



Sammamish Rowing Association

Bylaws

Effective November 19, 2014

ARTICLE I – GENERAL PROVISIONS

- 1.1 NAME.** The name of the organization shall be the Sammamish Rowing Association (“SRA”).
- 1.2 DESCRIPTION AND PURPOSE.** SRA is a community organization that promotes and provides recreational, educational, and competitive rowing opportunities for youth and adults.
- 1.2.1** SRA is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. SRA shall not carry on activities inconsistent with its ability to maintain its non-profit eligibility status under Section 501(c)(3) of the Internal Revenue Code.
- 1.3 EFFECTIVE DATE OF THE AMENDMENTS TO BYLAWS.** The amendments to the SRA’s Bylaws contained herein shall become effective on November 19, 2014.

ARTICLE II – MEMBERSHIP

- 2.1 CLASSES AND CATEGORIES OF MEMBERSHIP.** The SRA shall have one class of membership: Regular Membership. Regular Membership shall further have the following categories: Adult Regular and Junior Parent. The Board may also adopt sub-categories of these types of memberships for its members and adopt policies governing the various types of memberships and their sub-categories, if any are adopted:
- 2.1.1 ADULT REGULAR MEMBERSHIP.** Anyone 18 years of age or older, who has paid the annual membership fee and who otherwise maintains status as Member-in-Good-Standing.
- 2.1.2 JUNIOR PARENT MEMBERSHIP.** Anyone 18 years of age or older, who is the parent of a child that has paid the annual Junior membership fee and who otherwise maintains status as Member-in-Good-Standing.
- 2.1.3 MEMBERSHIP TRANSITION.** Until January 31, 2015, anyone 18 years of age or older, who is actively enrolled in an SRA rowing class is considered an Adult Regular Member. Anyone 18 years of age or older, who is the parent of a child that that is actively enrolled in an SRA rowing class is considered a Junior Parent Member. After January 31, 2015, Membership is defined according to Section 2.1.1 and Section 2.1.2.
- 2.2 MEMBERSHIP VOTING RIGHTS.** All Regular Members are entitled to vote on any matter brought forward for membership vote by the Board according to the following:
- 2.2.1** Any person who fits or belongs to the category of Adult Regular Member (Section 2.1.1) or Junior Parent Member (Section 2.1.2) is entitled to one vote.

2.2.2 Families consisting of two adult Junior Parent Members, but who have only one child involved in SRA in accordance with Section 2.1.2 are entitled to cast one vote when voting on SRA matters.

2.2.3 Junior Parent Members who have more than one child involved in SRA in accordance with Section 2.1.2. are entitled to one vote per Junior Parent Member (i.e. maximum of two votes per family).

2.3 ANNUAL MEMBERSHIP FEES. Annual Membership fees shall be approved by the Board.

2.4 MEMBER-IN-GOOD-STANDING. A Member shall be considered Member-in-Good-Standing so long as Annual Membership Fees are current, and any class fees or other assessments are current.

2.5 SUSPENSION AND TERMINATION, OR RESIGNATION. If a Member fails to pay any dues, assessments, or other indebtedness to the SRA, SRA will make reasonable effort to notify Member of such delinquency. With or without notification, failure to pay dues or fees within 45 days of the due date may result in suspension of SRA membership and privileges. Failure to rectify delinquent status within 90 days of the due date will result in membership termination.

2.5.1 Members suspended for delinquent dues, assessment, or other indebtedness may return to Member-in-Good-Standing by remunerating to the SRA all obligations in arrears prior to membership termination action.

2.5.2 Upon request by the Executive Director, and vote of approval by the Board, the Board may authorize waiver of member suspension or termination on a case-by-case basis.

2.5.3 Any Member may terminate their membership at any time by written notification of their resignation to the SRA Executive Director or Board.

2.5.4 Any Member who violates SRA policies as published in the SRA Rowers Handbook, may be subject to Membership suspension or termination.

2.5.5 The SRA Executive Director is authorized to suspend any Member at any time who violates safety policies as published in the SRA Rowers Handbook. Executive Director will notify the Executive Committee of any suspensions under this Article.

2.5.6 Members suspended for safety violations will be reviewed by the Board for possible permanent membership termination.

