

# Palm Springs Aviators, Inc. Bylaws

## Bylaws PALM SPRINGS AVIATORS, INC.

145 N Gene Autry Trail  
Palm Springs, CA 92262  
Adopted November 25, 2014; Amended 1/10/19, ~~2018~~

### 1 DEFINITIONS AND REQUIREMENTS

1.1 The term "Member" hereinafter means and refers to a member of the Palm Springs Aviators, Inc.

1.2 "Club" hereinafter means and refers to the Palm Springs Aviators, Inc.

### 2 OBJECTIVES AND PURPOSES OF THE CLUB

2.1 Encourage interest in aviation

2.2 Improve its Members' skills, provide high quality equipment and facilities for flying to its Members.

2.3 Enable its Members to acquire equity ownership interests in aircraft by sharing ownership in such aircraft.

### 3 MEETINGS

3.1 Regular meetings shall be held monthly, unless by a majority vote at a meeting the Members decide to skip a month from time to time, e.g., over the summer, when it may not be possible to get a quorum. Members can participate via phone, Skype (or other video conferencing technology), etc. with advance permission from an officer of the Club.

3.2 Special meetings may be called by the President or requested in writing by 25% of the Club membership.

3.3 Meetings shall be held in accordance with Roberts Rules of Order, Revised (i.e. participate fully, respect others' opinions, speak one at a time, and have fun).

3.4 A quorum shall be a minimum of 50 percent+1 of the voting Membership.

3.5 A quorum must be present at a meeting to conduct Club business.

3.6 Voting

3.6.1 All active Members are entitled to one vote on all matters brought before the membership.

3.6.2 Active Members may either be present or submit to the Club secretary written proxy prior to the vote on a specific issue by letter or email. "Present" includes but is not limited to participation in the meeting by telephone or videoconferencing technology.

3.6.3 "Blanket" proxies covering more than one topic shall not be accepted.

3.6.4 Members shall be given written notice of all meetings, regular and special, at least seven days prior to the meeting, except in the event of a special meeting called

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to address a bona fide emergency, in which event members shall be given as much written notice as practicable.

3.6.5 Members are required to attend monthly meetings unless excused by the Vice President in advance. Any Member who has 2 or more unexcused absences in a calendar year will be fined \$100 for each unexcused absence in excess of 2 per calendar year. All monies collected from such fines shall become part of the Club's revenues and be deemed unrestricted funds.

## 4 MEMBERSHIP

### 4.1 Applicant Requirements

#### 4.1.1 Active membership

4.1.1.1 To become an active Member of the Club, a person must:

4.1.1.1.1 Submit a completed membership application and applicant information sheet.

4.1.1.1.2 Consent in writing to the Club conducting background and credit checks.

4.1.1.1.3 Obtain approval by a vote of the Members present at a regular meeting with a minimum of a two-thirds favorable vote.

4.1.1.1.4 Be at least 14 years of age. Provided, however that persons under the age of 18 shall provide written consent of a parent or guardian, which consenting parent or guardian shall attend the regular meeting at which the minor's membership is voted upon, and which parent or guardian shall agree in writing to be responsible as the primary obligor for the minor's financial obligations to the Club.

4.1.1.2 After completion of the foregoing requirements, or receiving the unanimous approval of the Executive Board in lieu of completing some or all of said requirements, the prospective Member shall pay the following sums in order to be deemed an active Member:

4.1.1.2.1 Paying the monthly active membership dues and any assessments for the month in which person joins.

4.1.1.2.2 Paying the then-current Equity Buy-In Amount, as determined from time to time by the Executive Board. The Equity Buy-In Amount shall be a function of the then-existing total equity in the Club's tangible assets as determined by the Treasurer, and the number of Active Members, plus one. By way of example only, if the total equity in the Club's tangible assets is \$10,000, and the Club has a total of nine Active and Exiting Members, the Equity Buy-In Amount for the tenth member shall be \$1,000. The Equity Buy-In Amount shall be distributed equally among the Active, except as hereinbelow provided.

4.1.1.2.3 Paying the Initiation Fee, as determined from time to time by the Executive Board.

### 4.2 Special Statuses of Active Membership

#### 4.2.1 Social Membership

4.2.1.1 To become a Social Member, a person must complete a membership application, pay the social membership dues as set by the Executive Board from time to time, approved, and have their application approved by vote of the Members present at

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a regular meeting with a minimum of a two-thirds favorable vote; provided, however, that person who was an Active Member in good standing and (a) whose equity memberships has been sold, either by the Club or the member, and (b) who has satisfied all of his or her financial obligations to the Club, may apply to be a social member either by written request or by oral request at a regular meeting without submitting a membership application.

