

BYLAWS

SANTA CLARA VALLEY SQUARE DANCERS ASSOCIATION, INCORPORATED

Articles of Incorporation Number D3571950

Incorporation Date: July 10, 1958

*Employer Identification Number 94-237-7609

*I.R.S. Identification Number L 179 Code 428 SF-EO-78-740

Bylaws as Revised and Approved at General Committee Meeting
June 15, 2024

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*U.S. law forbids the use of this number by any individual clubs.

PREAMBLE:

We, the members of the Santa Clara Valley Square Dancers Association, Incorporated (SCVSDA) are banded together to preserve the historical heritage of the American square dance including its special regional and historical variations, for the continuation of the square dance heritage through the instruction of new generations of square dancers and to share in the benefits and pleasure of square dancing.

The SCVSDA goes on record as follows: This association recognizes and supports national, state, and local square dancing. That the President shall delegate each dancer of our association to represent our area and square dancing organization(s) with the same dignity as we conduct ourselves at local dances.

Charter members of SCVSDA consisted of the following Clubs:

Boompsi-Daisies	Paws and Taws
Covered Wagons	Rafter Rockers
Cross Trailers	Redwood Squirrels
Dancin Dandies	Shooting Stars
Dudes and Dolls	Silverspurs
Evergreenhorns	Skirts and Flirts
Flyin' Squares	Squares and Flares
Hayshakers	Star Swingers
Highland Hillbillies	Sues 'N' Ques
Hot Timers	Surf Twirlers
Jaywalkers	Swingin Saints
Jokers	Western Squarenaders
Korn Krackers	

Other than the Articles of Incorporation, these Bylaws and accompanying Standing Rules are the only governing rules of operation of the SCVSDA, and from date of acceptance supersede all previous Bylaws and Standing Rules.

The incorporation date of the SCVSDA is July 10, 1958.

ARTICLE I - MEMBERS, MEETINGS AND VOTING

Section 1 - Membership

The membership of the Santa Clara Valley Square Dancers Association, Incorporated, which shall hereinafter be referred to as "SCVSDA", shall be comprised of the members of square dance, round dance, contra dance, clogging, and other American folk dance groups affiliated with SCVSDA. Such affiliated groups shall be hereinafter referred to as the "Clubs".

SCVSDA is a member of the California Council of Square Dancers, Inc. (CCSD), and the United Square Dancers of America (USDA). All Clubs and individual members of SCVSDA are also members of CCSD and USDA.

Section 2 - Qualifications for Club Membership

Clubs applying for membership in SCVSDA:

- a. shall have membership of at least eight (8) people.
- b. shall have a stable membership and control over the admission or rejection of its members.
- c. shall be devoted to American square dance, round dance, line dance, clogging, contra dance, or other American folk dance activity recognized by SCVSDA.
- d. shall have an active program of instruction or dancing taking place within the geographic area of SCVSDA, which consists of Santa Clara, San Mateo, Santa Cruz, San Benito, and Monterey counties in California. This geographic restriction may be waived by a two-thirds (2/3) vote of the General Committee.
- e. shall acknowledge that membership in their club is not transferable.
- f. shall agree to abide by the Bylaws and Standing Rules of SCVSDA.
- g. shall submit an application along with:
 - 1) a full list of club members' names and addresses
 - 2) club's full mailing address
 - 3) a list of the current club officers
 - 4) names of the proposed SCVSDA delegates

- 5) a copy of the club's Bylaws and other governing documents
- 6) a payment in the amount of the current application fee
- 7) the first year's dues and insurance for the members proposed
- 8) such other items as the Board acting on behalf of the General Committee may from time to time require.

Section 3 - Club Membership Acceptance

Clubs may be admitted to Membership after investigation of their qualifications by the Vice President, with a favorable recommendation of the Board, followed by ratification by the General Committee.

Section 4 - Continuing Requirements for Membership

Clubs shall submit items g-1) through g-4) in Section 2 above on a yearly basis.

Section 5 - Dues and Insurance Agreement

Club membership will not be valid each year until the dues payment and membership list (including full address of each member) has been submitted to SCVSDA.

- a. Dues for the following calendar year shall be due and payable on October 15th and delinquent after December 31st of each year.
- b. The Dues year for the SCVSDA shall be from January 1st to December 31st.
- c. The membership dues amount will be set by the Board of Directors and ratified by the General Committee. Changes for the next calendar year must be ratified no later than September 30th.
- d. Members of more than one SCVSDA Club need pay dues through only one of the Clubs.

