

**FORT BEND FRIENDS AND NEIGHBORS**  
**SOCIAL BYLAWS**  
**(Revised August, 2020)**

**ARTICLE I**  
**NAME**

**Section 1.01 Name**

The name of this Texas nonprofit 501(c)(7) organization will be FORT BEND FRIENDS AND NEIGHBORS, herein after referred to as The Club.

**ARTICLE II**  
**PURPOSE AND OBJECTIVES**

**Section 2.01 General Purpose**

The Club is organized exclusively for social, educational, and charitable activities.

**Section 2.02 Objectives**

The Club commits its purpose to:

- A. provide an opportunity for members to become acquainted with other women within the community;
- B. provide an atmosphere of friendship, goodwill, and helpful information for Club members in the local community; and
- C. promote charitable, social, and humanitarian projects within Fort Bend County.

**Section 2.03 Governing Board**

The Governing Board is empowered to oversee the administration and operation of The Club in accordance with the terms and provisions of its constituent documents. Past, current, and incoming Club officers will work together to customize a seamless leadership plan that incorporates current Club strengths and best practices. This includes:

- A. developing long-range goals that address the elements of an effective nonprofit 501(c)(7) social organization;
- B. setting annual goals that support long-range goals;
- C. communicating effectively with all The Club leaders and members;
- D. keeping members informed by holding regular Club meetings/activities;
- E. ensuring continuity in leadership and Club projects from year to year;
- F. customizing The Club bylaws to reflect Club operations and practices;
- G. promoting volunteerism within The Club to support activities evolving from members' interests; and
- H. encouraging members to be active in The Club projects or functions, thereby preserving membership growth and retention.

**ARTICLE III**  
**POLICY**

**Section 3.01 Non-Discrimination**

The Club will in no way discriminate against members or prospective members because of race, color, creed, religion, national origin, income, marital status, educational background or any other factor. The Club will not hold General Membership Meetings or special events in any establishment which chooses not to admit persons because of race, color, creed, religion, national origin, income, marital status, educational background or any other factor.

**Section 3.02 Political Activities**

The Club is nonpartisan, nonsectarian, and sponsors no legislative or political activities.

**Section 3.03 Property of The Club**

The information in The Club directory is privileged and confidential. It exists for the use of The Club members in the normal conduct of Club business. No member or business should financially benefit from the use of The Club directory or its members' personal information.

**Section 3.04 Activity Group Funding**

All activity groups of The Club will be self-supporting.

**Section 3.05 Spouse Activities**

A spouse or significant other of a member may accompany said member only to The Club's couple's activities.

**Section 3.06 Conflict of Interest**

The purpose of the Conflict of Interest Policy is to protect The Club's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer of The Club or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

**A. Definition**

**1. Interested Parties**

Any officer, chairperson, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which The Club has a transaction or arrangement,
- b. Compensation arrangement with The Club or with any entity or individual with which The Club has a transaction or arrangement, or

- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which The Club is negotiating a transaction or arrangement.

3. Compensation

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

- B. Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, she will leave the Governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members will decide if a conflict of interest exists.

3. Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Governing Board or committee meeting, but after the presentation, she will leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the Governing Board or committee will, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Governing Board or committee will determine whether The Club can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Committee will determine by a majority vote of the disinterested Executive Committee members whether the transaction or arrangement is in The Club's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it will make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy

- a. If the Governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it will inform the

member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it will take appropriate disciplinary and corrective action.

#### 5. Records of Proceedings

The minutes of the Governing Board and all committees with board delegated powers will contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest about an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committees decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### 6. Compensation

- a. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from The Club for services is precluded from voting on matters pertaining to that member's compensation.
- b. No voting member of the Governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from The Club, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### 7. Annual Statements

Each officer, chairperson and member of a committee with Governing Board delegated powers will annually sign a statement which affirms such person:

- a. Has received a copy of the Conflict of Interest Policy
- b. Has read and understands the Policy,
- c. Has agreed to comply with the Policy, and
- d. Understands the Club, in order to maintain the federal tax status, must engage primarily in activities which accomplish one or more of its purposes.

