

BY LAWS
(As amended 11/14/2001)

SHEPHERDSTOWN MEN'S CLUB AND FOUNDATION
BOX 463, SHEPHERDSTOWN, WV 25443

I. ARTICLE ONE

A. The Shepherds town Men's Club is a non-stock, non-profit charitable corporation. The Shepherdstown Men's Foundation has been established as the financial arm of the Club. Members of the Club hold dual membership in the Foundation. These by-laws apply to the administration of the Foundation and are the governing rules of the Club. (All references to the "Club" apply to the "Foundation" as well.)

B. MEMBERSHIP

1. Any person, eighteen years or older, shall be eligible to apply for membership in the Club.

2. Nominations of persons for membership may be made by application to the Membership Chairman. After review by the Board of Directors the application shall be submitted to the members at the next announced meeting. Acceptance must be approved by a majority of those members in good standing who are present. The Membership Chairman shall send a letter of welcome to new members.

3. List of members see Art. III, B, 6.

C. Meetings and Election of the Board of Directors

1. The annual meeting of the members of said Club shall be held at the principal office of the Club, in the War Memorial Building, Shepherds town, WV, on the second Wednesday of November of each year, the purpose of which meeting shall be the election of the Board of Directors, report of the Officers and Committees to the membership, the consideration of other appropriate business matters, and presentation of all matters to the membership that require their approval.

B.. The President, prior to said annual meeting, shall appoint a nominating committee of three members, no later than the first regular meeting in October of each year, who shall submit a slate of members for election as directors to fill vacancies created by expiration of terms or by resignations. Nominations for directors may also be made from the floor. All nominees must have been members of the Club for at least one year prior to said election and must receive a majority of the votes cast to be elected.

2. The Board shall submit to the membership at the annual meeting a slate of members for election as Directors to fill vacancies on the Board. Nominations will also be accepted from the floor. It is desirable that members nominated have been members for at least one year and must agree to serve. If more candidates are nominated than there are vacancies

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those selected shall be those receiving the greater number of votes. Run off elections are optional for those not receiving a majority of the votes of members present at the request of any member.

3. Notice of the annual meeting shall be in writing, mailed to the last known address of each member, at least seven days prior to said meeting.

4. Each member in good standing shall be entitled to vote at annual, regular, or special meetings

5. A quorum at any meeting of the Club shall consist of not less than 20% of all members in good standing

6. Special meetings of the members of the Club may be called and held at any time at the Club's principal office upon call of the Board of Directors or by one-third of the members eligible to vote, and the notice of such meeting shall be given to each member as in paragraph B.3 of this article, and said meeting shall state the specific purpose of said special meeting.

7. The order of business at the annual meeting, and at all other business meetings, shall be:

- a. Reading and approval of the minutes of the last meeting
- b. Reports of officers and committees
- c. Election of directors (at annual meetings only)
- d. Unfinished business
- e. New business
- f. Adjournment

II. ARTICLE TWO (BOARD OF DIRECTORS)

A. There shall be a Board of Directors consisting of at least 12 in number, who should be members of the Club for at least one year prior to their election. One third of each Board (four members) shall be elected at annual meeting for terms of three years, and shall serve with the other groups in rotation, until expiration of their terms, or until election and acceptance of duly qualified successors. The Board may select Directors to fill unexpired terms if vacancies occur prior to the next annual meeting. In addition, chairpersons of ad hoc committees may be elected by the Board or appointed by the President on an interim basis to the Board for one year terms to fulfill a special need or for needed expertise.

B. The monthly meetings of the Board of Directors shall be held at the principal office of the Club on any day during the month at the discretion of a majority of the Board of Directors.

C. No notice shall be required of said regular meetings

D. Special meetings of the Board of Directors shall be held at the principal office of the Club, or at any place designated by the President, by giving oral notice of the time and date of said meeting and the purpose thereof, to each Director.

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E. A quorum of the Board of Directors shall consist of 7 members of the entire membership of the Board. A majority of said quorum shall decide any issue that may come before the meeting, excepting amendments to the By-laws, the manner and means of which are hereinafter provided.

F. Officers of the Club shall be elected by and from the subsequent year Board of Directors at the regular December Board meeting.