Section 6 - Insurance

- a. Liability insurance shall be secured annually by the Board of Directors and ratified by the General Committee.
- b. Clubs shall pay such insurance premiums as are approved by the Board of Directors and ratified by the General Committee.

- c. Insurance shall be due and payable on October 15th and delinquent after November 15th of each year.

Section 7 - Termination of Membership and Suspension

- a. The membership of any Club failing to submit its membership list and dues by December 31st shall be automatically suspended, until such time as these requirements are met. If by the beginning of the next General Committee Meeting the requirements have not been met, the suspension automatically will change to a termination.
- b. Clubs shall be represented at all Regular or Special meetings of the General Committee. Failure to be represented at three (3) consecutive meetings shall constitute cause for termination of the Club membership from SCVSDA. A motion to terminate the membership of a Club may be made at any Regular or Special meeting of the General Committee if that Club did not attend that and both of the two prior Regular or Special meetings of the General Committee. Such motions require a two-thirds (2/3) majority to effect such termination. A notice of termination will be sent to said Club within seven (7) days of said meeting. The Club may appeal such termination to the Board of Directors within forty-five (45) days of the date of notice. The Board shall review such an appeal at their next regular meeting and shall submit the appeal and their recommendation to the General Committee at its next Regular or Special meeting for action.
- c. If a Club is not represented at a Regular or Special General Committee meeting, the Secretary shall notify the Club that its absence was noted and remind it that three (3) consecutive absences will allow the termination of its membership in SCVSDA.
- d. Termination of a Club from membership in SCVSDA for any cause shall also terminate all benefits accruing to the Club and its members at the end of the appeal period.
- e. Any member or Club that is in violation of the Bylaws or Standing Rules shall be subject to such disciplinary action as provided for in these Bylaws or may be voted out by the two-thirds (2/3) affirmative vote of those present and voting at a meeting of the General Committee with a quorum present.

Section 8 - Life Members

- a. Past Presidents of SCVSDA shall be life members and shall be honorary members of the General Committee. This life membership shall be withheld until all duties are fulfilled.
- b. Life Members shall have all rights and privileges of attending meetings and participating in the discussion of any business brought before the committee, except the right to vote. No other privileges are granted or implied.

ARTICLE II - GENERAL COMMITTEE

The General Committee shall be composed of representatives (Delegates) of all the Clubs in SCVSDA.

Section 1 - Voting Rights/Representation

Clubs having paid dues for fewer than 8 (eight) members will have no voting rights for that year or until they have paid dues for 8 (eight) or more members. Member Clubs without a vote will not count toward quorum.

Clubs having paid dues for 8 (eight) or more members and having submitted a roster for fewer than 24 (twenty-four) members will receive up to two votes and count toward quorum.

Clubs having paid dues for 8 (eight) or more members and having submitted a roster of 24 (twenty-four) or more members will receive up to four votes and count toward quorum.

Voting rights are altered upon a report from the Treasurer that appropriate dues and rosters have been received. The Annual Meeting shall open with a membership report from the Treasurer.

Section 2 - Annual Meeting

The Annual Meeting of the General Committee shall be held in August or September of each year. At this meeting, the Delegates shall elect, by plurality vote, the Officers and Directors of SCVSDA, and transact such other business as may properly be brought before the meeting. This meeting shall be open to all members.

Section 3 - Special Meetings

Special Meetings shall be called by the President, the Board of Directors, or upon the written request of fifteen per cent (15%) of the Clubs.

There shall be three (3) or more Special Meetings per year, which shall be open to all members.

Section 4 - Notice of Annual and Special Committee Meetings

Notice of time and place, and a copy of the Agenda of all meetings of the General Committee shall be sent to the Delegates, at the addresses appearing on SCVSDA records, at least fourteen (14) days before such meetings.

Section 5 - Place of Meetings

The place of meetings shall be fixed by the President and Board of Directors.

Section 6 - Quorum

Delegates from a majority of the Member Clubs that count toward quorum shall constitute a quorum for the purpose of transacting business.