#### 8. Periodic Reviews

To ensure The Club operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews will be conducted. The periodic reviews will, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to The Club's policies, are properly recorded, reflect reasonable investments or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
9. Use of Outside Experts  
When conducting the periodic reviews, The Club may, but need not, use outside reviewers. If outside experts are used, their use will not relieve the Governing Board of its responsibility for ensuring periodic reviews are conducted.

### **Section 3.07 Whistleblower**

#### **A. General Policy**

All members, chairpersons and officers of The Club will be protected from any disadvantage caused by raising legitimate concerns and will report suspected illegal activities within the organization.

#### *Purpose*

The Club encourages its members, chairpersons and officers to maintain high ethical standards. This Whistleblower Policy is meant to provide a confidential and effective means for reporting suspected violations of the law. It further serves to protect individuals who report suspected violations from retaliations in any form.

1. Safeguards
  - a. Confidentiality  
An individual may report a suspected Confidentiality violation anonymously or on a confidential basis, keeping in mind that during the investigation it may become necessary that the source of the complaint be identified.
  - b. Retaliation  
No individual who reports a suspected violation in good faith, whether the allegation turns out to be correct, will be subject to any form of retaliation, including harassment, or removal, by The Club or its members. Anyone who retaliates against a complainant will be subject to disciplinary action.  
The Club will not retaliate against members who disclose or threaten to disclose to an officer, chairperson or any public body, any activity, policy, or practice of The Club that the member reasonably believes is in violation of a law, or a rule or regulation mandated pursuant to law, or is in violation of a clear mandate or public policy concerning the health, safety, welfare, or protection of the environment.
- C. Malicious Allegations  
An individual is not required to prove the truth of an allegation but is required to act in good faith. Any individual who does not act in good faith in reporting a suspected violation may be subject to disciplinary action, including expulsion from The Club.

2. Procedure

a. Open Door Policy

If a member reasonably believes that some policy, practice or activity of The Club is in violation of the law, or a clear mandate or public policy, the member should share their questions, concerns, suggestions, or complaints with an officer or chairperson who may be able to address them properly. If the concerns are not addressed, the individual should make a formal complaint as outlined below.

b. Reporting Violations

If an individual reasonably believes that some practice of The Club, a member of the Governing Board or a board committee, any member, or another individual or entity with which The Club has a business relationship is in violation of the law, the member must file a written complaint with the President.

c. Handling Reported Violations

The President will contact the complainant within ten (10) business days and acknowledge the reported violation was received. The complainant will be notified about what actions will be taken. If no further action or investigation is to follow, an explanation for the decision will be given to the complainant.

Any complainant who reasonably believes they have been retaliated against in violation of this Whistleblower Policy will follow the same procedures as they did when they filed the original complaint.

**Section 3.08 Business Tag Lines**

When conducting The Club business through emails, fax, USPS mail or any other means, the Executive Committee Officers, Governing Board and Activity Group Leaders cannot use their business tag lines.

**Section 3.09 Locations for Monthly General Membership Meetings and Coffee Socials**

All monthly General Membership Meetings and Coffee Socials will be held in members' homes or members' HOA club houses without expense to The Club. All requests that deviate from this policy will go before the Executive Committee for approval.

**Section 3.10 Program Reservations and Activities**

Monies received for program reservations or activities will not be refunded, unless otherwise stated.

**ARTICLE IV**

**MEMBERSHIP**

**Section 4.01 Membership Requirements**

A. Full Membership

Full Membership is open to any woman who resides in Fort Bend County and who pays yearly membership dues as determined by the Executive Committee. Each member is entitled to one vote; either in person or by the designated, signed club provided Absentee Ballot. Full Membership allows members to participate in all club activities, events, and luncheons, as well as, hold a position on the Governing Board.