2.5.7 Members violating other SRA policies as published in the SRA Rowers Handbook will be reviewed by the Board for possible suspension or termination of membership.

2.6 MEMBERSHIP FEE REFUNDS AND ADJUSTMENTS. Members who resign or whose memberships are terminated are not entitled to refunds or adjustments of membership fees, or other dues, fees, or assessments.

2.7 RE-ADMISSION. Notwithstanding Section 2.5.2, a person whose membership has been terminated for non-payment of dues, assessments, or other indebtedness, or a person who resigns with dues or other indebtedness in arrears, may be reinstated by the Board, upon request of such person accompanied by tender of the amount of non-payment and/or a reinstatement fee as determined by the Board or its designee and compliance with the Membership provisions of Section 2.1, 2.3, & 2.4.

ARTICLE III – BOARD OF DIRECTORS AND OFFICERS

3.1 DIRECTORS AND THEIR TENURE. The SRA shall be governed by a Board of Directors (“Board”). The Board shall consist of a minimum of 3 Directors and a maximum of 20 Directors, as the Board may establish, that are elected from the SRA membership to serve as Directors. The Immediate Past President shall serve *ex officio* as a Director.

3.1.1 If the Board reduces the number of Directors, such change shall not become effective until the end of the term of any existing Director.

3.1.2 The term of the Directors shall be three years with one-third of the Directors to be elected each year.

3.1.3 No Director, however, shall serve more than two consecutive three-year terms, unless the Director is the President or Vice-President, in which case such Director’s term shall be extended and shall terminate at the same time such Director’s term as Immediate Past President terminates.

3.1.4 The Board shall have the authority to approve the nomination of persons from the community who are not Members to serve as Directors. The Board shall not have more than two non-member Directors serving on the Board at any time.

3.2 BOARD RESPONSIBILITIES. The Board shall have general charge and control of the affairs, funds, and property of the SRA, and shall carry out the mission of the SRA in accordance with these Bylaws.

3.3 OFFICERS AND THEIR TENURE. The Officers of the SRA shall be a President, Vice President, Secretary, Treasurer, Staff Liaison, and Immediate Past President. All Officers shall be Regular Members of the SRA. All Officers shall be members of the Board of Directors. No person shall hold more than one office at a time. The term of office for each Officer position shall be one year, or until the election and qualification of his/her successor.

3.3.1 PRESIDENT. The President shall preside at all meetings of the members of the SRA and Board provided for in these Bylaws, and shall perform all executive and other duties ordinarily pertaining to the office of the President or delegated by the Board. The President

shall also be the President of the Executive Committee, and an “Ex Officio” nonvoting member of all other committees of the Board. If the President is temporarily unable or unwilling to act, the Vice President shall act in the President’s absence. If neither the President nor Vice President is able to preside at a meeting, the Board shall select a Director to act as the presiding President pro tempore.

3.3.2 VICE PRESIDENT. The Vice President shall assist the President in the discharge of such duties as the President may assign. The Vice President shall also act in the President’s absence or inability to serve, and with the guidance of the President, undertake such preparations to become the next President of the SRA. At the end of the Vice President’s term of office, the Vice President shall become the President and shall perform all duties pertaining to the office of President.

3.3.3 SECRETARY. The Secretary shall attend all meetings of the members of the SRA, the Board and the Executive Committee provided for in these Bylaws, and shall record the proceedings of such meetings. The Secretary shall give notice of all meetings requiring notice, have custody of the seal and affix the seal to documents when required, and shall perform all other duties ordinarily pertaining to the office of the Secretary or delegated by the President or the Board. If the Secretary is temporarily unable or unwilling to act at any meeting of the members, the Board or the Executive Committee, a Secretary pro tempore for the meeting shall be elected by a majority vote of those Board members present.

3.3.4 TREASURER. The Treasurer shall serve as the President of the Audit and Finance Committee of the Board, which shall have oversight responsibilities of the finances, investments, and accounting functions of the SRA. The Treasurer shall report to the Board in a manner and frequency designated by the Board, and shall perform all other duties ordinarily pertaining to the office of Treasurer or delegated by the Board or President. If the Treasurer is temporarily unable or unwilling to act, the Board members shall select another Board member to perform the duties of Treasurer.