Section 7 - Powers of General Committee

The General Committee shall determine SCVSDA policy and shall have power to make rules and regulations consistent with the Bylaws for the guidance of the Officers in the management of SCVSDA. The General Committee:

- a. Shall elect Officers and Directors as provided for in these Bylaws.
- b. Shall discuss any matters of interest to the SCVSDA and establish its policies.
- c. Shall amend the SCVSDA Bylaws.
- d. Shall establish and amend the Standing Rules of SCVSDA. The Standing Rules shall be used to provide for the uniform application of the provisions of the Bylaws and to help promote the efficient operation of the SCVSDA. Standing Rules may be initiated, amended, or deleted by a two-thirds (2/3) affirmative vote of those present and voting, at any Regular or Special Meeting, or by a majority vote of those present and voting, if the matter has been submitted at the previous meeting or if thirty (30) days written notice has been given.
- e. Shall establish and amend the SCVSDA Jubilee Guidelines which shall have the power of a main motion when not in conflict with the ByLaws or Standing Rules of the SCVSDA (i.e., they may be temporarily or permanently altered by a majority vote at any General Committee meeting).
- f. Shall have any and all other powers ascribed to it by the Bylaws and Standing Rules of the SCVSDA.
- g. Shall act on behalf of the Board of Directors in the event the Board of Directors is unable to act as a board.

ARTICLE III - BOARD OF DIRECTORS

Section 1 - Board of Directors

- a. The Board of Directors shall be composed of four (4) elected Officers plus three (3) elected Directors. Hereinafter this group shall be referred to as the "Board".
- b. Each Officer and Director shall consist of a pair of members, a Primary and a Secondary. The Secondary member is optional and need not be filled. In balloting, the Primary name shall be listed first on the ballot.
- c. There shall be no more than three (3) elected Members of the Board of Directors from the same Club as follows:
 - either two (2) elected Officers and one (1) elected Director from the same Club or one (1) Officer and two (2) Director from the same Club.
- d. Should there be sufficient candidates to maintain a limit of one (1) Officer and one (1) Director from the same Club, the Nominating Committee shall maintain this limit.
- e. No member of the Board of Directors shall be a member of the Board of Directors of another affiliate of the California Council of Square Dancers.
- f. To serve as an elected Officer, an individual shall have reached his/her 18th birthday.
- g. Officers, Board of Directors, and Delegates shall be non-paid, and shall donate their time, effort, and talents to SCVSDA.
- h. No part of any net earnings of SCVSDA may accrue or inure to the benefit of any Officer, Director, Delegate, or member.
- i. Powers

All powers and policies as assigned by the General Committee shall be exercised by or under the Board of Directors, and said Board shall control the business and affairs of SCVSDA. The Officers and Directors have no powers other than those set forth in these Bylaws. Members of the Board of Directors (who are not also Delegates) shall not be entitled to vote at the General Committee meeting, except to cast one (1) vote as a body (by the majority vote of the Board Members present) in case of a tie vote in the General Committee.

j. Responsibilities

A summary report of the business meetings of the Board of Directors shall be presented to the General Committee at any regular or special meeting following the Board of Directors meeting or meetings. The report shall be incorporated in the minutes of the General Committee meeting at which presented.

k. Time and Place of Meetings

The Board shall hold at least one regular meeting per year at a time and place set by the President or, in his/her absence, by the Vice President. Special meetings shall be called by the President and shall be open to all members. Special meetings may also be called when requested by one-third of the board.

l. Notices

Notices of regular or special meetings shall be sent to each Officer and Director at least fourteen (14) days before said meeting. The Officers and Directors may in writing waive such notice.

m. Voting

The Primary or Secondary or both may attend Board meetings to participate in discussions. Each position may cast one vote. If both the Primary and Secondary are present and both wish to vote, they shall each have one-half (1/2) vote. The Primary President and Secondary President shall not vote in Board Meetings except in the event of a tie vote, when the Primary President shall cast the tie-breaker, or in the event of a tie vote with the Primary President absent the Secondary President shall cast the tie-breaker. No other privileges are granted or implied except as otherwise provided for in these Bylaws.

n. Quorum

A majority of the elected Officers and Directors of the Board of Directors shall constitute a quorum for the transaction of business. The Primary or Secondary but not both shall be counted toward quorum.

o. Electronic Voting

The Board may vote on motions electronically between meetings, with approval having the same effect as approval at a meeting.

1) The Secretary shall establish, subject to approval by the Board, procedures for electronic voting using e-mail or similar technologies, making suitable provision for security and for participation by all Board members.

