

**CENTRAL ARIZONA TALL SOCIETY, INCORPORATED**  
**BY-LAWS**

**ARTICLE I - ORGANIZATION**

**Name.** This organization shall be known as Central Arizona Tall Society, Incorporated (hereinafter referred to as "CATS," "the Club," or "Club.")

**Affiliation.** CATS is formally affiliated with Tall Clubs International, Inc., (hereinafter referred to as "TCI.") CATS shall fulfill and comply with all TCI requirements.

**Place of Business.** The principal place of business of CATS shall be in the City of Phoenix, County of Maricopa, and State of Arizona.

**Purpose.** The Club's purpose is to provide men and women of exceptional height an organization which will inure to their mutual benefit, by:

1. Educating and encouraging them to be undeterred in their outlooks and activities regardless of their height.
2. Informing the public as to the needs of tall people, including, but not limited to, obtaining clothes, accommodations and facilities of adequate size and convenience.
3. Establishing, coordinating and promoting such other and further activities, to provide and facilitate the exchange of information and ideas towards the happiness and welfare of tall people, which includes both social and community service activities.

CATS may cooperate with other non-profit or profit organizations or agencies active in community service and involved in social activities, including but not limited to TCI and other tall clubs and councils. CATS' representatives to such other organizations or agencies, however, are not authorized to make binding commitments without first obtaining CATS approval and written authorization for same.

CATS is not for profit, non-sectarian and non-partisan. It shall endorse neither any commercial enterprise not sponsored by CATS nor any political candidate. The name of CATS or any Member (hereinafter defined) in their official capacity shall not be used in connection with any commercial enterprise, with any partisan interest or for any purpose other than authorized CATS or TCI work, functions and sponsored events.

**ARTICLE II - FINANCIAL POLICIES**

**Fiscal Year.** The fiscal year of CATS shall begin on the First (1st) day of October of every year and end on the Thirtieth (30th) day of September of the following year. CATS' acceptance of these By-Laws as and when amended shall not affect or change in any way the fiscal year already in progress at the time of such acceptance.

**Maintenance of Books of Account and Other Records.** The CATS Board (hereinafter defined) shall be responsible for the maintenance of all Club records including but not limited to a minute book for the permanent, accurate recording of all CATS meeting minutes, a book of account for the permanent, accurate recording of any and all Club expenditures and deposits of monies and any other records as may be deemed appropriate by the Board.

All books of account, minute books and other records as are hereinafter required by these By-Laws shall be presented in an organized manner by the outgoing Board Members to their respective successors in a timely manner after each election.

All books of account, minute books and other records as required by these By-Laws shall be open to inspection by the Board or any Member for any reasonable purpose, upon written request presented to the Board President (hereinafter defined) stating the records of interest and the purpose of such examination.

**Annual Report to Members.** An annual audit of the Club's financial and accounting records shall be performed after the August Regular CATS meeting (hereinafter defined) and at least Ten (10) days prior to the September Regular CATS meeting. Two (2) non-officers as selected by the Board shall conduct this audit. The Treasurer (hereinafter defined) shall cooperate and assist as requested. The audit committee shall report their findings at the September Regular CATS meeting.

**Compensation.** No compensation shall be paid to Board Officers or Members. No remuneration shall be paid to a Board Officer for services performed by him for the Club or the Board in any capacity. Board Officers and Members may be reimbursed, however, for any actual expenses incurred so long as valid receipts or other proof of expenditures are presented to the Treasurer by said Board Officer or Member and approved by the Board pursuant to this Article.

**Expense Reimbursement.** All receipts for the Club expenses shall be submitted to the Treasurer and shall conform to relevant provisions as determined by the CATS Board.

**Signatures.** The President and the Treasurer shall be authorized as signatories to the CATS checking account, or any other CATS account, and may sign checks for such expenditures as are authorized by the Board or Club. Only One (1) authorized signature shall be required on CATS' checks.

**Dues.** Dues shall be collected from each Member in the manner and at the times required by these By-Laws and determined by the CATS Board.

**Fees.** Administrative Fees shall be collected from each individual that has fulfilled the qualifications for membership, in the manner and at the times required by these By-Laws and determined by the CATS Board.

**Returned Checks.** Any Member who has had their check returned to the Club must redeem the returned check within Thirty (30) days by a cash payment and reimburse CATS for any resulting bank charges incurred by it. TCI guidelines shall be followed in such situations.