## 4.2.2 Student Membership

4.2.2.1 To become a Student Member, a person must have at least a private pilot certificate and complete a membership application, pay the monthly membership dues of \$100 per month beginning with the month in which the person's application is approved, and have his or her application approved by vote of the Members present at a regular meeting with a minimum of a two-thirds favorable vote.

## 4.2.3 Exiting Membership

4.2.3.1 An Active Member may request Exiting Membership Status after completing the following:

4.2.3.1.1 Submitting written notice via email to both the Treasurer (Treasurer@PalmSpringsAviators.com) and the Vice President (VP@PalmSpringsAviators.com).

4.2.3.2 Paying in full all charges then owing on the Member's account.

## 4.3 Rights and Responsibilities

### 4.3.1 Active Equity Membership

4.3.1.1 Includes all the rights, privileges, and responsibilities of a Member as provided for in these Bylaws and the Club Operations Manual, except as exempted under other parts of this section 4.3.

4.3.1.2 May operate all Club aircraft providing for which the active Member meets the club operating requirements as defined in the Club Operations Manual.

4.3.1.3 May operate the Club aircraft for which the Member does not meet the Club operating requirements, but only while receiving dual instruction by a Club-approved instructor for the purpose of meeting Club operating requirements for such aircraft.

### 4.3.2 Special Statuses of Membership

#### 4.3.2.1 Social Membership

4.3.2.1.1 Includes all the rights, privileges, and responsibilities of a Member as provided for in these Bylaws, except a Social Member may not operate any Club aircraft for any purpose and shall have no voting rights as to any Club matters. A Social Membership is a non-equity membership.

#### 4.3.2.2 Student Membership

4.3.2.2.1 Includes all the rights, privileges, and responsibilities of a Member as provided for in these Bylaws, except that a Student Membership is a non-equity membership. A student member need not pay an initiation or administrative processing fee upon joining the Club. Student Members shall pay an aircraft rental fee of not less than \$155 per hour as determined from time to time by the Executive Board, with billing prorated in one-hundredths of an hour. Flying by a Student Member is limited to receiving IFR

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instruction from a Club-Approved Instructor. A Student Membership may be canceled for any reason or no reason by the Student Member or by the Club on 30-days written notice. A student member wanting to take his or her IFR checkride in a Club Aircraft must arrange in advance for him or her to be added to the Club's insurance to such aircraft. A Student Member may remain such after obtaining his or her IFR rating; provided, however, that his or her flying shall remain limited to receiving IFR instruction from a Club-Approved Instructor.

## 4.3.2.3 Exiting Membership

4.3.2.3.1 Includes all rights, privileges, and responsibilities of a Member as provided for in these Bylaws and the Club Operations Manual with the following exceptions:

4.3.2.3.1.1 May not vote on Club matters except Bylaw changes; and

4.3.2.3.1.2 May not hold elected office or appointed office.

## 4.3.3 Special/Social Membership

4.3.3.1 Conditions of Special and Social membership are as directed by the Executive Board.

4.3.3.2 Special and Social Members (other than Honorary Members) shall pay monthly dues as determined from time to time by the Executive Board.

## 4.3.3.3 Club-Approved Flight Instructors

4.3.3.3.1 Provided they are not Members as defined in Paragraph 4.3.1, they may not operate any Club aircraft except when instructing a Member, taking a checkride or flight currency with another Club-approved instructor, or while taking a plane on Club business.

4.3.3.3.2 Club-approved instructors must comply with the Club's Bylaws, and also instruct their students to comply with the Club Bylaws.

4.3.3.3.3 Instructors shall maintain their CFI Proficiency in accordance with FAA regulations.

4.3.3.3.4 All flight instructors, whether or not Members, must be approved by a Club-designated flight instructor prior to giving instruction in any Club aircraft.

4.3.3.3.5 A certified flight instructor who is not a Member and who wishes to be a Club-Approved instructor shall make written application to the Club. Such application shall require approval by the Executive Board or, in the discretion of the Executive Board an ad hoc committee to be appointed by the President which committee shall be comprised of the Club Members who are active flight instructors.