- 2) The Secretary shall initiate an electronic vote upon submission of a motion by members representing at least two Board positions.
- 3) Members shall be allowed at most seven days to vote, and may change or withdraw their vote at any time before the voting is closed.
- 4) If after seven days members representing at least five Board positions have not voted, the motion will be considered to have failed.
- 5) Voting will be closed immediately at any time after three days if all members have voted.
- 6) The Secretary shall report the result of the vote, including the full text of the motion and the final vote cast by each member voting, to all Board members and club Delegates immediately upon the voting being closed.

Section 2 - Officers

The Officers of SCVSDA shall be President, Vice President, Secretary, and Treasurer.

a. President

- 1) The President shall have general supervision and direction of the business affairs of the SCVSDA and shall sign all contracts and obligations of the SCVSDA.
- 2) The President shall preside at all meetings of the General Committee and Board of Directors.
- 3) The President shall appoint all committees, with the approval of the General Committee or the Board of Directors. The President shall be ex-officio member of all committees except the Nominating Committee.
- 4) The President shall have custody of SCVSDA files.
- 5) The President shall receive all mail for SCVSDA and log all mail pertinent to SCVSDA business. The President shall maintain and record all mail received and shall distribute the mail to the proper individuals or committees for action as may be required. The President may delegate this responsibility to a person approved by the Board.
- 6) The President shall keep the files up-to-date and ensure that all past SCVSDA records are in proper order.
- 7) A copy of the Articles of Incorporation shall be in the President's custody.

- 8) Upon completing his/her term of office, the President shall surrender the files and all documents pertaining to SCVSDA to the duly elected successor no later than at the joint meeting of the outgoing and incoming Boards of Directors.
- 9) Upon due certification of the Board of Directors and elected Officers that all records and reports have been turned over from the outgoing Board of Directors then, and only then, shall the General Committee award a lifetime membership to the outgoing President.
- 10) The President shall serve as liaison to the Callers Association (SCVCA).

b. **Vice President**

- 1) The Vice President shall, in the absence or temporary disability of the President, act with full powers of the President.
- 2) The Vice President shall perform all duties delegated to him/her from time to time by the President.
- 3) The Vice President shall be in charge of membership. The Vice President shall examine the qualifications of all applicants of membership and present a report and recommendations to the Board of Directors.
- 4) The Vice President shall surrender all SCVSDA files and property to the outgoing President, at the end of his/her term.

c. **Secretary**

- 1) The Secretary shall keep or cause to be kept at the principal office of SCVSDA, or such other place as the Board of Directors may order, a book or minutes of all meetings of the Board of Directors and the General Committee.
- 2) All minutes shall be written in a form that complies with the current standards as required by California state law.
- 3) The Secretary shall keep a membership register showing the names of member Clubs, Club Presidents, and Delegates, with mailing addresses for each, along with club dance nights, locations, and callers/cuers.
- 4) The Secretary shall give or cause to be given notice of all meetings of the General Committee and of the Board of Directors required by Bylaws or official directive.

- 5) The Secretary shall distribute draft minutes of meetings of the General Committee and Board within 30 days of the meeting to Board members, Club Delegates, and Standing Committee Chairs, and approved versions of those minutes to the same people within 30 days of approval.
- 6) The Secretary shall transmit the minutes and perform other duties as may be prescribed by the Board of Directors.
- 7) The Secretary shall surrender all SCVSDA files and property to the outgoing President, at the end of his/her term.

d. **Treasurer**

- 1) The Treasurer shall be the chief financial officer and shall receive and disburse funds of SCVSDA and pay out or withdraw funds as instructed by the Board of Directors. Disbursements shall only be made using SCVSDA checks carrying the address of SCVSDA and bearing the signatures of at least two (2) of the elected Officers, or in accordance with some other process which includes acknowledgement by at least two Officers that has been established in a Standing Rule.
- 2) The Treasurer shall keep accounts of SCVSDA financial transactions, on a fiscal year basis. The fiscal year shall be defined as November 1 to October 31 of the following year.
- 3) The Treasurer shall store or cause to be stored all pertinent past financial documents of the SCVSDA and the Jubilee.
- 4) The Treasurer shall file or cause to be filed the appropriate Secretary of State, IRS, and Franchise Tax Board declarations.
- 5) The Treasurer shall recommend to the Board of Directors suggested investments of surplus SCVSDA funds.
- 6) The Treasurer shall notify each Club, on or before October 1st each year, as to the amount of membership dues and insurance fees which shall be due October 15th.
- 7) The outgoing Treasurer may not make payments after October 31st except in consultation with the incoming Treasurer.
- 8) The Treasurer shall surrender all SCVSDA files and property to the outgoing President, at the end of his/her term.

