

Central Carolina Radio Control Modelers, Inc.

By-Laws

CCRC_BL, 2/2015

I. NAME, OFFICE LOCATION, AFFILIATION, & SEAL

1. The formal name of the Corporation shall be Central Carolina Radio Control Modelers, Inc. and shall be known, designated and further referred to as CCRC or the Club. The Corporation shall operate for recreational purposes as a 501(C) Corporation.
2. The principal office of the Corporation shall be located in Randolph County, North Carolina.
3. The seal of the Corporation shall be oval in form and shall bear on its outer edge the words "Central Carolina R/C Modelers" surrounding a drawing of a Pitts style airplane and is Proprietary to the Corporation and may not be used without permission by the Board of Directors. The Board of Directors may change the form of the seal or the inscription thereon.
4. The Corporation's fiscal year will begin on January 1 and end on December 31 of each year.
5. CCRC is in affiliation and abides by the governance of the Academy of Model Aeronautics further referred to as the AMA.

II. OBJECTIVES

The objectives of this Club shall be:

1. To promote interest in and encourage the construction, design, building, and flying of radio control (RC) model aircraft for the enjoyment of modelers and the community.
2. To promote the development of fellowship among Club members and guests through participation in general sport flying, social events, competition, exhibitions and other RC-related activity.
3. To provide through lease, ownership, or other means, facilities available to members and guests to conduct Club activities such as, but not limited to, flight operations and/or social events.
4. To uphold and support the policies, guidelines, safety codes set forth by the Academy of Model Aeronautics and provide AMA Site Insurance for the Land Owner and Corporation.

III. MEMBERSHIP

A. Initiation of Membership

Any person, man or woman, of good character may join CCRC if the person:

1. Is interested in promoting the objectives of CCRC.
2. Is a member in good standing of the AMA, if a flying member. New CCRC members must obtain or hold a current AMA membership to gain flying privileges. Flying without a current AMA membership is absolutely prohibited.
3. Provides all required information and fees per Section IX requested by the Membership Application (Doc CCRC_BL_MA) and accepted as a provisional member by the Board of Directors.
4. Is accepted for full Membership by the affirmative vote of a majority of the members attending a regular membership meeting or special meeting. Prior to acceptance as a full member, for a period of 90 days, the member is a provisional member. If the provisional member is not accepted to Membership then all dues and fees will be returned to the applicant. Provisional members, non-flying members, student members, and members under 19 years old have no voting rights.
5. Agrees to be bound by the Club rules set forth by the Corporation. All CCRC members who sign the CCRC Membership Application (Doc CCRC_BL_MA) agree to the terms specified or implied by the Club rules as defined on a separate document entitled CCRC Rules and Regulations (Doc CCRC_BL_RR) further referred to as Rules and Regulations.

Four classes of Membership are available. Age and student status is determined on July 1st of each year. Open Membership – 19 years of age or older, Family Membership – Family Membership is defined as an Open Member, and/or a spouse and/or Junior Member and/or Student member living in the same household. Junior Membership – younger than 19 years old, Student Membership – younger than 24 years old and enrolled in and remain in an accredited school. Junior members under the age of 16 years old require adult supervision while on the flight line.

B. Revocation of Membership

CCRC Membership may be revoked by five affirmative votes of the Directors at a regular or special Board of Directors meeting if:

1. Member fails to pay CCRC dues in a timely manner as described by the CCRC Membership Application (Doc CCRC_BL_MA).
2. Member fails to maintain good standing in AMA. Renewing CCRC Members must maintain an AMA Membership to retain flying privileges. Flying without a current AMA membership is absolutely prohibited.
3. Member fails to abide by the objectives of the Corporation.
4. Member fails to abide by the Rules and Regulations (Doc CCRC_BL_RR) adopted by the Corporation by deeds or words, and after due warning, willfully and persistently disregards rulings, or places the Club in a compromising or embarrassing position. This includes falsifying information.
5. Member engages in theft, vandalism, or unauthorized use of Corporation property including Corporate assets authorized for use offsite. All assets purchased or developed for use by the Corporation using Corporate Funds shall remain property of the

Corporation unless specified otherwise. The Corporation reserves the right to pursue legal redress against the offending party if deemed appropriate.

C. Appeal of Membership Revocation

Any member whose Membership has been revoked may submit an appeal in writing to the Board of Directors for consideration. The submission of the appeal does not guarantee or imply reinstatement. The appeal must:

1. Include signatures of at least 20% of the current Club Membership.
2. Be submitted in writing within 30 days of revocation.

D. Reinstatement of Membership

Any former CCRC Member whose Membership has been revoked can request Membership in the Club provided the following criteria is met.

