

BYLAWS
OF
Great Lakes Sword Club

ARTICLE I.

NAME, PURPOSE

- Section 1. *Name.* The name of the organization shall be Great Lakes Sword Club (GLSC).
- Section 2. *Purpose.* The purposes for which GLSC is organized are enumerated in the Articles of Incorporation.

ARTICLE II.

MEMBERSHIP

- Section 1. *Membership Control.* The members of GLSC, through membership meetings, the Board of Directors they elect (the “Board”), and through referenda (singularly “referendum”), shall control the affairs of the corporation.
- Section 2. *Qualifications.* Any person who has a current USA Fencing membership may become a member by paying dues and fees to GLSC. Membership may not be denied to any individual or organization on grounds of race, gender, sexual orientation, age, religion or national origin, provided, however, that this provision shall not preclude GLSC from conducting competitions to which entries are limited on the basis of age, gender, skill level or disability or from establishing qualifying criteria for the entry into competitions.
- Section 3. *Classes of Membership.* The membership of GLSC shall be divided into classes as established from time to time by the Board. Members of each class shall possess such rights and be subject to such regulations as the Board may determine.
- Section 4. *Rights of Members.* Only those individual members who have attained his or her 18th birthday as of the preceding February 1 and who belong to a membership class the attributes of which include the right to vote, are eligible to vote on matters that may be presented to the membership pursuant to these Bylaws. Unless otherwise provided in these Bylaws, only members who are eligible to vote may hold elected or appointed positions within GLSC. All rights and privileges of membership shall cease upon death, resignation, expulsion, suspension, or failure to pay dues.
- Section 5. *Responsibilities.* Responsibilities of membership shall be established by the

Board or by vote of the membership.

Section 6. *Absentee Voting.* The Board may make provisions and procedures for absentee voting through any means that allow for a record of such votes.

Section 7. *Termination of Membership.* Members may terminate their membership by submitting a notice of termination to the Board. The Board may terminate any membership if the member fails to meet the responsibilities of membership.

ARTICLE III.

MEMBERSHIP MEETINGS

Section 1. *Annual Meeting.* An annual meeting of the members for consideration of business by all members shall be held each August. The annual meeting shall be the primary business meeting of the members and shall include at a minimum the following items: election of voting members to serve on the Board in accordance with Article IV Section 7 of these bylaws, presentation of a report on the financial position and operations of GLSC during the preceding twelve months.

Section 2. *Special Meetings.* Special meetings for consideration of business by members may be called by a majority vote of the Board or by written request of the members to the board. The following apply to requests for special meetings: the written request must contain the names and signatures of at least the lesser of ½ (one-half) of the current voting membership or 25 voting members, the written request must be presented to the President of the Board (or Secretary, if the President is unavailable), the President (or Secretary) shall ensure the validity of the signatures, a special meeting shall take place within thirty days of receipt of the written request.

Section 3. *Quorum.* The lesser of ½ (one-half) of the current voting membership or 25 voting members present in person or by electronic means or by proxy shall constitute a quorum for any decisions to be made at any annual or special membership meeting.

Section 4. *Agenda.* Any items to be considered at a membership meeting must be submitted in writing to the Secretary of the Board at least eight days prior to the meeting at which it shall be considered. The Secretary shall note items for consideration on the agenda of the membership meeting. Posting requirements may be waived for any question of GLSC business by unanimous consent of those attending the membership meeting.

Section 5. *Majority.* A majority of a quorum of the voting membership voting in the affirmative on any item on the agenda shall bind GLSC.

Section 6. *Notice of Meetings.* At least two weeks notice shall be given prior to any membership meeting. The Secretary of the Board shall email the membership and post that notice on the website, stating the time and place of the meeting and whether the meeting is an annual meeting or a special meeting. An agenda of the meeting shall be sent via email and posted on the website seven days prior to the meeting.

ARTICLE IV.