Section 3 - Directors

Directors shall be elected from the Delegates to the General Committee or the Board of Directors, or from the General Membership (see Article IV-Nominating Committee). The duties of a Director, in addition to those outlined below or in Article III, Section 1, shall include such duties as may be assigned by the President.

- a. Directors shall assist, along with other Board members, in maintaining communication with Clubs through attendance at club nights, classes, and special dances, visiting Clubs in whose activities they do not ordinarily participate, and making themselves available to Club officers for discussion of topics relating to SCVSDA.
- b. Shall attend all Board of Directors and General Committee Meetings. Absences of a Director from two consecutive Board of Directors or General Committee Meetings without excuse shall be cause of dismissal.
- c. Shall surrender all SCVSDA files and property to the outgoing President, at the end of his/her term.

Section 4 - Election and Tenure of Office

All Officers and Directors shall be elected by ballot at the Annual Meeting of the General Committee, to serve for a term of one (1) year. Their term of office shall begin November 1 following their election. An Officer or Director who, for any reason, ceases to be an active member of a Club, forfeits his/her office unless he/she joins another member Club within sixty (60) days. All Officers are ineligible to hold the position of Club Delegate.

The President shall not hold the position of Jubilee Chairman. All Officers and Directors are also ineligible to hold two positions on the Board of Directors.

Section 5 - Succession

- a. The President may not serve in excess of two (2) consecutive times as President.
- b. An Officer member (other than President) of the Board of Directors may not serve in excess of five (5) consecutive times in any one (1) office.
- c. A Director may serve as many times as elected.
- d. The Secretary may serve as many times as elected.
- e. Term limits as described in sections 5(a) and 5(b) notwithstanding, if any office would remain unfilled due to a complete absence of candidates, those term limits shall not apply and the existing officeholder may be re-elected.

Section 6 - Recall

- a. A member of the Board of Director may be recalled for:
 - 1) Failure to abide by these Bylaws;
 - 2) Failure to pay SCVSDA dues;
 - 3) Or other conduct detrimental to the square dance movement as determined by a hearing before the General Committee of the SCVSDA.
- b. Recall of an Officer or Director may only occur following a hearing before the General Committee of SCVSDA. Such hearing may be requested by a majority of the SCVSDA Board of Directors or by written request of delegates from 15% (rounded up) of the Member Clubs of the SCVSDA General Committee. Such hearing and recall vote shall be scheduled between 14 and 30 days of the request for the hearing.
- c. An accused Officer or Director shall be removed from office if two-thirds (2/3) of the Delegates present and voting favor the removal.
- d. A second method by which a Director or Officer may be recalled is by a vote of two-thirds (2/3) of the remaining Board moving that the Director or Officer is unable to fulfill the duties of the office.

Section 7 - Vacancies

1. Vacancies shall exist on the Board of Directors when:
 - a. Both the Primary and Secondary member of an Officer or Director of the Board of Directors is/are absent two (2) unexcused consecutive meetings.
 - b. A member of the Board of Directors has resigned, been recalled or otherwise terminated his position or has been deemed unable to fulfill the duties of the office through motion of the board as described in Article III section 6(d).
 - c. If the Primary for an Officer or Director resigns, has been recalled, terminated, or been properly removed from the Board, then if not vacant, the Secondary shall become the Primary and the Secondary shall be vacant.
2. Vacancies shall be filled on the Board of Directors in the following manner:
 - a. An Officer vacancy shall be filled by an election, to be held at the next General Committee Meeting.

- b. The Board of Directors shall have the right to temporarily fill the position of Secretary or Treasurer until elections can be held, so that SCVSDA business can be transacted.
 - c. Should the office of Director become vacant, the Board of Directors shall have the right to fill the position, with confirmation of their actions by a majority vote of the General Committee, taking place at the next General Committee Meeting.
3. The Primary for any Officer or Director for which the Secondary is vacant may nominate a Secondary at a General Committee Meeting. A majority vote of the General Committee Meeting shall fill that vacancy.