3.3.5 STAFF LIAISON. The Staff Liaison duties ordinarily pertaining to the office of Staff Liaison or delegated by the Board or President. If the Staff Liaison is temporarily unable or unwilling to act, the Board members shall select another Board member to perform the duties of Staff Liaison.

3.3.6 IMMEDIATE PAST PRESIDENT. At the end of the President’s term of office, the President shall become the Immediate Past President and shall perform all executive and other duties ordinarily pertaining to the office of the Immediate Past President, or delegated by the Board. The Immediate Past President shall be the Chair of the Governance Committee.

3.4 ELECTION OF DIRECTORS AND OFFICERS. As provided in, or consistent with, Article V of these Bylaws:

3.4.1 The Governance Committee nominates the slate of candidates for Director positions, which nominees shall then be approved by the Board.

3.4.2 The Governance Committee nominates the slate of candidates for all Officer positions except the President and Immediate Past President positions.

3.4.3 The nominees for Board and Officer positions, (except the President and Immediate Past President positions) shall be voted upon by the Regular Members of the SRA.

3.4.3.1 The Officer positions shall be elected annually, concurrently with the election of Directors, and shall hold office until the next Annual Meeting or until the election and qualification of their successors.

3.4.3.2 The Executive Director shall be appointed by the Board until, at the Board's discretion, the appointment is terminated or the Executive Director resigns

3.5 BOARD MEETINGS. The Board shall adopt rules, procedures, and policies for the conduct of its meetings, including executive sessions, and record retention.

3.5.1 The Board shall keep a record of all its meetings, except executive sessions. The record shall be available for inspection by any member of the SRA at all reasonable times.

3.5.2 The Board shall meet a minimum of four times per year.

3.5.3 The President or a majority of the Directors may call other Board meetings at such time and place as they may specify. The President, or the majority of the Directors seeking to call a Board meeting, must give at least five days' notice to the Directors stating the purpose of the Board meeting.

3.5.4 A majority of the Board members shall constitute a quorum of the Board. The President shall have the discretion to allow Board members to participate in a Board meeting by phone or video conference, and such participation shall constitute presence for purposes of determining a quorum.

3.5.5 A majority vote of the Directors in attendance at any meeting of the Board shall be necessary on any question brought before it, except as follows:

3.5.5.1 With respect to the censure, suspension, or expulsion of a SRA member by a vote of the Board, a two-thirds vote of the entire Board shall be necessary.

3.5.5.2 When suspension or termination of membership is automatic, a vote of the Board shall not be necessary.

3.5.5.3 Any proposed amendment of the Bylaws shall require two-thirds vote of the entire Board to approve.

3.5.5.4 Removal of a Director or Officer requires approval by two-thirds of the entire Board.

3.5.5.5 A two-thirds vote of the entire Board is required to elect a member to fill a Board vacancy.

3.6 REMOVAL OR VACANCY. The removal of any Director or Officer shall be by a two-thirds vote of the entire Board, provided such action shall not be taken unless notice of such action and vote has been included in the notice for the Board meeting.

3.6.1 If a vacancy shall occur in a Board or Officer position by reason of death, resignation, or otherwise, the Board may either elect a Member to fill the Board vacancy for the unexpired term or allow the position to remain vacant until the end of that position's term.

3.6.1.1 If the Board decides to elect a Member to fill the unexpired term of the Director or Officer position, it shall give notice of the Board meeting at which a member is to be elected to fill the vacancy.

3.6.1.2 A two-thirds vote of the entire Board is required to elect a member to fill a vacancy. Provisions elsewhere contained in these Bylaws, with respect to nominations and elections, shall not be applicable to the election of a member to fill a Director or Officer vacancy.

3.6.2 Any Officer or Director may resign his or her position by tendering a written resignation to the Board. Resignations should be effective upon the Board's receipt of the Officer's or Director's written resignation.