**Charity.** CATS regularly supports the TCI charities (National Marfan Foundation, Canadian Marfan Foundation and TCI Foundation) and the CATS Scholarship Fund. The Club, in meeting its goal of community service may, upon approval by Simple Majority vote at a Regular CATS Meeting and on a per-occasion basis, provide donations to other charities pursuant to the provisions as determined by the CATS Board.

### **ARTICLE III - MEMBERS**

**Qualification.** Membership applications may be accepted from any male or female who fulfills the following:

1. Be found by the Membership Chairperson (hereinafter defined) or designee and as witnessed by Two (2) male Members and Two (2) female Members, to be of a stocking-foot height of not less than six feet, two inches (6'2") if a male and not less than five feet, ten inches (5'10") if a female. The decision of the Membership Chairperson being final and said measuring is to be completed prior to the presentment of that prospect for membership at a Regular CATS Meeting.
2. Be Twenty-One (21) years of age at the time of acceptance.
3. Be of good moral character and worthy of the trust and confidence of CATS Members.
4. Pay the required Administration Fee and Member Dues as specified in Article II of these By-Laws.
5. Have attended a minimum of Three (3) Club activities, One (1) of which must be a CATS business function. (i.e. Regular CATS Meeting, paper put-out, fund-raiser activity or work on a special club committee.)

## Classes and Privileges.

**Regular Members.** "Regular Members" shall be those who have met CATS' requirements and who have been accepted as Regular Members by a Simple Majority vote at a Regular CATS Meeting. They have dues-paying responsibility and voting privileges, and shall receive all CATS newsletters free of charge. Regular Members must keep their dues current and have no unresolved complaints filed against them to remain in good standing with the CATS.

**Life Members.** "Life Members" are Regular Members who have been in the Club for Ten (10) full consecutive years prior to submitting their request at a Regular CATS Meeting, which request shall be considered and must be approved by a Simple Majority vote. Upon approval, the Life Member shall pay the appropriate dues as determined by the CATS Board.

**Charter Members.** "Charter Members" are the original Club Members whose names appear on the Club charter, who shall not be required to pay dues and have no voting privileges.

## Voting.

**Number.** Each Member has One (1) vote, regardless of the number of Board positions he may hold. Votes may be cast either in person, by proxy or by absentee ballot (each hereinafter defined).

**Proxies.** Proxies are valid only at Special Meetings, Special Board Meetings or the Annual Election Meeting (each hereinafter defined). A proxy vote provides another Member the right to vote as they choose in their absence. Proxies are to be prepared, submitted and utilized as follows:

1. Proxies must indicate the Member, to whom their vote is being given, must be signed, must be sealed in an envelope and must be delivered to any Board Officer prior to the Meeting.
2. The presiding officer at the Meeting must open the proxies in front of the Members present.
3. The Member named in the proxy shall be given one extra ballot for each proxy, which they may use to vote.
4. Proxy votes are counted as attendance in order to obtain a quorum (hereinafter defined).

**Ballots.** Absentee Ballots are valid at Regular CATS Meetings or Special CATS Meetings where proposed By-law Amendments will be presented for final vote and the Annual Election Meeting where candidates will be voted on to fill Board positions. Ballot forms must be printed in the newsletter the month preceding the vote, will identify purpose of vote and provide description of voting options. Ballots are to be prepared, submitted and utilized as follows:

1. Ballots must be signed, must be sealed in an envelope and must be delivered to any Board Officer prior to the Meeting.
2. The presiding officer at the Meeting must open the ballots in front of the Members present.
3. The presiding officer at the Meeting and One (1) Board officer shall be responsible for the accounting of all ballot votes.
4. Ballot votes are counted as attendance in order to obtain a quorum.

## Classes.

**Simple Majority.** Fifty-One percent (51%) of Members in attendance. The resultant of the percentage will be rounded to the closest natural number.

**Specific Majority.** Fraction of Members in attendance required approving issues pursuant to these By-Laws. The resultant of this fraction will be rounded to the closest natural number.

**Acclamation.** One Hundred percent (100%) of Members in attendance.

### Expulsion, Reinstatement or Suspension.

A. Before any action to suspend or expel a Member may be taken by the Board, written notice of the nature of the offense charged must be sent to the Board for review. The Board shall determine the severity of the offense and determine if suspension or expulsion should be recommended. In such event, an opportunity to be heard in his own defense must be given the charged Member. The Board may, at its discretion, by Simple Majority vote made by secret ballot at a Special Board Meeting, suspend or expel any Member who has acted in a manner contrary to CATS' By-Laws or in any manner deemed unbecoming to a Member or for any other just cause.