Section 8 - Standing Committees

The President shall appoint the members of all committees and designate the Chairman, subject to the approval of the General Committee or the Board of Directors. Selection of standing committees should represent a cross section of the Clubs and may include non-members. Standing committees shall include those described below or in the Standing Rules.

a. Historian

Shall keep a history of SCVSDA.

b. Jubilee

Shall coordinate all activities of the annual Jubilee in accordance with the SCVSDA Jubilee Guidelines.

c. Insurance

This committee shall coordinate and expedite all insurance activities. Any changes to insurance provider or policy options shall be approved by the Board of Directors and ratified by the General Committee.

d. Publicity

This committee shall promote activities of SCVSDA and its member Clubs to the general public through various media.

e. Calendar

The Calendar Committee shall maintain a calendar of events scheduled to take place up to five years in the future and make this information available through the SCVSDA web site and other channels as they consider appropriate. The calendar shall include:

- 1) SCVSDA meetings, dances, and other events approved by the Board.
- 2) Hoedowns and other special dances sponsored by member Clubs.
- 3) Meetings and special dances sponsored by the California Council of Square Dancers.
- 4) Festivals sponsored by other affiliates of the California Council of Square Dancers.
- 5) California state and National Square Dance Conventions.
- 6) Meetings of and dances sponsored by the Santa Clara Valley Callers Association.
- 7) Similar events sponsored by other organizations which in the judgment of the committee, based on factors like size and location, would likely be of interest to dancers in the SCVSDA area.

f. Whing Ding

This committee shall produce and promote fifth-Saturday Whing Dings. Subject to guidelines established by the Board or General Committee, this committee shall have the authority to secure facilities, callers, and cuers for these dances, as well as to determine the program and pricing. If SCVSDA enters into an agreement with any other organization(s) for co-sponsorship of these dances, that agreement may provide for the other organization(s) to appoint members to this committee, and this joint committee will operate subject to the provisions of such agreement. Whing Dings will not be held on New Year's Eve.

g. Audit

The Audit Committee shall perform an audit after the end of each Fiscal Year and report to the Board and Delegates by January 1st whether the Treasurer's Reports are generally accurate and free from material misstatement or omission. The audit shall include verification that there is appropriate documentation for transactions and that the records are consistent with the statements provided by financial institutions and with the previous year's audit. The report may include recommendations for improvement.

ARTICLE IV - NOMINATING COMMITTEE

Section 1 - Nominating

- a. The President shall appoint the Nominating Committee, with the approval of the General Committee or the Board of Directors, before the end of March of each year. It shall consist of five (5) members: one (1) selected from the current board of Directors, three (3) from the Delegates or from the General Membership, and one (1) a Past Officer or a Past President who is still active in SCVSDA and a member Club.
- b. The Committee may nominate one or more candidates for each office, as set forth in these Bylaws. All nominees for office may be chosen from the current Delegates to the General Committee, the eligible members of the Board of Directors, or from the General Membership, or as otherwise defined by the Standing Rules.

Section 2 - Nominees

Nominations shall be open to the members of the General Committee at the Annual Meeting. Such nominees must meet the same qualifications as the nominees proposed by the Nominating Committee and these Bylaws.

ARTICLE V - DISSOLUTION OF SCVSDA

In the event this corporation and Association should be dissolved, all equipment owned by the Corporation shall be sold to the highest bidder and the proceeds of the sale, together with any funds on hand, after all bills and obligations have been settled, shall be contributed to a charitable organization to be selected by the Delegates at a Special Meeting of the General Committee to be called by the President or the Board of Directors for this purpose. Said charitable organization shall be acceptable to the Internal Revenue Service (IRS).

ARTICLE VI - PARLIAMENTARY AUTHORITY

Section 1 - Rules of Order

Roberts Rules of Order (Newly Revised) shall be the governing Parliamentary Law of SCVSDA in all cases not definitely provided for in these Bylaws and Standing Rules.

Section 2 - Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definition contained in the California General Non-Profit Corporation Law shall govern the construction of these Bylaws.

ARTICLE VII - AMENDMENTS

Amendments to these Bylaws shall be sponsored by delegates from fifteen (15) percent of the Clubs or by a majority of the Board of Directors.

Amendments to these Bylaws shall have been submitted at the General Committee meeting previous to the General Committee meeting at which they shall be considered or ninety (90) days written notice shall have been given. Acceptance of any amendment shall be by two-thirds (2/3) affirmative vote of those present and voting at a meeting at which a quorum is present, the notice specified above having been given.