3.7 INDEMNIFICATION. The SRA shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the SRA against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the SRA; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

3.7.1 The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

- 3.7.2** No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.
- 3.7.3** This Article constitutes a contract between the SRA and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE IV – MEETINGS OF MEMBERS

- 4.1 NUMBER, TIME, AND PLACE OF MEETINGS.** The Annual Meeting of the Members shall be held each year within either thirty days before or within forty five days after the end of the SRA's fiscal year, on such day, hour, and place as shall be determined by the Board.
- 4.1.1** The Board President, at his or her discretion, may call a special meeting of the Members for any purpose.
- 4.1.2** A special meeting may also be called upon written request to the Secretary by no less than ten percent (10%) of the Regular Members.
- 4.1.2.1** The President shall designate the time and place for the holding of a special meeting.
- 4.1.3** The President shall have the discretion to allow members to participate in a regular Annual Meeting or a special meeting by phone or video conference, and such participation shall constitute presence for purposes of determining a quorum.
- 4.2 AGENDA.** The business at the Annual Meeting of the members shall include the installation of Officers and Directors. If a majority of the Directors or ten percent (10%) of the Regular Members petition for the inclusion of a matter on the agenda of a meeting, the matter shall be included on the agenda of the first meeting held after the date the petition is received.
- 4.3 NOTICE OF MEETING.** Notice of all meetings of the Members of the SRA shall be communicated as prescribed by the Board to each Member at least ten days prior to the date of such meeting. The Board's communication of such notice may include notice through the SRA's website or other electronic transmission. The notice shall state the date, time, and place of the meeting and the business to be transacted.

4.4 QUORUM. A quorum shall be 10% of the Regular Members for the transaction of business at any meeting of the Members of the SRA. Votes on motions or resolutions shall pass by a majority of the votes cast unless otherwise provided in these Bylaws, the Articles of Incorporation or Washington law.

4.5 VOTING. All Regular Members of the SRA shall be entitled to equal voting privileges in accordance with Section 2.2. The Board may designate other membership classes as voting classes as a matter of Board policy. The Board may adopt policies establishing the voting classes and procedures.

ARTICLE V – NOMINATIONS AND ELECTIONS

5.1 NOMINATIONS, CANDIDATES, AND PUBLICATION OF SLATE OF CANDIDATES. The Governance Committee shall nominate and submit a slate of candidates for Director positions to the Secretary no later than the end of October.

5.1.1 The Board shall approve the slate of candidates for Director positions that are nominated by the Governance Committee.

5.1.2 The Governance Committee shall nominate, for Board approval, the slate of candidates for all Officer positions except the President and Immediate Past President positions.

5.1.3 The Secretary shall publish such nominations on the SRA website, or by other electronic transmission following receipt of the slate of Director candidates from the Governance Committee and approval by the Board, and receipt of the slate of candidates for Officer positions from the Board's Executive Committee and approval by the Board.

5.1.4 The slate of candidates shall then be submitted to the members at the Annual Membership Meeting for a vote. The nominees for Board and Officer positions, except the President and Immediate Past President positions, shall be voted upon by the Regular Members of the SRA at the Annual Meeting.

5.2 OTHER NOMINATIONS. At least five percent (5%) of Regular Members are needed to nominate a candidate for an Officer or a Director position. Such nomination petitions must be filed with the Secretary not later than the last day of October. Any other nominations shall not be recognized or added to the slate of candidates.

5.3 WITHDRAWAL OF CANDIDATE. If a candidate withdraws his or her name from the slate of candidates after the slate has been submitted by the Governance Committee to the Secretary, but prior to the election, the Governance Committee may immediately fill the vacancy on the slate and publish notice of the withdrawal and name of the new candidate on the SRA's website or otherwise by electronic transmission.

5.4 ELECTION. The approved slate of candidates will be elected by acclamation at the Annual Meeting.

- 5.4.1** If a contest for one or more positions develops as a result of submission of independent nominations in accordance with Section 5.2, or a failure to achieve an acclamation of the slate of candidates, the Secretary shall prepare a ballot setting forth the positions and names of such nominees, and an election to such positions shall be held at the Annual Meeting.
- 5.4.2** If, at the Annual Meeting, no nominee for a position receives a majority of the total votes cast, a ballot shall then be required for the contested position.
- 5.4.2.1** The ballots may be distributed to voting members by mail or through electronic transmission. Members may return ballots to the SRA by depositing their ballots in the U.S. Mail or returning the ballots by facsimile or other electronic transmission. However, ballots returned by facsimile or other electronic transmission must be signed by the member and that signature must be readily visible on the electronically returned ballot.
- 5.4.2.2** Members voting by mail or electronic transmission are considered present for all purposes of quorum, count of votes, and percentage of total voting power present.
- 5.4.3** If any Officer or Director candidate is not elected by acclamation, and a ballot is necessary, that Officer or Director receiving a majority of the total votes shall be declared elected by the Secretary and shall immediately take office following the Secretary's declaration.
- 5.4.4** In the absence of any other nominations, the Secretary will declare all nominees elected at the Annual Meeting and such Officers and Directors shall immediately take office.

