

1945 Amendments to the Outrigger Canoe Club Bylaws as approved at the Annual Meeting on February 28, 1945.

"RESOLVED that Sections 6, 7, 8 and 9 of the By-Laws of Outrigger Canoe Club be and the same hereby are amended to read as shown in Sections 6, 7, 8 and 9 of the proposed amendments submitted herewith: and be it further

RESOLVED that said amendments shall become effective upon their adoption except that the provisions relating to the number, nomination and election of Directors shall become effective for the elections to be held in connection with the annual meeting of the Club in 1946."

Section 6. Number and Term. The Board of Directors shall consist of eleven members who shall be elected to serve for two years, except that in the election of the Board of Directors at the annual meeting in 1946, the six Directors receiving the highest vote shall be elected for a term of two years, and the five Directors receiving the next highest vote shall be elected for the term of one year. At the annual election held during even-numbered calendar years after 1946, six Directors shall be elected to succeed the Directors whose terms have expired, and during odd-numbered calendar years after 1946, five Directors shall be elected to succeed the Directors whose terms have expired.

Vacancies and Removals. Should a vacancy occur in any office of the Club or on the Board of Directors, the Board of Directors or the remaining members thereof by majority vote may appoint a successor to fill the vacancy to serve for the unexpired term so vacated, subject to the right of the members to displace such appointee and to fill the vacancy at any subsequent meeting. Any director may be removed and his successor elected at any annual meeting, or at any special meeting called for the purpose by vote of two-thirds of the members present in person or by proxy at said meeting.

Section 7. Powers of the Board of Directors. Except as otherwise provided in the charter or the By-Laws, all the corporate powers of the Club shall be vested in the Board of Directors. In furtherance thereof, and in addition to all the powers in them vested or implied by any provision of these By-Laws, the board shall have power:

(a) To appoint and control and at pleasure remove (without cause except in the case of the elected officers) any officers, agents and employees, and to allow such compensation for their services as to the board shall seem proper.

(b) To appoint or authorize the appointment of such standing and other committees as these By-Laws may authorize and as to the board shall seem proper for carrying on the activities of the Club or for the conduct of its business or affairs, and to define their jurisdiction, duties and powers, provided that all committees shall be subject at all times to the control of the board and be subject to change at the pleasure of the board.

(c) To make and enforce rules not inconsistent with these By-Laws, regulating from time to time the affairs and conduct of the Club, and the conduct of its members in connection with the Club, and of other persons admitted to any of the privileges of the Club or within its precincts; and to give effect to such rules of committees as shall meet with the approval of the board; all as in the judgment of the board shall seem advisable from time to time.

(d) To determine and govern all matters affecting finances, discipline, decorum and harmony.

(e) To make and authorize expenditures, and the purchase of supplies or personal property for the Club or for the use or accommodation of its members.

(f) To incur such special indebtedness as they may deem necessary not exceeding Twenty Thousand Dollars (\$20,000.00) in any one year.

(g) To call special meetings of the members to consider specified subjects.

(h) To censure, suspend, request and enforce the resignation of or expel any member who shall be found guilty of any offence against any By-law, rule or regulation of the Club, and to drop from membership or expel any member for nonpayment of any indebtedness to the Club; and also to suspend or withdraw the privileges of the Club from any person admitted thereto for any like cause.

Section 8. Nominations for Directors. There shall be a Nominating Committee of not less than three members approved by the Board of Directors who shall nominate such number of members as they shall deem proper for election to the Board of Directors. The Nominating Committee shall, not less than five weeks prior to the annual meeting of members, designate and post on the bulletin board the names of the candidates nominated by the Nominating Committee for election, and those so nominated shall be included in the official ballot of the Club sent to the members. A further candidate or candidates for election may be designated by a writing signed by thirty-five members of the Club and delivered to the Club,

addressed to the Secretary thereof, not later than three weeks prior to the annual meeting. It shall be the duty of the Secretary to cause the names of the candidates so designated to be posted forthwith and to be included in the official ballot.

Section 9. Election. All elections of Directors shall be by written ballot mailed or delivered by the members entitled to vote to the Committee of Judges of Election not later than six o'clock P.M., on the day preceding the annual meeting of the members of the Club, unless the Board of Directors shall, prior to said annual meeting, fix or prescribe a different, hour or date for the closing of the ballot, in which case the hour and date so fixed shall govern. The election shall be conducted by the Committee of Judges of Election appointed by the Board of Directors who shall, not less than seven days before the date of the closing of the ballot, prepare the official ballot containing the list of all candidates designated by the Nominating Committee, and by members of the Club as provided in the By-Laws. The Secretary shall mail the official ballot to all members with the notice of the Annual meeting. The report of the Committee of Judges of Election shall be made in writing at the annual meeting or at any adjournment thereof. The method of balloting shall be in accordance with such rules as shall be adopted by the Committee of Judges of Election and such election shall be conducted in such manner as to insure and preserve the secrecy of the ballot.