BOARD OF DIRECTORS

- Section 1. *Purpose.* The Board of Directors of GLSC is responsible for: setting policy and directing the affairs of GLSC, hiring and firing any staff, and resolving any question not presented to the membership for a vote. The Board may direct any question to the membership as a referendum, and may call special membership meetings for this or any other purpose.
- Section 2. *Qualifications.* A person shall be qualified for Board membership provided the person is at least 18 years of age (as of the preceding Feb. 1), is a voting member of GLSC, and fulfills all USA Fencing requirements.
- Section 3. *Quorum.* A quorum of the Board shall consist of ½ (one-half) of its seated directors who must be present (in person or remotely) at any decision-making meeting. No official action or decision can be transacted by the Board without a quorum. A majority of the Directors present and eligible to vote on an action must agree to the decision in order for the Board to take action or make a decision, except for removal of a Director or Officer.
- Section 4. *Officers.* The membership shall select the following officers: a President who shall be the chief presiding officer of all meetings of the membership and the Board. In absence of, or by wish of, the President, another Officer shall chair that meeting, with the consent of a majority of the Directors present; a Secretary who shall be the official custodian of records of GLSC; a Treasurer who shall be responsible for ensuring that financial matters of GLSC comply with federal and state laws and with these Bylaws.
- Section 5. *Responsibilities of Officers.* The officers shall be responsible for the usual functions of their offices and any additional duties as directed by the Board.
- Section 6. *Frequency of Meetings.* The Board shall meet at least quarterly, in sessions open to any interested members.
- Section 7. *Selection of the Board.* The voting membership shall elect up to five members to serve as the Board. Terms of office shall be one year (terminating after the election at the next annual meeting). Directors may be elected for successive terms.
- Nominations for Board positions must be submitted no sooner than seven weeks, or later than two weeks before the annual meeting. The Board shall establish a procedure for nominating voting members. Nominees must attend the annual meeting to be elected except when prior written notification is provided to and accepted by the Board. Election results will be announced before the end of the annual meeting.
- Section 8. *Vacancies.* In the event of a vacancy on the Board, the Board may choose temporarily to fill the seat by majority vote or to leave the seat vacant.
- Section 9. *Conflict of Interest.* A Director shall declare any conflict of interest regarding

any business considered by the Board.

- Section 10. *Remote Participation.* Nothing shall prohibit the Board from conducting a meeting where Board members participate through telephonic or other electronic means. At such meetings, at least one Officer must be physically present in the place posted for such meeting and all participants must be fully audible.
- Section 11. *Indemnity.* In the absence of fraud or bad faith, individual members of the Board of Directors shall not be personally liable for GLSC's debts, obligations or liabilities, and GLSC shall indemnify any Director or former Director against expenses duly and necessarily incurred by him/her in connection with the defense of any action, suit, or proceedings in which he or she is made party by reason of having been a Director, except in relation to such matters as to which he/she shall be adjudged in such action to be liable for negligence or misconduct in the performance of duty.
- Section 12. *Removal of Board Members.* A Director or Officer may be removed from the Board by a 2/3 (two-thirds) vote of the Board or by action of a majority of the voting membership in accordance with article VII of these Bylaws.
- Section 13. *Committees of the Board.* The Board of Directors, by resolution adopted by a majority of the directors present at a meeting at which a quorum is present, may designate directors or members to constitute an Executive Committee and other committees, each of which, to the extent authorized by law and provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or him by law.

ARTICLE V.

OPERATIONS AND FINANCE

- Section 1. *Not-For-Profit Status.* GLSC shall operate on a not-for-profit basis.
- Section 2. *Distribution of Assets.* Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI.

AMENDMENT AND RATIFICATION

Section 1. *Amendments.* Amendments to these Bylaws may be proposed by the Board or by petition of at least the lesser of ½ (one-half) of the current voting membership or 25 voting members, and submitted to the membership through referendum.

ARTICLE VII.

REFERENDA

Section 1. *Scope.* Any question concerning GLSC's business or policies may be put to a vote of the membership for action ("referendum").

Section 2. *Referendum Authority of Board.* The Board may submit any referenda to the membership if it deems such actions advisable.

Section 3. *Petition of Members.* The Board is mandated to hold a referendum upon a valid petition containing the names and signatures of at least ½ (one-half) of the current voting membership or 25 voting members.

Section 4. *Petition Validation.* The petition for a referendum must be presented to the Board President (or Secretary, if the President is unavailable) at least 10 days before a regularly scheduled Board meeting. The President (or Secretary) shall have 10 days from the receipt of such a petition to rule on its validity. If the President (or Secretary) does not rule on the validity of the petition within 10 days, the petition shall be considered validated. The President (or Secretary) shall determine a petition for a referendum to be valid if it contains at least: the exact wording of the question to be put to the referendum, and the valid names and signatures of at least ½ (one-half) of the current voting membership or 25 voting members.

Section 5. *Scheduling.* The Board shall schedule a referendum no later than thirty days after validation of a member petition. All referenda shall be conducted in accordance with procedures established by these Bylaws.

Section 6. *Majority.* A majority of voting members, present in person or by electronic means or by proxy at the scheduled referendum or absentee voting per Article II, section 6, casting votes in the affirmative shall be necessary to pass a referendum or Bylaws amendment, providing that the total number of voting members casting votes on the acceptance of the proposal is at least ½ (one-half) the current voting membership or 25 voting members.