## 4.3.3.4 Owners of Aircraft Leased to Club

4.3.3.4.1 If they are not Members as defined in paragraph 4.3.1, they may not fly any Club aircraft other than their own (if the lease agreement with the Club permits them to do so), and must comply with the Club's Bylaws.

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## 4.3.3.5 Honorary Membership

4.3.3.5.1 A Member or former Member in good standing may be assigned a special status of general membership generically termed "Honorary", which would afford one or more rights or privileges of Social membership per section 4.3.3.1 without the obligation to pay monthly dues and without the right to operate Club aircraft.

4.3.3.5.2 Sponsorship for Honorary Membership shall be made by the Executive Board, and shall be confirmed by vote of the members present at a regular meeting with a minimum two-thirds membership vote.

4.3.3.5.3 An Honorary Member may be exempted from one or more provisions of the Club's Bylaws, per 4.3.3.1 (i.e., by the Executive Board).

4.3.3.5.4 Except as specifically exempted, Honorary Members must comply with all other Club's Bylaws.

4.3.3.5.5 The particular rights and privileges accorded to an Honorary Member shall be determined on a case-by-case basis when such person's membership is approved.

4.3.3.5.6 In all instances, an Honorary Membership is a non-equity membership.

## 4.4 Membership Limits

4.4.1 Total Active membership shall not exceed fifty (50) members. For the purposes of membership limits, "Active Membership" refers to those members with aircraft scheduling privileges, and includes Exiting Members (except those who were involuntarily terminated).

## 4.5 Resignation

### 4.5.1 Written Resignation.

4.5.1.1 A Member may resign from the Club by giving written notice to the Club's Treasurer and Secretary. The change in status shall take effect on the first day of the month following the month in which such notice is given, at which point the Member becomes an Exiting Member.

4.5.1.1.1 An Exiting Member's Aircraft usage privileges shall continue until his or her membership is sold, or for six months, whichever first occurs. An Exiting Member's obligation to pay monthly dues shall also continue during said period.

4.5.1.1.2 An Exiting Member's membership shall automatically be placed on the Club's Sell List upon his or her Exiting Membership status taking effect, except if he requests that it not be placed on such list.

4.5.1.1.3 An Exiting Member may sell his or her Membership to any qualified pilot at such price as may be negotiated between seller and buyer. The buyer must be approved by a vote of the Active Members present at a regular meeting with a minimum of a two-thirds favorable vote; provided, however, that such approval shall not be unreasonably withheld, and shall require that the Member be then current on his or her financial obligations to the Club. In the event the Exiting Member finds a buyer on his or her own and consummates a sale, the buyer shall pay the Exiting Member the agreed-upon purchase price, and shall pay the Club the then-current Initiation Fee.

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4.5.1.1.4 Memberships on the Sell List shall be sold in the order in which they are placed on the list, which list shall be maintained by the Secretary and shall be available for inspection by all Members. Memberships sold from the list shall be sold before the Club sells any new memberships (i.e., memberships not held by a Member). Memberships sold from the Sell List, if sold by the Club, shall be sold for an amount equal to the Equity Buy-In Amount described hereinabove, except that such amount (a) shall be determined based on the total number of Active and Exiting Members (not plus one), (b) shall be determined based on the Club's total equity (i.e., total assets minus total liabilities) as shown on the Club's balance sheet as of the end of last month for which the Exiting Member has paid or is liable for the full amount of a member's monthly dues; and (c) shall be paid to the Exiting Member, not to the Club. By way of example only, if the total equity in the Club's tangible assets is \$10,000, and the Club has a total of nine Active and Exiting Members, the Equity Buy-In Amount for the buyer of the Existing member's membership shall be \$1,111.11. Any increase in the Club's total equity once six months have elapsed from the time a member becomes an Exiting Member shall not accrue to the benefit of the Exiting Member.

4.5.1.1.5 If an Exiting Member's membership has not been sold either by himself or the Club within six months of the Member becoming an Exiting Member, the following shall automatically occur:

4.5.1.1.5.1 The Exiting Member's membership shall be held in trust by the Club;

4.5.1.1.5.2 The Exiting Member's membership shall automatically be placed on the Sell List if it is not already on such list;

4.5.1.1.5.3 The Exiting Member shall no longer be a member of the Club, shall no longer have any privileges attendant to Club Membership, and shall become an Exited Member.