B. Members dues are payable on September 1st and are delinquent after September 30th. The Club newsletter will contain notice regarding dues renewal. This is the only written notice the membership will receive. Members who are delinquent in their dues shall be considered suspended.

C. A Member who has been suspended for non-payment of dues may be reinstated by Simple Majority vote at a Regular CATS Meeting upon payment of full annual dues.

D. Any Member suspended from membership in the Club shall lose all rights, interests, privileges and property rights as a Club Member. Such a suspended Member, if reinstated, will not be required to pay an administrative fee again.

## ARTICLE IV - BOARD OF DIRECTORS

Members. There shall be elected a Board of Directors (hereinafter referred to as "Board" or "the Board") in which shall be vested the corporate powers of the Club and which shall direct the Club's business in the manner(s) and for the purpose(s) stated in these By-Laws and the Club's Articles of Incorporation. The Board shall consist of the following elected officers: President, Vice-President, Recording Secretary, Corresponding Secretary, Membership Chairperson, Treasurer, Social Chairperson, Publicity Chairperson, Editor, Web Site Administrator (each hereinafter defined), together with any appointed officers.

Term of Office. The term of office of each elected Board officer begins at the first Regular CATS Meeting following the Annual Election Meeting and continues until the first Regular CATS Meeting after the following years Annual Election Meeting.

### Candidates.

Qualifications. All candidates for Board offices shall have been a Member of CATS for a minimum of Three (3) months prior to said election and shall have consented to serve if elected. The same Member except the offices of president and recording secretary may simultaneously hold any Two (2) or more offices.

Nomination. Nominations for all offices shall be pursuant to Article V of these By-Laws and may be made in any further manner as shall seem suitable to the Members by a Simple Majority vote no later than the August Regular CATS Meeting.

### Election of Board Officers.

Time. Board officers shall be elected at the Annual Election Meeting.

Manner. The election of Board officers shall be made by CATS Members on a secret ballot as set forth in Article III, Article V and this sub-section of these By-Laws. In the event a Member is running for an office unopposed, the written ballot nomination may be waived in favor of a vote by acclamation.

The vote's cast shall be counted accurately and verified. The official vote tally, after the run-off election if one is necessary, and the names of the officers-elect shall be presented by the Election Committee to the Board President immediately after the tally following the vote, announced by the Board President verbally to those Members in attendance at that Meeting and published in the October CATS newsletter or whichever issue is the next following the final ballot tally. The ballots and final tally shall be sealed and held by the Election Committee for a period of Thirty (30) days following the final ballot tally.

**Ties.** In the event of a tie, a run-off election shall be held during that same Meeting or at a later time chosen by Simple Majority vote of the Members present but in no event more than Ten (10) days there-after, following the same guidelines set forth in Article V of these By-Laws.

**Challenges.** In the event any election result is challenged, written notification of the challenge must be presented to the Election Committee Chairperson before the expiration of Twenty (20) days following the election day. The Election Committee Chairperson will then advise the Board President of the challenge and shall turn over all ballots and tally sheets for inspection and verification to the Board President, whose determination shall be final.

**Powers and Duties of Board Members.**

**Generally.** Board Members shall have all powers necessary for conducting the administration and affairs of the Club. In addition to those Board officer duties specified, Board Members shall attend all CATS and Board Meetings, shall present a verbal report concerning their respective office at each Regular CATS Meeting and at any other times such is requested by the President or the Board. Board Members shall release all pertinent materials to their successors following election and provide assistance and guidance for the year following the completion of their term of office.

**Succession.** The succession of responsibility from the President shall be in this order: President, Vice-President, Treasurer, Recording Secretary, Corresponding Secretary, Membership Chairperson, Social Chairperson, Publicity Chairperson, Editor, Web Site Administrator.

**Specifically.**

**President.** The President shall be chief executive officer of the Club, shall preside over all Board and Club Meetings, shall be a member ex-officio of any and all Committees, shall be the sole signatory for appointment of keys to the Club's Post Office box, shall be an authorized signatory pursuant to Article II herein for the authorized payment of funds from the Club treasury and shall appoint Chairpersons for each Standing Committee.