G. If any office becomes vacant during the year, the Board of Directors shall fill the same for the unexpired term.

H. Any vacancy on the Board of Directors shall be filled by said Board for the unexpired term.

I. The Board of Directors shall have responsibility for the operation of the said Club and the administration of the Foundation as is authorized under its said Charter, and may do any act or acts as it is authorized to do under said Charter.

J. The order of business of the Board of Directors shall be the same as that set forth for the annual meeting of the members of said Club or as agreed to by a two thirds majority of all Board members

K. The Board shall not encumber or dispose of the real property assets of the Club without approval of two-thirds of the membership present at a special meeting, duly called for that purpose. Capital improvements which will alter the real property will also be voted on by the membership in like manner. Normal maintenance is excluded from this provision.

III. ARTICLE THREE (COMMITTEES)

A. All committees shall be responsible to the Board of Directors, and shall keep books and records of their progress, and said books shall be open at any reasonable time for inspection by any member of the Board of Directors; and reports of the activities and progress of any committee shall be made when reasonably called upon to report. A member of the Board of Directors shall be the Chairperson of each such committee. Chairpersons shall be appointed by the President.

B. Standing committees and their responsibilities shall consist of the following:

- 1.. Building -- maintenance and renovation of the War Memorial Building.
- 2.. Park -- maintenance, operation and capital improvements of Morgan's Grove park including liaison with the Jefferson County Parks and recreation Department.
3. Publicity -- publication of a periodic newsletter and publicizing appropriate Club activities through local news media.

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4. Program -- arranging programs for the semimonthly membership dinner meetings.
5. Building reservations -- schedule use of the War Memorial Building.
6. Membership -- develop programs for recruitment of new members. Maintain a computerized list of members names, addresses, phone numbers, special skills, and collect annual dues.
7. Fundraising -- organizing programs for raising of funds for Club activities.
8. Ad Hoc -- appointed by the President to be responsible for special events, projects. and programs.

IV. ARTICLE FOUR

A The officers of the Club shall be a President, Vice President, Secretary, Foundation Treasure, and Club Treasurer, who shall be elected by the Board of Directors and shall hold office for one year or until their duly qualified successors are elected.

1. The President shall preside at all meetings; appoint chairpersons and members of all committees, with the approval of the Board of Directors; and shall have general supervision of the Club; and shall cosign with the Secretary all contracts and instruments of the Club after approval of the Board; shall make reports to the Directors and members; and perform all other duties incident to the office or properly required by the Board of Directors.

2. The Vice President shall exercise all the functions of the President, in the absence of the President.

3. The Secretary shall issue notices of all required meetings, and notices of the meetings of the Board of Directors; shall keep minutes of all meetings; shall have charge of the seal and all other official Club documents ; shall sign, with the President, such instruments as require such signatures; and shall make reports and perform such other duties as are incident to the office or are properly required by the Board of Directors.

4. The Foundation Treasurer shall have custody of all of the funds and securities of the Club and shall deposit same in the name of the Club in such bank or banks as the Board of Directors may elect; shall sign all checks, drafts, and orders for the payment of money, and shall pay out and dispose of same under direction of the Board of Directors. The Foundation Treasurer shall at all reasonable times exhibit the books and accounts to any Director of the Club upon such reasonable request for same, and to the membership at the annual meeting.

5. The Club Treasurer shall have responsibility for maintaining accounts of all receipts received at dinner meetings. The Club Treasurer shall be responsible for arranging caterers for all dinner meetings and organizing decorations and setup as necessary.

V. ARTICLE FIVE

The seal of the Club shall consist of two concentric circles, between which is the name of the Club, and the center shall be inscribed with the words "Corporate Seal".

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VI. ARTICLE SIX

These By-laws may be amended, repealed, changed in whole or in part by a majority of all members in good standing by mail ballot or by two-thirds of quorum of members in good standing at a regular or special meeting, after this action has been announced in the call and notice of such meeting. All proposed changes must be submitted to the membership at least 30 days prior to such meeting.

VII. ARTICLE SEVEN

The annual dues shall be set by the Board of Directors subject to approval by a majority of the members present at a regular meeting. Advance notice that such action is to be proposed shall be given, and a copy of the proposed change sent to each member before the meeting. The dues shall be prorated monthly for new members. In the event a member's dues are not paid by July 1, such member shall be notified immediately that membership has been canceled. Such membership may be considered for reinstatement by the Board upon payment of all dues owed. However, the payment of dues by any member may be waived by the Board of Directors in case of illness or undue hardship.