

BYLAWS OF B-DALE CLUB, INC.

(A Minnesota Non-Profit Corporation)

As Amended: March, 1987

March, 1996

July, 1998

December 2021

Article I **Officers and Their Duties**

- (1) The officers of the Club shall be elected by the Membership and shall include a President, a Vice-President, a Secretary, a Treasurer, a Sergeant-at-Arms and a Public Relations Director. Other officer or officers may be appointed by the Board of Directors pursuant to the authority given to it in Bylaw (10).
- (2) The President, and in his/her absence the Vice-President, shall preside at meetings of the Club and of the Board of Directors, and shall exercise the usual functions of a President. He/she shall appoint all non-elected committees and designate chairman of each; he/she shall be an ex-officio member of all committees without obligation to attend their meetings; he/she shall sign all checks drawn against corporation funds in the absence of the Treasurer. The President may spend or authorize the spending of up to \$100.00 in Club funds without prior Board or Membership approval. The Vice-President shall, in addition, generally supervise the operation of the Club's bar, as specified in Bylaw (20).
- (3) The Secretary shall keep records of the Club and of the Board of Directors. He/she shall have full authority to perform and execute the duties of the Treasurer during his/her absence or disability, except for the signing of checks.
- (4) The Treasurer shall supervise the collection of all dues and other revenues of the Club and shall pay all debts of the Club incurred by the Board of Directors or by its authority. He/she shall keep the Club's accounts and shall give a report of the Club's condition as of the close of the previous month at each regular meeting. Each January, he/she shall also prepare and submit an annual balance sheet and profit and loss account for the preceding year. His/her accounts and reports shall be subject to such directions and to such audits as the

Board of Directors may prescribe. He/she shall sign all Club checks,
and shall chair the Finance and Budget Committee

- (5) The Sergeant-at-Arms shall maintain order among members during meetings and shall admit only regular members thereto. He/she shall inform the presiding officer whether a quorum is present at each meeting before any business is transacted. During Club elections, he/she shall dispense, collect and count all ballots with such assistance as the President may direct.
- (6) The Public Relations Director shall have the responsibility of keeping the Membership informed of Club events and happenings. He/she shall also strive to inform the public of the Club's purpose and contribution to the community.
- (7) Each officer shall also perform such other duties as may be assigned by the Club or the Board of Directors.

Article II **The Board of Directors**

- (8) The Board of Directors shall manage the affairs, funds, property and expenditures of the Club and shall carry out its corporate purposes. Its principal function shall be to review and analyze proposed actions of, or items of concern to, the Club; to make recommendations concerning such actions or concerns to the Membership; and to oversee the implementation and management of the decisions of the Membership with respect thereto. Members of the Board of Directors shall receive no compensation for their services as a voting member of the Board of Directors.
- (9) The Board of Directors shall consist of thirteen (13) resident members, including the President, the Immediate Past President, the Vice-President, the Secretary, the Treasurer, the Sergeant-at-Arms and the Public Relations Director. The President and Vice President terms will be for two years starting on odd years. The Treasurer and Secretary will be for two years starting on even years. The remaining six (6) members shall be divided into two classes, each consisting of three (3) members. The term of office of each class shall be two years (or until successors are elected); members of one class shall be elected at each Annual Meeting by the Membership, by secret ballot, to succeed those whose term then expires. Each resident member shall vote for as many candidates as there are vacancies to be filled, with the three eligible candidates having the highest number of votes being elected, a tie to be decided by lot. If at any Annual Meeting any then

serving Director or Directors are elected as Officers of the Club, additional Directors shall be elected in their stead to serve the balance of their

- (10) terms. Such additional Directors shall be those who receive the next highest number of votes to the three (3) chosen to serve two-year terms. The Board of Directors may fill vacancies occurring therein otherwise than by expiration of term.
- (11) The Board of Directors may appoint by resolution at any time from the resident Membership of the Club such other officer or officers, in addition to those specified in Bylaw (1) as may be deemed expedient, and any such officer shall perform the duties assigned by the Board of Directors, and hold office during the pleasure of the Board of Directors.
- (12) The Board of Directors shall hold a regular meeting in each month on the third Tuesday thereof, unless a holiday, in which case it shall be held on the fourth Tuesday. Special meetings shall be held when ordered by the President or by five (5) Directors. A majority shall be a quorum.
- (13) In addition to the general powers and duties of the Board of Directors, it shall have the following specific powers and duties:
 - (A) To recommend for Membership approval or disapproval all applications for membership in this Club.
 - (B) To promulgate rules regulating the use of the house and property of the Club by Members and guests, and for admitting guests, and other such rules not inconsistent with these bylaws as it may deem expedient for any other purpose, including prescribing and enforcing (or waiving) penalties for their breach.
 - (C) To recommend for Membership approval collection from the Membership of such assessments and/or dues as the Board may deem necessary or advisable to provide funds to carry out the stated purposes and objectives of the Club.
- (14) Any member of the Board of Directors who shall be absent from three (3) successive meetings without satisfactory explanation shall thereby cease to be a Director.