**B. Associate Membership**

Associate Membership will be open to a Fort Bend Friends and Neighbors member who relocates outside Fort Bend County, Texas and will be defined as an Associate Member. Associate Membership dues will be determined by the Executive Committee and are due and payable in accordance with the rules and regulations of a Full Membership. Voting privileges are not available to Associate Members. An Associate Member may participate in all Club activities, events and luncheons. An Associate Member may not hold a position on the Governing Board or any committee.

**Section 4.02 Prospective Membership**

Membership in The Club is required to participate in any of the activity groups. After a Prospective Member has attended two (2) General Membership Meetings and/or activities as a guest, they must become a Member to continue participating.

**Section 4.03 Membership Dues**

All members will pay annual membership dues to The Club, in an amount as determined by the Executive Committee, which covers the period from June 1 to May 31. Any club member whose dues become delinquent as of August 1 will be dropped from The Club membership and mailing list. A Prospective Member joining The Club for the first time after December 1 until March 31<sup>st</sup> will pay half the amount of the annual dues for the remaining term of that fiscal year. A Prospective Member joining The Club for the first time after March 31<sup>st</sup> will pay the dues as designated for that year. This gives this FIRST-TIME member a 14-month membership. There will be no refund of membership dues to any member.

**Section 4.04 Termination of Membership**

Any member may voluntarily resign from The Club. If a member no longer resides in Fort Bend County, membership will be terminated effective the following year. The membership status of each member of The Club will automatically terminate upon the member's death, resignation, or failure to pay dues.

**ARTICLE V**

**MEETINGS**

**Section 5.01 General Membership Meetings**

There will be at least one monthly General Membership Meeting at which The Club business will be transacted. Reports will be made by officers and chairpersons. At this time, the Activity Chairperson may inform the members of upcoming activities.

**Section 5.02 Annual Meeting**

The last meeting of The Club's fiscal year (June 1 through May 31) will be referred to as The Annual Meeting. The Governing Board for the upcoming year will be installed at that time.

**Section 5.03 Governing Board Meetings**

The Governing Board will hold regular meetings that are open to all members, a minimum of one per quarter.

**Section 5.04 Executive Committee Meetings**

Executive Committee Meetings may be called by the President whenever necessary.

**Section 5.05 Turnover Meeting**

The May Turnover Meeting will consist of outgoing and incoming officers and chairpersons. The purpose of this meeting is to transfer and review job-related materials.

**Section 5.06 Quorum**

A General Membership quorum is necessary for a vote. The quorum will consist of a majority of members in attendance at a General Membership Meeting or Annual Meeting. An Executive Committee quorum will consist of a majority of Executive Officers.

**Section 5.07 Absentee Ballot**

The Club allows Absentee Ballots for its voting process in conducting Club business. Every member in good standing is allowed one vote. While it is encouraged that every member of The Club be present at the General Membership Meetings to hear any discussion/debate, there are times this is not possible.

The Absentee Ballot will be sent with each notification from the President of an upcoming vote at least ten (10) days prior to the vote. The Absentee Ballot can also be found on the FBFN webpage. There will be no absentee voting by email or fax. The signed Absentee Ballot is either mailed to the stated address or hand carried by another member to the General Membership Meeting. In both instances, the Absentee Ballot must be in a sealed envelope clearly marked "Absentee Ballot". If mailed, it is imperative that the ballot be received at the designated address by the deadline. Absentee Ballots not meeting these specifications will not be counted. (see Procedures Manual)

**Section 5.08 Action by Executive Committee Without a Meeting**

Any action by the Executive Committee or by any committee may be taken without a meeting if a quorum of the Committee consents to it in writing, or by electronic transmission and the writing(s) or electronic transmission(s) are filed with the minutes of proceedings of the committee. This filing will be in paper form if the minutes are maintained in paper form and will be in electronic form if the minutes are maintained in electronic form.