1. Five affirmative votes of the Board of Directors. Requests must be sent in writing to the CCRC Board of Directors and the Board of Directors will respond within 30 days to the former member.
2. A period of no less than 12 months has passed since the revocation.
3. The member must apply for Membership in the usual way as prescribed in Section III (A).

E. Meetings of the Membership

Meetings of the Membership shall be held monthly unless otherwise noted. Location of all meetings will be at locations to be determined by the President. Meeting times will be the second Tuesday of each month at 7:00PM unless changed by the Board of Directors and communicated via the usual means of communication at least seven days prior to meeting.

Nomination Meetings will be held in October. Nominations for all Officers and Members At Large, collectively the Board of Directors, shall be collected at the October meeting and notice given to the Membership of the candidates. Election Meetings shall be held in November. Results of the election will be given at the Election Meeting. For election procedures, see Section IV(D).

Special Meetings of members may be called at any time by the President, or Board of Directors, or by any member pursuant to the written request of not less than 20% of all Club members. The purpose of the Special Meeting will be stated in the meeting notice.

Voting on issues may take place at Membership Meetings and/or by mail-in ballot. Any vote which takes place at a Membership Meeting requires a quorum to be present. Quorum is defined as 20% of the voting membership of the Corporation. A majority (50% + 1) of the votes cast at a Membership Meeting will result in the passage/failure of the proposed issue as defined by the motion at the meeting. In the absence of a quorum at the opening of any meeting of members, such a meeting may be adjourned by a vote of the majority (50% + 1) of the members in attendance. Discussion may continue without a quorum but no vote can take place.

In the event of a mail-in ballot, all voting members in good standing shall have the opportunity to vote. A majority (50%+1) of the votes returned will result in the passage/failure of the proposed issue as defined by the ballot.

All issues or proposals regarding the operation of the Corporation will first be approved by the Board of Directors before any Membership vote may be taken. Critical issues will be handled by the Board of Directors. Critical issues include but are not limited to issues affecting the safety, preservation, protection of the Corporation and its Membership, and issues specific to Corporate Assets, which include but are not limited to the field property, structures, facilities support equipment, website, newsletter, equipment and/or services which support the newsletter or website or other property which present the Club's image.

The Membership, by a 2/3 affirmative vote of voting members present at a Membership Meeting, may overrule the Board of Directors on any matter.

F. Annual Membership Meeting

An Annual Membership Meeting for members, family, and guest shall be held during the month of December for the purpose of changing the Board of Directors of the Club, recognizing achievements during the year, and celebrate a good year. There will be no regular business of the Club conducted. It is the responsibility and privilege of the prior year's President to organize this event.

IV. BOARD OF DIRECTORS

A. Identification of Board of Directors

The Officers and the Members At Large are collectively the Board of Directors of the Corporation. The terms "Board" and "Directors" will refer to both Officers and/or Members At Large. Actions taken by the Board of Directors will be described as "Board Actions".

The CCRC Board of Directors shall consist of:

- President (Chairman of the Board)
- Vice President
- Secretary
- Treasurer

- Immediate Past President
- Members At Large (2)

All Open Members in good standing are eligible to serve on the Board of Directors.

B. Powers

The business and affairs of the Corporation shall be managed by the Board of Directors referring appropriate items to the Club Membership for vote. At all membership and board meetings, the President shall preside. In his absence, the Vice President shall preside and so on through the list of Board of Directors. No meeting for business shall be held unless at least three (3) Directors are present unless by prior approval of the Board of Directors.

All the Corporate powers, except such as are otherwise provided for in these By-Laws and in the laws of the State of North Carolina, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to officers of the Corporation such powers as they may see fit. The Board of Directors may appoint persons within or outside of the Corporation to positions which directly affect the assets of the Corporation, including but not limited to Field Marshal/Facility Management, Website Master, Newsletter Editor, Training Director.

C. Number & Term

The number of Directors constituting the Board of Directors shall be seven. Each Director shall hold office until his term expires or until his death, resignation or removal. The term for each position will be one year. Any member of the Board of Directors may be re-elected for subsequent terms with no term limits.

D. Nomination/Election of Directors

Nominations of Directors shall be made by the Nominating Committee at the October nomination meeting prior to the November election meeting. Any Open Club Member in good standing may make or be nominated for any voted Director position at this meeting in person or by proxy as long as that member has been contacted and agrees to the duties for the position desired. All Nominees must be an Open Member in good standing and nominated at the nominating meeting with no write-in votes allowed on the ballot. If no nomination(s) is (are) made for a position(s), the previous Director(s) in that position may continue to serve in the same position for the next year if he and the Board of Directors so desire then no ballot for that position is required.