**Vice-President.** The Vice-President shall assist the President as requested, shall preside over all Board and CATS Meetings not attended by the President, shall perform such duties as requested by the Board, shall maintain a current listing of all Club property showing each piece's location and shall serve as Sergeant-at-Arms and Parliamentarian at all meetings or, at his sole discretion, shall appoint a Member as Acting Sergeant-at-Arms and/or Acting Parliamentarian to temporarily fulfill those duties.

**Treasurer.** The Treasurer shall receive and keep a written account in a bound ledger of all funds of the Club and shall deposit them in a bank account that has been designated by the Board, shall sign checks and drafts on Club funds as same are authorized, shall be a member ex-officio of any and all Committees dealing with monies, shall prepare and present at each Regular Meeting a financial statement and provide a copy of same to the Recording Secretary and Editor plus any others as may be requested by the Board, shall disburse funds as authorized by the Board or Members and shall be responsible for obtaining in a timely fashion any new signature cards from CATS' bank(s) as same are needed.

**Recording Secretary.** The Recording Secretary shall take and maintain a written record of the proceedings and attendance of all Club and Board Meetings, shall keep said minutes current and in a bound ledger, shall file a copy of the minutes of each Meeting with the Editor and shall be responsible for notifying Members of Special Meetings when so requested and in the manner(s) specified in these By-Laws.

**Corresponding Secretary.** The Corresponding Secretary shall be responsible for all Club and Board correspondence including the reading of communications from other Tall Clubs, shall notify the TCI Secretary of information concerning major upcoming events, and shall be responsible for the mail and any letters of correspondence to appropriate organizations or individuals for such purpose to benefit the Club.

**Membership Chairperson.** The Membership Chairperson shall be in charge of all communications with and activities of the prospects, shall be a member ex-officio of the Prospects Party Committee and shall report to the Board the number of Prospects and their progress. The Membership Chairperson shall publish the Club roster, which shall be distributed to Members only.

**Social Chairperson.** The Social Chairperson shall present a proposed social activities calendar for the following month at each Regular CATS Meeting, subject to review by the membership. A copy of the final social activities calendar shall be provided to the Editor in a timely manner together with all pertinent information. The Social Chairperson shall be in charge of and monitor all social activities of the Club, including the correspondence with establishments for necessary reservations and the enlistment of aid as needed.

**Publicity Chairperson.** The Publicity Chairperson shall handle all publicity of the Club including the placement of brochure boards, all communications with the media and the conditional negotiation of advertising for the Club newsletter, the latter being subject to the approval of the Editor, as stated in these By-Laws.

**Editor.** The Editor shall be responsible for the printing and mailing of the Club newsletter by providing information for all CATS and TCI activities in a timely manner. The material printed in the newsletter shall be subject to guidance by the CATS board. The Editor is responsible for establishing article deadline dates and newsletter assembly dates for general membership information each month.

**Web Site Administrator.** The Web Site Administrator (also referred to as Web Master) shall be responsible for the maintenance and content of the CATS Web Site. The Administrator shall not use the CATS web site for their personal gain or financial benefit and can advertise only those businesses that promote tall products or services. All web site information shall be subject to approval by the CATS board.

## **Meetings.**

### **Classes.**

**Regular Business.** The Club shall hold a minimum of Ten (10) regular meetings of the Members (also referred to as "CATS Business Meetings" or "Regular CATS Meetings") per fiscal year for the purpose of conducting Club business, to be held pursuant to the provisions of the Club's Articles of Incorporation and these By-Laws. All Regular CATS Meetings are open to all CATS Members, prospects and invited guests.

**Special Business.** The President or any Three (3) Board Members, without first obtaining the approval or consent of the President, may call such other meetings (also referred to as "Special CATS Meetings") of the Members as may be deemed necessary and appropriate. Special CATS Meetings shall be called by the Board at any time it is requested in writing by One-Fourth (1/4) of the Members. All Special CATS Meetings shall be held as designated in the notice for it and are open to all Members.

**Special Board.** The President or any Three (3) Board Members, without first obtaining the approval or consent of the President, may call such other meetings of the Board (hereinafter referred to as "Special Board Meetings") as may be deemed necessary and appropriate. All Special Board Meetings shall be held as designated in the notice for it and are Executive Sessions for and to be attended by all Board Members and invitees only.