ARTICLE VI – COMMITTEES

- 6.1 COMMITTEES.** The SRA shall have standing committees as established in this Article VI of these Bylaws, and non-standing committees established by the President
- 6.2 STANDING COMMITTEES.** The following shall be standing committees of the SRA: Executive Committee, Governance Committee, and Audit and Finance Committee
- 6.2.1 STANDING COMMITTEE - EXECUTIVE COMMITTEE.** The Executive Committee shall be a standing committee of the Board.
- 6.2.2** Committee members will be comprised of the President, Vice President, Secretary, Staff Liaison, and Treasurer.
- 6.2.3** The President shall be the Chair of the Executive Committee.
- 6.2.4** The Executive Committee shall meet whenever such a meeting is called by the President.

- 6.2.5** The Executive Committee shall have authority to act on behalf of the Board and commit the SRA on any time-sensitive matter requiring Board action prior to the time of the next regularly-scheduled Board meeting, subject to Section 6.4 of these Bylaws. Any matter upon which the Executive Committee has so acted shall be reported to the Board at the next regularly-scheduled Board meeting.
- 6.2.6 STANDING COMMITTEE – GOVERNANCE COMMITTEE.** The Governance Committee shall be a standing committee of the Board.
- 6.2.6.1** The Governance Committee shall be comprised of the Immediate Past President, and no less than two Directors selected by the President.
- 6.2.6.2** The Governance Committee shall be responsible for recommending a slate of candidates for open Director positions for approval of the Board of Directors each year. Additionally, the Governance Committee shall be responsible for other governance issues as determined by the Board.
- 6.2.6.3** The Immediate Past President shall be the Chair of the Governance Committee.
- 6.2.6.4** The Governance Committee shall nominate one person for each open Board of Director position, except for the positions of President and Immediate Past President, for the Board's approval.
- 6.2.6.5** In selecting nominees, the Governance Committee shall be guided by policies issued by the Board. All Members-in-Good-Standing are eligible to be nominated for a position, with the sole exception of the Governance Committee members.
- 6.2.6.6** The slate of candidates shall be recommended by a majority vote of the members of the Governance Committee before being recommended to the Board for approval.
- 6.2.6.7** The Governance Committee shall submit the slate of candidates to the Board for approval no later than the end of November.
- 6.2.7 STANDING COMMITTEE – AUDIT AND FINANCE COMMITTEE.** The Audit and Finance Committee shall be a standing committee of the Board comprised of Board members.
- 6.2.7.1** The Audit and Finance Committee shall be chaired by the Treasurer and have its members appointed by the President.
- 6.2.7.2** The Audit and Finance Committee shall engage a CPA or firm of CPAs to perform an independent examination of the financial statements of the SRA at a frequency determined by the Board, and to render their opinion thereon.
- 6.2.7.3** The Audit and Finance Committee shall be responsible for review of the results of the audit with the auditor.

6.2.7.4 The Audit and Finance Committee shall also perform oversight of the accounting functions of the SRA, including whether the assets are properly safeguarded and that adequate internal controls are in place.

6.2.7.5 The Committee shall also review the annual operating and capital budgets and make a recommendation concerning the budgets to the full Board, whose responsibility it is to approve the annual budget.

6.3 NON-STANDING COMMITTEES. The Board President may, in his or her discretion, establish and designate non-standing committees, each of which shall consist of one or more Directors. The Board President shall each year appoint the Chair of each non-standing committee, determine the number of Directors and others to serve on each non-standing committee, appoint the Directors and the Members who will serve on each committee, and identify the objectives of the SRA to be addressed by the committee.