The Nominating Committee is presided over by the current President and will be filled first by retiring Directors then by any Open Member in good standing at the President's discretion.

The Board of Directors At Large will consist of two Club Members and the Immediate Past President. The Immediate Past President will remain on the Board of Directors until such time as the current outgoing President replaces him or he is unwilling or unable to serve at which time the position shall become a third At Large position elected by the Club Members, otherwise this position is not voted on by the Membership.

E. Election of Directors

Directors shall be elected for the new fiscal year at the end of the previous fiscal year in November. Those persons receiving a simple majority (50% + 1) of the votes recorded shall be deemed to be elected. Directors-elect will take charge at the regular January membership meeting.

F. Board Member & Board-Appointed Position Descriptions

President (Chairman of the Board)

The President shall be the chief executive officer and chairman of the board of the Corporation, and shall have general and active management of the affairs of the Corporation. He shall see that all orders, resolutions and policies of the Board of Directors are carried into effect, and he shall have the general powers and duties of the supervision and management usually vested in the President of such a Corporation. He shall preside over all meetings using Parliamentary Procedures according to "Robert's Rules of Order" and may set a time limit on discussions concerning motions. He shall seek Board approval for any unbudgeted expense exceeding two hundred fifty dollars (\$250.00).

Vice President

The Vice-President shall perform the duties and exercise the powers of the President during the absence, death, or disability of the President, and shall perform such other duties as may be assigned to him by the President or other Board Members.

Secretary

The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine. He shall have custody of the Corporate Seal and shall have the authority to affix the seal to all instruments where it is required. He shall attend and keep the minutes of all the meetings of the Membership and Board of Directors. He shall, in general, perform all the duties incident to the office Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him by the President or the Board of Directors.

Treasurer

The Treasurer shall have custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors and laws of the State of North Carolina in the principle office's county. He shall be responsible for all such payments as may be necessary or proper to be made on behalf of the Corporation, and he shall be responsible for the safekeeping of all revenues received by the Corporation. He shall sign and retain all original receipts and vouchers and, together with the President or officers, if any, as shall be designated by the Board of Directors, sign all checks or jointly acknowledge all electronic disbursements of the Corporation and all bills of exchange and promissory notes issued by the Corporation. He shall maintain a working account retaining sufficient funds to cover immediate anticipated expenses. Moneys in excess of immediate needs will be retained in a reserve account for transfer into the working account as the need arises, such transfer requiring authorization by the Corporation President and Secretary or any other combination of officers designated by the Board of Directors excepting the Treasurer. He shall enter regularly on the books of the Corporation to be kept by him for the purpose, full and accurate account of all moneys and obligations received and paid or incurred by him for or on account of the Corporation, and shall exhibit such books at all reasonable times to any director or member on application at the offices of the Corporation. The Board of Directors may request an independent audit at any time.

The Treasurer shall submit an annual budget projection to the Board of Directors at their January meeting for approval. At the July Board Meeting, or at any time if so requested, he shall inform the Board of actual Corporation expenses compared to budgeted expenses. He shall seek the Board of Directors approval for any unbudgeted expense exceeding fifty dollars (\$50.00). He shall report regularly to the membership on the financial status of the Corporation including total account of revenue and expense. He shall in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him by the President or Board of Directors.

Members At Large (2)

Members At Large (MAL) shall consist of the Immediate Past President and two elected representatives of the Club member general population. MAL will attend and participate in Board Meetings and Board Actions as determined in these By-Laws. MAL shall do and perform such other duties as may be assigned to MAL by the President or the Board of Directors.

Safety Officer

The Safety Officer is a board-appointed position and shall be the AMA Liaison for acquiring and implementing all safety rules issued by the AMA. He shall communicate all alerts and notices as issued by AMA to the Board of Directors for review before acting unless directed otherwise by the Board of Directors. He or his designee shall inform Club members and enforce all Rules and Regulations as needed and shall perform inspections of Club members' and guests' aircraft prior to their participation in club sponsored, AMA sanctioned events. He shall do and perform such other duties as may be assigned to him by the President or the Board of Directors.

Web Master

The Web Master is a board-appointed position. The Web Master will edit, maintain, and otherwise service the Corporation's official website. The website will be used to communicate Club business issues, Rules and Regulations, Board Member contact information, event times and details, and other information as ordered by the President or the Board of Directors. The website will contain information for and about the Club and its Membership and will support the objectives of the Corporation in a positive manner.