**Annual Election.** There shall be an annual election meeting held each September during which the Board of Directors shall be elected. The location and time of this Annual Election Meeting shall be determined by Simple Majority vote no later than the July Regular CATS Meeting. All Annual Election Meetings are open to Members only.

## Notice.

Regular Business Meetings. Notice of the date, time and place of all Regular CATS Meetings shall be published in each CATS newsletter.

Special Business Meetings. Notice of the date, time, place and purpose of all Special CATS Meetings, including a reference to the relevant By-Law and voting procedure, shall be given personally, in writing or by telephone to all Members a minimum of Four (4) days prior to the scheduled meeting date, unless all CATS Members appear at such Special CATS Meeting and unanimously waive said four-days' notice. Written notice shall be deemed served if deposited postage pre-paid, in the U.S. Postal system.

Special Board Meetings. Notice of the date, time and place of all Special Board Meetings shall be given personally, in writing or by telephone to all Board Members a minimum of Four (4) days prior to the scheduled meeting date, unless all Board Members appear at such Regular Board Meeting and unanimously waive said four-days' notice. Written notice shall be deemed served if deposited postage prepaid in the U.S. Postal system.

Annual Election Meetings. Notice of the date, time, place and voting procedure of each Annual Election Meeting shall be published in the CATS newsletter no later than the August issue.

## Vacancies.

Resignation. A Board Member may resign at any time upon delivery of written notice to the Board President or Recording Secretary. Such resignation shall be in effect upon receipt or at any later time therein specified. Acceptance of any such resignation by the Board shall not be necessary to make it effective. The President shall announce any such tendered resignation at the next CATS Meeting. The Recording Secretary shall note the written notice of resignation in the minutes of that CATS Meeting.

Removal. A Simple Majority vote of the Members present at any Special CATS Meeting duly called for that purpose, shall remove any one or more of the Board Members. Four (4) absences from Meetings in One (1) year's term of office may be sufficient reason for releasing any officer from their Club duties and the presiding officer declaring a vacancy of that position.

Cure. The President shall report a Board vacancy at the Regular CATS Meeting. Should it be necessary for the Club's best interests, in the President's sole discretion, to immediately appoint a successor, the President shall do so, such appointed officer to be considered by the Board at its next Regular CATS Meeting to have equal status as any nominee for the vacated position. The President shall present all nominees for the open board position at the following Regular CATS meeting for vote by Simple Majority.

Records. In the event a Board vacancy occurs for any reason, the outgoing officer is responsible for the immediate delivery of all books of account, minutes books and other records as are within his possession or control to the Board President or his designated representative.

## ARTICLE V - COMMITTEES

### Standing Committees.

Generally. A person may simultaneously hold the positions of both a Board Member and a Committee Chairperson, as long as this does not conflict with any provisions of these By-Laws.

**Classes.** The Board Standing Committees are:

- 1) Holiday Party Committee
- 2) Club Weekend Committee
- 3) Election Committee
- 4) Founder's Day Committee
- 5) Nominating Committee
- 6) Prospects Event Committee
- 7) Scholarship Committee
- 8) Other Committees

**Members; Manner of Appointment.** CATS Standing Committees shall each consist of a sufficient number of members to fulfill the Committee responsibilities. The Standing Committee Chairperson shall be responsible for selecting all Committee members and the duration of their service shall be for the remainder of the fiscal year.

**Duties of Standing Committee Members.**

**Generally.**

**Members.** Standing Committee Members shall be responsible for attending each meeting of their respective Committee and to contribute to the successful completion of that committee's responsibilities.

**Chairpersons.** Standing Committee Chairpersons shall be responsible for the presentation of a report at each Regular CATS Meeting on the status of activities within their respective Committee and at each Special CATS Meeting as requested. The chairperson shall present all Committee records, including ledger sheets, to the Board President or Recording Secretary upon the Committee's completion of its duties.

**Specifically.**

**Holiday Party Committee.** The Holiday Party Committee and the Committee Chairperson shall be responsible for the planning and accomplishment of an annual Holiday Party, shall provide the CATS Editor and Publicity Chairperson with ongoing information in a timely manner.

**Club Weekend Committee.** The Club Weekend Committee and Committee Chairperson shall be responsible for the planning and accomplishment of a yearly weekend event and shall provide other Tall Clubs, the CATS Editor and Publicity Chairperson with ongoing information in a timely manner.