**Section 5.09 Remote Communication Meetings**

Remote communications are defined as any electronic communication including telephone conference, video conference, the internet, or any other method currently available or developed in the future by which members of the Executive Committee not present in the same physical location may simultaneously communicate with each other. A meeting of the Executive Committee may be held by any means of remote communication by which all persons at the meeting can hear and have a reasonable opportunity to participate. This remote participation in a meeting will constitute presence in person at the meeting. All votes or action taken at a meeting via remote communication will be noted in the written minutes at the next meeting.

**ARTICLE VI**  
**NOMINATING COMMITTEE**

**Section 6.01 Nominating Committee**

The Nominating Committee will be comprised of a minimum of five (5), preferably seven (7) members, who have been appointed by the President and approved by the Executive Committee no later than the January Governing Board Meeting. The Committee will select their chairperson and work within the guidelines provided. There should be coordination between the Nominating Committees of the Social and Foundation.

**Section 6.02 Duties and Responsibilities**

The Nominating Committee will present a proposed Slate of Officers to the Executive Committee for approval by the March Board Meeting. The Nominating Committee Chairperson will present the proposed Slate of Officers at the March General Membership Meeting. The annual election of Officers will be held at the April General Membership Meeting. (see Procedures Manual)

**ARTICLE VII**  
**EXECUTIVE COMMITTEE**

**Section 7.01 Executive Officers**

The Executive Officers of The Club will be President, President-Elect, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, and Past President. These officers comprise the Executive Committee.

**Section 7.02 Tenure**

Executive Officers will hold office for one year. Officers will have an option to present their name to the Nominating Committee to serve the same office for a second consecutive year, except for the President and President Elect who can only serve one term. A term is defined as having served at least six (6) months or more in office.

**Section 7.03 General Duties**

Executive Officers will perform the duties required of such officers, as outlined in their Job Descriptions. It is the duty of the outgoing officers to train the new officers and provide all necessary materials related to the job. There are referenced Job Descriptions available and they may be updated at any time without amending the bylaws. All of them are available on The Club's website.

**Section 7.04 President**

The President will be the Chief Executive Officer of The Club and will preside over all meetings, including General Membership, Executive Committee, and Governing Board. The President will be an ex-officio member of all standing and special committees, except the Nominating Committee. The President appoints all chairpersons and any special committees with the approval of the Executive Committee. The President will perform such other duties as usually pertain to the office of President.

The President must sign all contracts which commit The Club financially. The President only votes in case of a tie. (see Job Descriptions)

**Section 7.05 President-Elect**

The President-Elect will preside in the absence of the President over all meetings, including General Membership, Executive Committee, and Governing Board. The President-Elect will serve as an ex-officio member of all standing and special committees, except the Nominating Committee. The President-Elect will assist the President in promoting the objectives of The Club. The President-Elect will assume the office of President at the end of the President's term in office. Then, at the end of her term as President, she will assume the office of Past President thus pledging a multi-year commitment of service to The Club. The President-Elect will contact all new members and visitors to welcome them to The Club. (see Job Descriptions)

**Section 7.06 First Vice President**

The First Vice President will preside in the absence of the President-Elect over all meetings, including General Membership, Executive Committee, and Governing Board. The First Vice President will coordinate programs/luncheons and perform such other duties as may be assigned by the President. (see Job Descriptions)

**Section 7.07 Second Vice President**

The Second Vice President will preside in the absence of the First Vice President over all meetings, including General Membership, Executive Committee, and Governing Board. She will coordinate the General Membership Meetings and Coffee Socials. (see Job Descriptions)

**Section 7.08 Third Vice President**

The Third Vice President will preside in the absence of the Second Vice President over all meetings, including General Membership, Executive Committee and Governing Board. She will keep a current record of all new and existing members available to the Governing Board. The Third Vice President will notify the members as well as Activity Chairperson should a member become delinquent in their dues. As part of her duties, she will assist with the preparation of the membership directory. (see Job Descriptions) (see Procedures Manual)