4.5.1.1.5.4 In lieu of normal dues, the Exited Member shall be responsible for one-twelfth of the Club's annual hanger rent and hull insurance for each month that the Exited Member's membership remains unsold. If the Exited Member does not pay such sums on a monthly basis, the amounts shall be accrued and deducted from the Equity Buy-In Amount when the membership is eventually sold by the Club from the Sell List. Provided, however, that the Exited Member shall have no personal liability for such hanger rent and hull insurance expenses if and when the accrued and unpaid total thereof exceed the Equity Buy-In Amount paid by the person to whom the Exited Member's membership is eventually sold.

4.5.1.1.5.5 The Club shall continue to try to sell the Exited Member's membership from the Sell List based on its position on such List. Upon the sale of such membership, the Equity Buy-In, less all accrued and unpaid amounts owing for hanger rent and hull insurance (and any other unpaid financial obligations the Exited Member may have to the Club), shall be remitted by the Club to the Exited Member. The Club shall not have any affirmative obligation to advertise or otherwise promote the sale of memberships that are on the Sell List (but it shall not sell any new memberships as long as any memberships are on the Sell List).

4.5.1.2 Notwithstanding anything in these Bylaws to the contrary, an Exiting Member whose membership has been sold, whether by the Exiting Member or the Club, shall have the option of remaining an Active Member, with all of the rights and obligations of an Active Member except an equity ownership in the Club, upon Board approval, which approval may be granted or withheld in the sole discretion of the Board. An eligible Exiting

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Member who exercises such option and receives Board Approval may subsequently terminate his or her membership upon 30 days written notice to the Club's president and treasurer.

## **4.6 Involuntary Termination of Membership**

4.6.1 Any Person who has a membership involuntarily terminated shall be liable for all debts incurred to, and shall relinquish all claims against, the Club.

4.6.2 Any Member involuntarily terminated shall automatically become an Exited Member, as defined in section 4.5.1.1.5.3, above

4.6.3 Involuntary Termination may be a result of any of the following:

4.6.3.1 For Disciplinary Cause:

4.6.3.2 Due to repeated or flagrant violation of FAA, insurance, and/or Club regulations and/or policies;

4.6.3.3 Termination for Disciplinary Cause requires a unanimous vote for termination by the Executive Board.

4.6.3.4 The terminated Member has the right to appeal of the termination decision of the Executive Board at the next regular meeting of the membership provided he or she provides written notice to the Club Secretary of his or her intention to do so. A two-thirds vote of the members present at such meeting is required to overturn the decision of the Executive Board.

4.6.4 For Financial Cause

4.6.4.1 Due to a member's account not being paid in-full as specified in Section 5.2.

4.6.4.2 Requires a unanimous vote for termination by the Executive Board.

4.6.4.3 The terminated Member has the right to appeal of the termination decision of the Executive Board at the next regular meeting of the membership provided he or she provides written notice to the Club Secretary of his or her intention to do so. A two-thirds vote of the members present at such meeting is required to overturn the decision of the Executed Board.

## **5 BILLING**

5.1 Bills shall be issued between the first (1<sup>st</sup>) and fifth (5<sup>th</sup>) of the month, and are due and payable by the tenth (10<sup>th</sup>) day following the issuance of the bill in accordance with the Operations Manual.

5.2 Any Member whose account is not paid in full on the thirtieth (30<sup>th</sup>) day following the due date of billing shall have his/her membership immediately and involuntarily terminated according to Item 4.6.4.

## **6 ELECTION OF CLUB OFFICERS**

6.1 The Elected Officers of the Club shall be the following:

- President
- Vice President and Operations Officer

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- Secretary
- Treasurer
- Maintenance Officer

6.2 Election of the Officers shall be held on an annual basis at a regular meeting of the Club.

6.3 Term of Office for elected positions shall be one (1) year or until a successor is elected.

6.4 Term of elected office begins on January 1, or the first day of the month following the month in which the election is held, whichever first occurs.

6.5 Except for the Club's first president, the prerequisite for filling the Presidency shall be having served at least one (1) term as an Elected Officer of the Club in some other capacity; said requirement may be waived on a case-by-case basis by the Executive Board.