**Election Committee.** The Election Committee and Committee Chairperson shall be formed no later than July Regular CATS Meeting, which Committee Members shall not be candidates for any office in the election. The committee shall be responsible for providing all needed election materials and shall tally the votes cast at each election. They shall also be responsible for carrying out all their respective duties as set forth in Article IV of these By-Laws.

**Founder's Day Committee.** The Founder's Day Committee and Committee Chairperson shall be responsible for the planning and execution of the annual TCI-associated Founder's Day in a manner consistent with Article IV of these By-Laws and shall provide the CATS Editor and Publicity Chairperson with ongoing information in a timely manner.

**Nominating Committee.** The Nominating Committee and Committee Chairperson shall be formed at the May Regular Business Meeting. Pursuant to Article IV of these By-Laws, they shall seek nomination candidates and prepare a list of Board officer candidate nominations to be submitted to the current Board. Each person nominated must be contacted for their consent to serve if elected before such list is presented to the Board. After obtaining the Board's approval, the list of candidates shall be given to the Election Committee.

**Prospects Event Committee.** The Prospects Event Committee and Committee Chairperson shall be responsible for the planning and execution of a Prospects event, shall provide the Editor and the Publicity Chairperson with ongoing information in a timely manner.

**Scholarship Committee.** The Scholarship Committee and Committee Chairperson shall be responsible for the planning and execution of a yearly scholarship presentation to a graduating high school senior meeting TCI's height requirements and such academic or other requirements as determined by guidelines established in the TCI Bylaws. The Committee Chairperson shall provide the Editor and Publicity Chairperson with information regarding their selection in a timely manner.

**Other Committees.** Other Committees may be created, as the Board deems necessary, including but not limited to various Fund-Raising Committees. All such Committees and Committee Members shall be held to those responsibilities and duties as stated in these By-Laws.

## ARTICLE VI - TCI EVENTS

**Participation.** As a Member Club, CATS shall participate in the following TCI events in the manner(s) described:

**Founder's Day.** CATS shall celebrate a TCI Founder's Day each year on the first Sunday in May to promote Tall Awareness (the first Sunday in May 1938 being the first tall clubs meeting.) All net proceeds from CATS' events held on the day of Tall Observance shall go to the Tall Clubs International Foundation, Inc., National Marfan Foundation, Canadian Marfan Foundation or as designated by TCI on behalf of the member club in Kae Sumner Einfeldt's name. A Founder's Day Committee shall be formed pursuant to Article V, which shall be responsible for all matters connected with any and all Founder's Day events.

**TCI Annual Convention.** CATS shall, in those years when CATS Members have planned to attend at their own expense or when it is otherwise financially feasible for CATS to be responsible for the related travel and other expenses of such representatives, send to the TCI annual convention an official delegate to represent CATS for TCI convention voting purposes, together with an alternate delegate. CATS' TCI Delegate and Alternate Delegate to the annual convention shall be elected in any manner deemed suitable by a Simple Majority vote of the Members from the floor of a Regular CATS Meeting prior to convention.

**Miss TI Pageant.** Should CATS decide to participate in the annual Miss TI Pageant held in conjunction with the TCI annual convention, the selection of CATS' Queen may be accomplished in any manner deemed suitable by a Simple Majority vote of the Members at any CATS Meeting. If it is determined to hold a Queen Pageant, it shall be held no later than the 30th of April. The elected Queen shall reign for a minimum of Twelve (12) months or until the next CATS' Queen Pageant. The official name for CATS' Queen is "Miss Tall Central Arizona."

CATS' Queen shall be a single female reasonably free of professional and/or family obligations, which would prevent her from traveling and a CATS Member as of the Thirty-First (31) day of January of the Miss TI pageant year. All other TCI requirements and guidelines, if any, shall be met or followed.

## ARTICLE VII - STANDING RULES

**Provisions.** There shall be Standing Rules created and maintained guiding the Board and Members in the daily operation of the Club and its functions, said Rules covering issues which are not contained in the Club's Articles of Incorporation or these By-Laws, which Rules are incorporated herein by reference and thereby are applicable and binding and have full force and effect. The Standing Rules may be amended from time to time by a Simple Majority vote of the Members either at any Regular Meeting or any Special Meeting called for that purpose.