This position supports a corporate asset, the corporate website and image. Any deviation in support or sign of detriment to the Corporation's objectives may result in the immediate replacement of the appointment and/or removal from the Club. Refusal to return or attempts to sabotage or otherwise damage the asset will result in automatic dismissal from the Club and/or possible criminal prosecution as allowed by North Carolina laws.

Newsletter Editor

The Newsletter Editor is a board-appointed position. The Newsletter Editor will prepare, produce and distribute the CCRC Newsletter as directed by the President and the Board of Directors. Content will be provided by the President, other Board Members, and the Membership as needed. All content will be approved by at least one Director before distribution.

This position supports a corporate asset, the corporate press and image. Any deviation in support or sign of detriment to the Corporation's Objectives may result in the immediate replacement of the appointment and/or removal from the Club. Refusal to return or attempts to sabotage or otherwise damage the asset will result in automatic dismissal from the Club and/or possible criminal prosecution as allowed by North Carolina laws.

Field Marshal

The Field Marshal is a board-appointed position. The Field Marshal will take care of the facility through direct action or supplemented contract or Membership assistance. Actions taken outside of basic field/building maintenance (mowing, filling, rolling, painting) will be taken to the Board of Directors for approval. Actions requiring substantial capital (money, man-hours) will be subject to review by Board of Directors and possibly the General Membership, unless the required action is needed to restore the facility to a useable condition.

This position supports a corporate asset, the field and supporting structures. Any deviation in support or sign of detriment to the Corporation's Objectives may result in the immediate replacement of the appointment and/or removal from the Club. Refusal to return or attempts to sabotage or otherwise damage the asset will result in automatic dismissal from the Club and/or possible criminal prosecution as allowed by North Carolina laws.

G. Vacancies

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though less than a quorum, or by the sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

H. Compensation

Directors shall not receive any stated salary for their services as such, but may be reimbursed for any actual and reasonable expenses incurred on behalf of the Corporation.

I. Removal

Any Director may be removed from office by the unanimous affirmative vote of all Directors including the President (7 – 1) at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, misfeasance, for conduct detrimental to interests of the Corporation, for lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its objectives.

J. Voting

Any Director shall be disqualified from voting on any proposed action due to conflict of interest affecting the Director in his capacity as such, as an officer of the Corporation or as a member distinct from the Membership in general.

K. Board Meetings (Regular)

The Board of Directors shall meet at least once a year, usually one week before any General Membership meeting. Time and location shall be determined by the President. Additional meetings of the Board of Directors should be held as needed and requested by the President. The minutes of these meetings shall be read at the next Membership Meeting.

L. Board Meetings (Special)

Special Meetings of the Board of Directors may be called by or at the request of the President or any two Directors. At the discretion of the Board of Directors, any Special Meeting may be closed to the General Membership if sensitive actions are to be discussed. These meetings may be held via current communication means and votes taken by electronic means. The minutes of these meetings shall be read at the next Membership Meeting except for the parts of a closed meeting where sensitive actions were discussed.

M. Notice of Meetings

Regular Meetings of the Board of Directors may be held without prior notice. The person or persons calling a Special Meeting of the Board of Directors shall, at least two days before the meeting, give notice thereof by the usual means of communication. Such notice need not specify the purpose for which the meeting is called.

N. Quorum

A majority plus one (4 + 1) of the number of Directors fixed by these By-Laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. In the event that an even number of members is present at the time of vote, the President will not vote unless a tie is achieved. If the President is not present at the time of voting, the VP will break the tie, if VP is not present, the tiebreak will be up to the Secretary. If none of the top three Officers are present, a quorum, by definition, will not be present.

O. Informal Action by Directors

Action taken by a majority of the Directors without a meeting is nevertheless Board Action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

V. CONTRACTS

The Board of Directors, except as in these By-Laws otherwise provided, may authorize any officer or agent to enter into any contract of execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to at specific instance. However, no loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors.

The Directors of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as agents for other persons or Corporations, or may be interested in the same matters as members, Directors, or otherwise; provided, however, that any contract, transactions, or act on behalf

of the Corporation in a matter in which the Directors are personally interested shall be at arm's length and not be in violation of the proscriptions in the Certificate of Incorporation against the Corporation's use or application of its funds for private benefit.

VI. PROHIBITION AGAINST SHARING IN CORPORATION EARNINGS

No Member or Director or employee of the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation of effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation when remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over to such nonprofit institutions upon such terms and conditions and in such amounts and proportions as the Board of Directors may impose and determine, to be used by such nonprofit institutions receiving the same for such similar or kindred purposes as are set forth in the Certificate of Incorporation of the Corporation and any and all amendments thereto.