## 6.6 Removal of a Member from Elected Position

6.6.1 Grounds for removal of a Member from an elected position include, but are not limited to, repeated or flagrant violation of FAA, insurance or Club regulations and/or policies; serious dereliction of the responsibilities of the elected position; fraud, embezzlement, or breach of fiduciary duty; or conviction of a crime of moral turpitude.

6.6.2 Such removal requires a two-thirds vote for removal from office by the Members present at a regular meeting.

6.6.3 Any elected officer automatically and immediately relinquishes the elected position under the following circumstances:

6.6.3.1 Membership is resigned under section 4.5 or involuntarily terminated under section 4.6;

6.6.3.2 Member has given written notification of resignation from office (not necessarily the Club) to at least two of the following three officers: President, Vice President, Secretary;

6.6.3.3 Member has given notification of exiting status.

6.7 An elected office that has been vacated for any reason may be temporarily filled by appointment by a majority of the Executive Board, and the appointee shall serve until the next annual election.

## 7 DUTIES OF THE CLUB OFFICERS

7.1 The Duties of the elected Club officers (including those officers who are temporarily appointed to fill an open elected position) are as specified below. The duties of other appointed officers are as specified in the Club Operations Manual.

### 7.2 President

7.2.1 The President is responsible for running and overseeing the day-to-day activities of the Club.



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7.2.2 The President may appoint Membership Coordinator, Facilities Coordinator, I.T. Coordinator, Aircraft Coordinator, and any other coordinating positions as and if required.

7.2.3 Appointments by the President shall require approval by a majority of the Executive Board.

## 7.3 Vice President/Operations Officer

7.3.1 Keep a record of the time flown on each aircraft and simulator during each month.

7.3.2 Coordinate maintenance of the computer-based reservation system.

7.3.3 Keep a record of the eligibility of the members to fly, i.e. annual check ride, medical compliance, flight review.

7.3.4 Keep up-to-date local field rules and other pertinent information posted on the hangar bulletin board.

7.3.5 Note any flying irregularities or deviations and report it at regular Club meeting.

7.3.6 Keep an up-to-date roster of Club membership in the looseleaf binder in each Club-operated aircraft. Check out all new Club members in hangar, aircraft sign-out, shutdown/parking, logging of flight time and squawks, and any other routine procedures.

7.3.7 The New Member Check-Out may be delegated to the Member Coordinator.

## 7.4 Secretary

7.4.1 Maintain a sense of continuity in Club activities.

7.4.2 Prepare agenda for, note attendance at, and record and distribute minutes of all regular and special meetings of the Club. If the Secretary is not present at a meeting, the President shall designate another Member to note attendance and record minutes.

7.4.3 Assist other officers: The President (in meetings), treasurer and membership officer (with changes in membership status).

7.4.4 General record-keeping: files of Club business (non-financial), insurance coverage, leaseback, and loan arrangements.

7.4.5 Maintain and keep current the Club's membership roster (with contact information) and make such roster electronically available to the Club's members on via a "cloud" service such as Google Drive, a website, or some other Internet-based technology.

## 7.5 Treasurer

7.5.1 Prepare and distribute monthly billing statements to members.

7.5.2 Collect and deposit all moneys paid to the Club.

7.5.3 Handle all general bookkeeping and accounting business, including:

7.5.4 Manage Club bank accounts and credit cards.

7.5.5 Seek Board approval for recommendations on savings accounts, etc.

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7.5.6 Reports on financial status and estimates to the Board and members; such reporting shall include but is not limited to making an oral Treasurer's Report at each regular meeting of the Club.

7.5.7 Present to the General Membership a Mid-Fiscal Year (July) Financial Report on the following:

- Current Balance Sheet
- Current Fiscal Year Fixed Cost P&L
- Current Individual Aircraft Fiscal Year P&L
- Current Fiscal Year Flight Charges Summary
- Current Flight Charge Structure (Hull Reserve, Engine Reserve, Etc.)
- Provide a report equivalent to that outlined in section 7.5.4 at Fiscal Year-End for the purpose of the Executive Board's Year-End Financial Review outlined in section 8.2.6

## 7.6 Maintenance Officer

7.6.1 Oversee and assure the satisfactory maintenance and operation of the entire Club fleet of aircraft.

7.6.2 Update and make recommendations for upgrades to all avionics for each Club aircraft.

7.6.3 Oversee the work of the crew chiefs.

7.6.4 Ensure that all squawks are resolved in a timely manner.

7.6.5 In his or her sole discretion, ground any Club aircraft that he or she deems unairworthy.

## 8 EXECUTIVE BOARD

8.1 Consists of:

- President
- Vice President and Operations Officer
- Secretary
- Treasurer
- Maintenance Officer

8.2 Powers and Responsibilities of Executive Board.

8.2.1 Perform the general supervision of the affairs of the Club between the regular monthly meetings.

8.2.2 Appoint temporary officers to fill positions vacated mid-term.

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8.2.3 Not take any action or make any decision that is inconsistent or will conflict with the desires and/or policies as voted by the majority of membership present at the regular meetings.