## ARTICLE VIII - AGENDA

### Regular Meetings.

- I. Call to Order
  - A. Proof of Notice of Meeting
  - B. Quorum (hereinafter defined) Statement
- II. Reading and Acceptance of Minutes of Previous Meeting
- III. Reports of Officers
  - A. President
  - B. Vice-President
  - C. Recording Secretary
  - D. Corresponding Secretary
  - E. Treasurer
  - F. Membership Chairperson
  - G. Social Chairperson
  - H. Publicity Chairperson
  - I. Editor
  - J. Web Site Administrator
- IV. Reports of Committee Chairpersons
- V. Unfinished Business
  - A.
  - B.
  - C. etc.
- VI. New Business
  - A. Presentment of Prospects for Membership
  - B. etc.
  - C. For the Good of the Club
- VII. Adjournment

### Special Meetings.

- I. Call to Order
  - A. Proof of Notice of Meeting
  - B. Roll Call
  - C. Quorum Statement
  - D. Verification of Proxies, if any submitted.
- II. Statement of Meeting Purpose
- III. Report(s) of Officer(s) and Committee Chairperson(s) (if relevant)
- IV. Unfinished Business (if any)
- V. New Business (if any)
- VI. Adjournment

### Annual Election Meetings.

- I. Call to Order
  - A. Proof of Notice of Meeting
  - B. Roll Call
  - C. Quorum Statement
  - D. Verification of Proxies, if any submitted
- II. Report(s) of Officer(s) and Committee Chairperson(s) (if relevant)
- III. Election of Board Officers
- IV. Adjournment

## ARTICLE IX - QUORUM

Regular Meetings. The presence of Two-Thirds (2/3) of the Board shall be necessary for the legal transaction of all business at Regular CATS Meetings.

Special Meetings. The presence of Two-Thirds (2/3) of the Board shall be necessary for the legal transaction of all business at Special Board and Special CATS Meetings.

Annual Election Meetings. The presence of Two-Thirds (2/3) of the Board shall be necessary for the legal transaction of all business at Annual Election Meetings. Ten Percent (10%) of the total Members entitled to vote shall constitute a quorum for the transaction of business at all Annual Election Meetings.

## ARTICLE X - DISSOLUTION

**Terms.** Pursuant to the provisions of CATS' Articles of Incorporation, voluntary dissolution of this Club can be achieved only upon the affirmative vote of a minimum of Seventy-Five Percent (75%) of CATS Members and can be considered only at a Special CATS Meeting called for that purpose after a minimum of Ten (10) days' written notice has been given all Members specifically stating that dissolution shall be considered at said Special Meeting.

As this organization is one that does not contemplate pecuniary gain or profit for the Members thereof and is organized solely for non-profit purposes, upon the dissolution of CATS all debts and obligations of the Club shall be paid in full or otherwise resolved and any assets remaining thereafter shall be distributed to a non-profit fund, foundation, organization or corporation which is organized and operated exclusively for charitable or educational purposes and which is chosen by a quorum vote of CATS Members.

## ARTICLE XI - AMENDMENTS

**Procedure.** The Members present may amend these By-Laws and voting either at a Regular CATS Meeting or at a Special CATS Meeting called for said purpose according to the following procedure:

1. Motion to amend the By-Laws is presented, in writing, stating the proposed revision and the reason for change. There shall be time allowed for discussion of each proposed revision, as a result of which changes to the presented text of each proposed amendment shall be made, if necessary, for the purpose of clarification. The motion on the corrected text may be tabled or vote for publication tallied;
2. Vote to allow for publication, which vote requires a Simple Majority of those present at the meeting.
3. Publish proposed amendment(s) in Club newsletter a minimum of One (1) month prior to voting thereon; and,
4. Hold final vote to accept or deny the proposed amendment(s) at the first Meeting following the expiration of said month period of time, said vote requiring a Two-Thirds (2/3) majority of those Members present at such Meeting to approve amendment of these By-Laws.

## ARTICLE XII - RULES OF ORDER

Robert's Rules of Order, Revised, shall be parliamentary authority for all matters of procedure not specifically otherwise provided for these By-Laws.

## ARTICLE XIII - GENDER AND NUMBER

The singular, wherever used herein, shall be construed to mean the plural when applicable and the plural the singular, and the necessary grammatical change required to make the provisions hereof apply either to men or women shall in all cases be assumed as though being fully expressed.

## ARTICLE XIV - TITLES AND CAPTIONS

The marginal or topical headings of the sections and paragraphs contained in these By-Laws are for convenience only and do not define, limit or construe the contents of the respective sections and paragraphs herein contained.

(Current as of January 1, 2003)