided that he/she shall not serve more than two (2) full terms, either consecutively or non-consecutively.

- B. The Secretary shall be responsible for notifying the membership of the names of all candidates for each office and the date of the election. The notice of candidates for office and date of election must be mailed to all members at least a week before the election. The method of voting may be determined by the Board of Directors.

Article VIII. ELECTION OF OFFICERS

Section 1. Nominations

Nominations for officers of the club shall be made by a nominating committee composed of three or more club members appointed by the Officers and approved by the Board. Current officers may not compose more than half of this committee, and the committee must nominate more than one candidate for each office. Additional nominations may be made by petition signed by ten members in good standing. Any nominee petitions must be presented at least one week before the general membership meeting to the nominating committee. Candidates for Executive Office may not serve on the nominating committee.

Section 2. Nominating Committee Report

The nominating committee report must be submitted to the President at least one week prior to the regularly scheduled meeting of the membership immediately preceding the next annual election, at which meeting the President shall announce the names of candidates for each office.

Section 3. Announcement of Candidates

The Secretary shall be responsible for notifying the membership of the names of all candidates for each office and the date of the election. The notice of candidates for office and date of election must be mailed to all members at least a week before the election. The method of voting may be determined by the Board of Directors.

Section 4. Counting of Votes

Votes are to be counted by the members of the Nominating Committee and one additional impartial observer (such as the chaplain or other non-member, as approved by the Board). Results of the election are reported by the committee to the Board within 48 hours of the final count. The Secretary shall notify all candidates of the results of the election within one week of the final count and shall record the official results for historical reference. Results to be announced to the general membership no later than December 31st.

Article IX. COMMITTEES

Section 1. Standing Committees

The standing committees of the corporation shall be: Community Service, Cultural, Hospitality, Membership, Publicity, Spirituality, Social, Sports, Newsletter, Bylaws, and any other committees approved by the board each year.

Section 2. Election and Term of Office

The President shall appoint, subject to approval by a majority of the Board, members in good standing to serve in the capacity of chairperson and/or co-chairpersons of each Standing Committee. Each chairperson shall hold office until his/her successor shall have been appointed and approved by the Board. The term of office shall be from January 1 to December 31 of each year.

Section 3. Voting Rights

Each committee chairperson shall be entitled to cast only one (1) vote in his/her capacity as a member of the Board of Directors of this corporation. When there are co-chairpersons of the same standing committee present at any meeting of the Board, then that one (1) vote shall be divided equally among the aforesaid co-chairpersons.

Section 4. Vacancy

A vacancy in the chairpersonship of any committee shall be filled by appointments made in the same manner as in the case of the original appointments.

Section 5. Rules

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Article X. CONTRACTS, LOANS, CHECKS, DEPOSITS, & GIFTS**Section 1. Contracts**

The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. Loans

No loan shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer, or the President, or the Secretary, or the Assistant Treasurer if appointed.

Section 4. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation.

Article XI. MEMBERSHIP CARDS**Section 1. Membership Cards**

The Board of Directors may provide for the issuance of cards evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such cards shall be signed by the Membership Chairperson or by such other person as the Board of Directors may from time to time designate.

Section 2. Issuance of Cards

When a person has been elected to membership and has paid any dues that may then be required, a card should be issued in his/her name and transmitted to him/her by the membership Chairperson or by such other person as the Board of Directors from time to time may designate.

Article XII. BOOKS/RECORDS**Section 1. Keeping Records**

The corporation shall keep correct and complete financial records and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote and a record of all elections to the Executive Board. All books and records of the corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

Section 2. Distribution and Transfer

It is the responsibility of the outgoing officers and committee chairpersons to transfer all documents, materials or other goods of their offices and respective committees to the incoming officers and committee chairpersons by the first board meeting.

Article XIII. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Article XIV. DUES**Section 1. Annual Dues**

The Board of Directors may determine from time to time the amount of dues payable to the corporation by its members.

Section 2. Payment of Dues

Dues shall be payable as the Board of Directors may determine from time to time.

Article XV. SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation.

Article XVI. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Pennsylvania Nonprofit Corporation Law or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XVII. RULES OF PROCEDURE

The rules of procedures at meetings of the Board of Directors and meetings of the membership shall be according to Robert's latest book on parliamentary procedure so far as applicable and when consistent with these Bylaws.

Article XVIII. AMENDMENTS TO BYLAWS**Section 1. Proposal of Changes**

Proposed changes to both the Constitution and Bylaws shall be introduced and considered for voting as follows:

- A. Any voting member of the Club who is in good standing may propose an amendment.
- B. The proposed amendment shall be introduced for consideration, in writing, at any regular board meeting.
- C. The board shall vote within the following two regular board meetings on putting the proposed amendment before the membership for adoption.
- D. An affirmative vote on the proposed amendment by at least one third of the voting board members will require that the proposed amendment be put before the membership for a vote.

Section 2. Voting Process

All voting on proposed amendments to these Bylaws or Constitution shall be conducted as follows:

- A. Voting shall be by mail balloting only with a strict accounting of ballots.
- B. The conducting and recording of the vote shall be done by at least three voting members of the club approved in advance by the board.
- C. The voting shall take place within three months after the board vote, requiring the proposed amendment be placed before the membership for a vote.
- D. Notice of proposed amendment(s) to the Bylaws shall be given in the Club Newsletter prior to the mailing of the ballots.
- E. All voting members in good standing one week prior to the date ballots are mailed shall be eligible to vote.
- F. Three weeks from the mailing of the ballots shall be allowed for members to return their ballots. Ballots shall remain sealed until counted in the presence of at least those three members approved by the board to conduct the voting.

Section 3. Passage of Proposed Bylaw Amendments

The following must be fulfilled for a proposed Bylaw Amendment to pass:

- A. A quorum must be obtained. Twenty-five percent of the total membership entitled to vote shall constitute a quorum.
- B. A majority of the total vote cast is necessary to pass any proposed amendment to the Bylaws.

Section 4. Recording of Amendments

All amendments to the Bylaws or Constitution shall be recorded as follows:

- A. The members conducting the voting shall announce the results of the voting at the next regular board meeting after the votes are counted.
- B. The results shall then be submitted in writing to the secretary for inclusion into the minutes of the meeting. The written results shall include the exact wording of the amendment, the total number of members entitled to vote at the time, number of "yes" votes, and number of "no" votes.