VII. INVESTMENTS & DISSOLUTION

A. Investments

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatsoever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction.

B. Dissolution

In event of dissolution of the Club, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c) (7) of the Internal Revenue Code, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the District Court of the city or county in which the principle office of the Corporation is then located exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purpose.

VIII. AMENDMENTS

The Board of Directors or it's designee shall be responsible to draft changes to make, alter, amend, and repeal the By-Laws of the Corporation in such a manner to comply with the form and text of the By-Laws. Once approved at a Regular Board Meeting by a unanimous (6+1) vote of the Board of Directors, the change(s) must then be announced at the next Membership Meeting and notice given to all Members of the change(s) and the intent to vote at the following Membership Meeting. The By-Laws change(s) is adopted by the Club with a 2/3 affirmative vote of voting members present at the meeting.

All By-Laws adopted by the Club may be altered, amended, or repealed with exception of Article VI, which cannot be amended or repealed.

IX. DUES, FEES, & GUESTS

A. Dues

Dues shall be payable in the month of January (annual) and July (semi-annual) of each calendar year due by the last day of the month or upon application for Membership to the Club. The amount of dues to be paid will be fixed according to the needs of the Club and approved by majority plus one (4 + 1) of the Board of Directors. In the event that it becomes necessary to revoke or terminate a Membership, no reimbursement of paid dues will be made to the terminated member. Any Corporate property in possession of the terminated member will be returned to the President immediately.

Any Member who has not paid their dues by the first regular Membership Meeting following the overdue date shall have their name tag removed and will not have flying or voting privileges until such dues are paid. If the dues are not paid by the end of the Corporations fiscal year following the overdue date, the members name will be dropped from the roster and considered a new member and must reapply for Membership as prescribed in Section III(A) and subject to the Fees outlined in Section IX(B).

A New Member Applicant who applies at a month other than January or July shall pay a pro-rata fee based on one-twelfth of the existing annual dues fee rounded to the next higher dollar at the time of submission of the application for membership. If such Member is not accepted for Membership their payment will be returned.

B. Fees

The Initiation Fee is each members investment in the creation of the facilities. An Initiation Fee of fifty dollars (\$50.00) will be assessed on all new Members. This fee is not applicable to Spouse, Junior, or Student members. In the case of an expired Membership, where the individual wished to reapply for Membership, an Application Fee of fifty dollars (\$50.00) will be assessed. The intent of the Application Fee is to encourage continual renewal of Membership in the Club.

The Board of Directors is authorized to adjust any of these fees for hardship or logistics as it sees fit by a majority (3 + 1) vote of the Directors.

C. Guests

Flying Guests must show proof of AMA Membership and be informed of the CCRC Rules and Regulations (Doc CCRC_BL_RR). They will be required to join the Club after three visits from their first visit to fly at the Club to continue using the facilities. Events held by the Club do not count as a visit.

X. References

CCRC_BL CCRC By-Laws
CCRC_BL_MA CCRC Membership Application
CCRC_BL_RR CCRC Rules and Regulations
AMA National Model Aircraft Safety Code (Doc #105)

XI. Amendments

Amendment 1: The word “present” is removed from paragraph 4, section A of heading III, MEMBERSHIP, so as now to read: Is accepted for full Membership by affirmative vote of a majority of members attending a regular membership meeting or special meeting. This amendment was passed on January 14, 2014 at a regular club meeting.

Amendment 2: Date is changed to 1-2015 in heading, The words “non-flying members, student members, and members under 19 years old ” are added to paragraph 4, section A of heading III, Membership so as now to read “Provisional members, non-flying members, student members, and members under 19 years old have no voting rights.” The word “Three” is changed to “Four” in paragraph 5, section A of heading III, Membership so as now to read “Four classes of Membership are available.” To the same section the words are added “Family Membership – Family Membership is defined as an Open Member, and/or a spouse and/or Junior Member and/or Student member living in the same household.” In paragraph 4 of section E. of heading III, Membership the words “voting” is added so as to read “Quorum is defined as 20% of the voting membership of the Corporation.” Also in paragraph 5 of the same section the word “Open” is changed to “voting” so as now to read: “In the event of a mail-in ballot, all voting members in good standing shall have the opportunity to vote.” Also in paragraph 7 of the same section the word “open” is changed to “voting” so as now to read: “The membership, by a 2/3 affirmative vote of voting members present at a Membership Meeting, may overrule the Board of Directors on any matter.”. In section VIII. Amendments, paragraph 1 the word “open” is changed to “voting” so as now to read: “The By-Laws change(s) is adopted by the Club with a 2/3 affirmative vote of voting members present at the meeting.