8.2.4 Inform the membership in the regular meetings of actions taken and decisions reached.

8.2.5 Any binding contract of a value greater than \$500 shall have written approval from the majority of the Executive Board before being signed.

8.2.6 Upon completion of the annual election for new Executive Board Officers, the outgoing Executive Board shall complete a Fiscal Year-End Financial review for the purpose of presenting recommendations for the newly elected Board on the following:

- Flight Charge Rate Changes
- Monthly Dues and other Fixed Fee Changes
- Upcoming Non-Periodic Expenditures (Engine Replacements, etc.)
- General Periodic Expenditures (Hangar Lease, Insurance, etc.)

8.2.7 Except as otherwise specified in these Bylaws, actions taken by the Executive Board shall require a majority vote of the members thereof.

## **9 CLUB PROPERTY**

9.1 All property, including but not limited to: aircraft, aircraft accessories, components, tools, and hardware purchased jointly by the Club members or with Club funds shall be owned by and in the name of the Club.

9.2 Aircraft and other property rented or leased by the Club for the use of the membership is considered Club property insofar as Member rights and responsibilities are concerned and will be treated accordingly, subject only to any restrictions on such rights and responsibilities imposed by the rental or lease agreements.

## **10 MEMBER LIABILITY AND ACCIDENT/VIOLATION INVESTIGATION**

10.1 All Club aircraft shall be operated in strict observance of the current Federal Aviation Regulations, insurance restrictions, and local field rules at Palm Springs Airport and all other airports into or from which Club aircraft may be flown

10.2 The Executive Board shall investigate any violations, incidents, and accidents sustained by Club equipment and/or Members.

10.3 The Executive Board shall make all reasonable attempts to ascertain the facts, conditions, and circumstances surrounding a violation, incident, or accident.

10.4 In its sole discretion, the Executive Board may hold a hearing including all parties involved in the incident in an attempt to provide a reasonable opportunity for all points of view to be addressed.

10.5 Based upon the findings of the Executive Board inquiry, the Executive Board shall make a recommendation to the Club membership as to a penalty and/or amount of financial responsibility to be imposed on the responsible Member(s).

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10.6 The membership shall determine the penalty and/or financial responsibility by a two-thirds majority of those present at the meeting. The financial responsibility shall be in the amount of the insurance deductible as well as any costs not covered by insurance.

## 11 INSURANCE

11.1 All Club aircraft shall be covered by Aircraft Public Liability, Property Damage and Passenger Liability Insurance.

11.2 All Club Aircraft shall be covered by hull insurance, unless by a two-thirds vote the Club membership determines otherwise.

## 12 OPERATIONS MANUAL

In its sole discretion, the Executive Board may adopt, and from time to time revise, an Operations Manual regarding procedures for the use and operation of the Club's aircraft and other property. Any such Operations Manual, and any revisions thereto, shall take effect 30 days after being adopted by the Executive Board, distributed to all Members by email, and published on the Club's Google Drive. All Members are obligated to comply with all of the provisions in the current version of any such Operations Manual so adopted.

## 13 AMENDMENTS

13.1 All proposed amendments to the Bylaws shall be distributed in writing at least 30 days in advance of the meeting at which they will be first presented to all Members eligible to vote.

13.2 These Bylaws may be amended by the Members present at a regular meeting as follows:

13.2.1 By a two-thirds vote, if the proposed amendment was presented at a previous regular meeting; or

13.2.2 By a unanimous vote if the proposed amendment had not been presented at any previous meeting.

13.3 A quorum for proposed Bylaw changes shall be two-thirds of the Club's voting membership.

The undersigned certifies that the foregoing Bylaws were adopted by the unanimous vote of the Club's Active Members on 1/10/19, ~~2018~~

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Phil Cook, Secretary