**Section 7.09 Secretary**

The Secretary will take minutes at meetings of the Executive Committee, the Governing Board, and the General Membership. The Secretary will be responsible for maintaining, updating and posting The Club's corporate records on The Club's Website. (see Job Descriptions)

**Section 7.10 Treasurer**

The Treasurer will be charged with the responsibility of maintaining The Club's bank account and keeping accurate records of The Club's finances. She will be responsible for collecting receipts, disbursing funds, making all deposits and presenting a monthly financial report to the Governing Board, as well as posting the financial reports on The Club's Website. (see Job Descriptions)

**Section 7.11 Past President**

The outgoing President will become the Past President in an advisory capacity. The Past President will fulfill the duties of the Parliamentarian as well as be the Bylaws Chair if/when needed. The Past President is a non-voting position.

**Section 7.12 Voting Rights**

The Executive Officers will have the right to vote at board meetings except for the Past President. The President only votes in case of a tie.

**Section 7.13 Termination**

All Officers, Chairpersons and Activity Group Leaders will be active in carrying out their responsibilities, according to their Job Descriptions. Failure to do so may bring about a termination from office or from a committee but would not necessarily result in termination of membership in The Club.

Any officer, chairperson or activity group leader may be removed from office or committee for cause by a majority vote of the Executive Officers. If the officer in question of removal is a member of the Executive Committee, they will be excluded from this vote.

**Section 7.14 Delegation of Authority**

The Executive Committee reserves the authority to delegate the powers of any Officer to any other Officer or agent, notwithstanding a provision in these Bylaws.

**ARTICLE VIII  
ELECTION OF OFFICERS**

**Section 8.01 Election Procedures**

At the March General Membership Meeting the Chairperson of the Nominating Committee will present a Slate of Officers for the coming year. This will consist of President-Elect, First Vice President, Second Vice President, Third Vice President, Secretary, and Treasurer. At this time, additional nominations will be accepted from the floor. Nominations cease at the end of the March General Membership Meeting.

At the April General Membership Meeting, the election of officers will be held. If there were no nominations from the floor at the March General Membership Meeting, the Slate of Officers will be accepted by acclamation.

If nominations from the floor were received at the March General Membership Meeting, a ballot will be prepared and available for the April General Membership Meeting. The candidate(s) receiving a majority of votes from members in attendance, combined with the total of Absentee Ballots will be declared elected. A Tellers' report will be presented to the membership prior to the adjournment of the meeting and to the general membership via eblast/mail shortly thereafter. The Tellers' report will be included in the meeting minutes. (see Procedures Manual)

## ARTICLE IX

### GOVERNING BOARD – EXECUTIVE OFFICERS AND CHAIRPERSONS

#### Section 9.01 Executive Committee

The Executive Officers of The Club will be President, President-Elect, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, and Past President. These officers comprise the Executive Committee.

#### Section 9.02 Governing Board

The Governing Board will consist of all Executive Officers and Chairpersons. No one person may hold more than one position on the Governing Board unless there is a vacancy. It will be the duty of the Governing Board to coordinate plans and activities of The Club. The Governing Board will meet regularly.

#### Section 9.03 Chairpersons

Chairpersons will be Historian/Photo Gallery, Newsletter Editor, Sunshine, Publicity, Communications, Advertising/Directory and Activities. These positions are appointed by the President.

##### A. Historian/Publicity

Historian will keep a scrapbook/photo book of the year's activities to present to the outgoing President after year's end. A duplicate book should be kept for The Club records. She will update the Fort Bend Friends and Neighbors Website Photo Gallery, as needed. She is one of the Administrators of the FBFN Facebook page. (see Job Descriptions)

##### B. Newsletter Editor

Newsletter Editor publishes a newsletter on a regular basis. (see Job Descriptions)

##### C. Sunshine

Sunshine will notify the membership through the newsletter of member illnesses, deaths, etc. and send cards accordingly. (see Job Descriptions)

##### D. New Member Liaison

New Member Liaison will follow up on all prospects. She will directly contact all new members to orientate them to the 'benefits' of The Club, assist them in connecting with the website, Facebook, and answer any questions, as well, as introduce her to others, etc. (see Job Descriptions).