6.4 COMMITTEE AUTHORITY. No committee shall have the authority of the Board unless specifically granted in writing by the Board and such committee has at least two Directors serving as members of such committee. No committee shall have authority to amend, alter, or repeal the Bylaws; elect, appoint, or remove any member of any such committee or any Director or Officer; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease, or exchange of all or substantially all of the property and assets of the SRA not in the ordinary course of business; authorize the voluntary dissolution of the SRA or revoke proceedings therefore; adopt a plan for the distribution of the assets of the SRA; or amend, alter, or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. All standing committees and non-standing committees shall have a committee charter approved by the Board that sets out the responsibilities of each committee.

6.5 TERM OF COMMITTEES. Standing committees shall be discontinued and/or discharged only by amendment to these Bylaws. All non-standing committees shall continue to function until discharged by the President or otherwise discontinued or succeeded.

6.6 COMMITTEE COMMUNICATIONS. No standing committee or non-standing committee, shall directly communicate with any federal or state governmental body, bureau, or commission unless prior approval has been granted by the Board.

ARTICLE VII – FISCAL MATTERS

7.1 FISCAL YEAR. The fiscal year of the SRA shall begin on January 1 and shall end on December 31, unless changed by majority vote of the Board.

7.2 ANNUAL BUDGET. The Executive Director shall prepare not later than November 30th of each year an annual budget for the next fiscal year for the approval of and adoption by the Board, showing all amounts appropriated for the purpose of the SRA.

7.2.1 Unexpended appropriations shall lapse at the end of each fiscal year and shall not be carried forward.

7.2.2 The President and Treasurer may propose to amend the budget from time to time during the year, which proposal shall be submitted for approval and adoption by the Board.

7.3 LOANS TO SRA. No loans in the name of SRA may be contracted unless authorized by the Board. Any loan must be specific to the purposes of the SRA. Upon Board approval, all loan documentation shall require two SRA signatories consisting of the Executive Director and President, unless otherwise delegated by the Board.

7.4 LOANS TO OFFICERS OR DIRECTORS. SRA may not loan, or otherwise guarantee obligations, for the benefit of any Director or Officer.

7.5 AUDITOR. An independent audit of the financial statements of the SRA shall be performed by a CPA or CPA firm at a frequency determined by the Board. Copies of the financial statements and independent auditors' report shall be provided to the Audit and Finance Committee and, upon final approval by the Committee, shall be provided to the Board.

ARTICLE VIII – MISCELLANEOUS MATTERS

8.1 UNIFORM, FLAG, AND BLADES. The Board controls and determines all uses of the SRA name and associated designs, such as logos, uniforms, promotional materials and club colors. The Board shall develop and publish a policy regarding use of the SRA name, logo, or colors. Any such uses shall be consistent with and to the benefit of the purposes of SRA. Deviations from the policy require Board approval.

8.2 HEADQUARTERS OFFICE. The principal office of the SRA shall be maintained within the State of Washington at 5022 W. Lake Sammamish Pkwy, Redmond, WA 98052. The Board may establish other offices and places of business elsewhere as it deems necessary.

8.3 PARLIAMENTARY PROCEDURE. Robert's Rules of Order shall prevail at all Board meetings or meetings of Members.

ARTICLE IX – AMENDMENTS

8.4 METHOD. The Bylaws of the SRA may be amended, altered, or repealed only by vote of the Board after submission of the proposed amendment, alteration, or repeal to the Board in accordance with the procedure provided in this Article.

8.4.1 Proposals to amend the Bylaws may be made by the Board or by a petition of at least ten percent (10%) of the voting Members-in-Good-Standing of the SRA.

8.4.2 Every petition submitted to the Board from Regular Members to amend the Bylaws, shall be in writing, and shall set forth the nature of the proposed change or changes.

8.4.3 All proposals or petitions will be reviewed by the Governance Committee for proper construction, clarity, and conformance with other provisions of the Bylaws. The Governance Committee will submit the proposals or petition to the full Board for evaluation and approval.

8.4.4 Proposals or petitions submitted for Board vote require approval by two-thirds of the Board.

8.5 EFFECTIVE DATE. Adopted amendments shall become effective upon approval by the Board.