##### E. Website

The webmaster will maintain the club's website. She will coordinate with web provider.

##### F. Directory/Advertising/Distribution

The Directory committee will arrange for the preparation and distribution of the directory, annually. They will solicit businesses' paid advertisements for the membership directory, will obtain members' photos, and will merge them with contact info, and include the bylaws of both clubs as well as other pertinent info. The committee will distribute the books. (see Job Descriptions)

#### G. Activities

Activities will notify Activity Group Leaders of all new members' interests in joining a group, assist the new members in joining an activity group and act as liaison between the Governing Board and Activity Group Leaders. (see Job Descriptions)

Activity groups may consist of games (such as Bridge, Bunco, Mah-Jongg, Canasta) Lunch Bunch, Belles de Cuisine, Bookworms, Garden Friends, Wine Tasting, Out & About, Antiques & Collectibles, Stitchery, Knitting, Sunday Night Potluck Supper, etc.). Upon Board approval of any new activity, each Activity Group will select their own Activity Group Leader who will report their activities to the Newsletter Editor for the monthly newsletter.

#### H. Events

Events chairperson will organize 'events' that are 'one time' outings that may be social, educational, etc. (excludes activities outlined in responsibilities of an Executive officer or Activity leader).

#### Section 9.04 Vacancies

A vacancy during the year in any office will be filled by nomination from the Nominating Committee and a majority vote of the Executive Committee, except for the office of President, which is automatically filled by the President-Elect.

In the event of a vacancy in the office of President-Elect, the Nominating Committee will present a nominee to the Executive Committee. Upon acceptance by the Executive Committee, it will proceed to a vote by the general membership. (see Procedures Manual)

### ARTICLE X FINANCE AND RECORDS

#### Section 10.01 Fiscal Year

The fiscal year of The Club will be June 1<sup>st</sup> through May 31<sup>st</sup>.

#### Section 10.02 Review

There will be an annual review of The Club's operations made by an impartial, non-member reviewer who will be named at the April Governing Board meeting by the President. The books will be reviewed no later than thirty (30) days after the end of the fiscal year.

#### Section 10.03 Budget

A Budget Committee will include current and upcoming treasurers and others (such as First and Second Vice President) appointed by the President. The Budget Committee will present a budget proposal for the upcoming year between mid-April to May. This proposal will be voted on by the Executive Committee no later than the June Governing Board Meeting. If the review reveals adjustments/changes are required, the budget will be revised accordingly and voted on by the Executive Committee at the next Governing Board Meeting.

**ARTICLE XI  
RESOLUTIONS**

**Section 11.01 Resolutions**

No resolution which commits The Club on any matter will be considered by The Club until it has been submitted to and approved by a majority of the Executive Committee. After the Executive Committee, has discussed and approved a resolution committing The Club, notification must be sent via U.S. mail or electronically to the general membership at least ten (10) days prior to a General Membership Meeting. The notification will state that the said resolution committing The Club will be presented and put to vote at that General Membership Meeting. The Club will then proceed as the majority votes.

**ARTICLE XII  
AUTHORITY**

**Section 12.01 Parliamentary Authority**

The most current edition of Robert's Rules of Order, Newly Revised will be the parliamentary authority.

**ARTICLE XIII  
AMENDMENTS**

**Section 13.01 Amendments**

After approval by the Executive Committee, these bylaws may be amended by two thirds vote of members in attendance at a General Membership Meeting. These votes combine with the total of the absentee ballots, (provided notification has been sent via U.S. mail or electronically) to the general membership at least ten (10) days prior to a meeting.