Article III
Committees

(15) There shall be the following standing committees:

Entertainment Committee
House Committee

Finance and Budget Committee
Gaming Committee

The size of each of the foregoing shall be as the individual committee chairman shall from time-to-time determine, and the chairman of each committee shall be appointed by the President from the members of the Club at large with two years in good standing. Each standing committee, subject to the direction and control of the Board of Directors, may make rules for its own government and to regulate the matters with which it is specially charged. The Board of Directors may also constitute, and the President appoint from the Membership, such other committees as it may deem required. Neither the Clubhouse, nor the services of any Club employees, shall be put to any extraordinary use by any officer, committee, member or employee without first having obtained the approval of the Board of Directors.

(16) The Entertainment Committee, subject to the direction and control of the Board of Directors, shall have charge of all social events, dances, booyas, picnics, athletic tournaments, parties, the President's Ball and any other entertainment in the Clubhouse.

(17) The House Committee, subject to the direction and control of the Board of Directors, shall have charge of the maintenance and repair of the Clubhouse, supervision of maintenance personnel, and generally make recommendations to the Board of Directors and Membership concerning the use of and improvements to the premises. It shall consider complaints and suggestions of Members, and report thereon to the Board of Directors.

(18) The Finance and Budget Committee, subject to the direction and control of the Board of Directors, shall have general supervision of the finances of the Club, including the annual preparation of a recommended budget (including donations), the development and implementation of auditing procedures, and the development of recommendations on all matters of financial policy.

(19) The Gaming Committee, subject to the direction and control of the Board of Directors, shall have general supervision of the Club's gaming activities, including the appointment of such managers and the filing of such applications as may be necessary to obtain licenses

as well as the taking of such other steps as are required to assure compliance by the Club with respect to all applicable laws and regulations pertaining to gaming.

(18.5) The Membership Committee, subject to the direction and control of the Board of Directors, shall keep a roll of membership and shall execute all membership certificates. It shall maintain records concerning the payment of dues, and periodically report to the Board of Directors the names of any members in arrears.

(20) [Repealed 3/87]

(21) The Vice-President, subject to the direction and control of the Board of Directors, shall have general supervision of the operation of the Club's bar, including: the hiring of a Club Manager; the establishment of the Bar's prices and hours; the application for and obtaining of all necessary licenses and insurance; assuring the compliance by the Club with respect to all applicable laws and regulations pertaining to the Bar's operation; and the preparation of recommendations to the Board of Directors and the Membership concerning the overall management and operation of the bar.

Article IV **Nominations**

(22) In September of each year, the Board of Directors shall appoint a committee of five (5) Members who shall nominate eligible candidates for each of the Club's offices, as well as for the Board of Directors. The names of such candidates shall be posted in the Clubhouse during the month of November. Additional nominations of eligible candidates may be made at the Annual Meeting, provided that each such nominee is in attendance and consents to serve.

Article V **Club Meetings**

(23) The Annual meeting shall be held on the first Tuesday of December, unless a holiday, in which case it shall be held on the second Tuesday. At the Annual Meeting, the order of business shall be as follows:

(A) Call to order.

- (B) Reading of the minutes of the last Annual meeting.
 - (C) A preliminary annual Treasurer's Report for the preceding year.
 - (D) Annual reports of each of the standing committees.
 - (E) Nomination and election of Officers.
 - (F) Nomination and election of Directors.
 - (G) [Repealed 3/96].
 - (H) General Business.
- (24) Monthly meetings shall held on the first Tuesday of each month, unless a holiday, in which case it shall be held on the second Tuesday. At each Monthly Meeting, the order of business shall be as follows:
- (A) Call to order.
 - (B) Reading of the minutes of the last Monthly and Board of Director's Meeting.
 - (C) Treasurer's Report.
 - (D) Reports of Committees.
 - (E) Unfinished business.
 - (F) New business.
- (25) The President and any four (4) members of the Board of Directors may at any time, and upon written request of at least fifteen (15) members, call a Special Meeting. Such request, and the notice of every Special Meeting, shall state the object for which it is called, and no subject not stated in the notice thereof shall be acted on at a Special Meeting.
- (26) Notice of the Annual Meeting and of a Special Meeting shall be posted in the Clubhouse and mailed to members at least seventy-two (72) hours before such meeting, unless shorter notice may be directed by the Board of Directors, in which case a sincere effort must be made to contact every member.

- (27) A quorum (which consists of ten percent (10%) of the Memberships, determined on December 31 of the prior year) must be present at any meeting of the Club.
- (28) Robert's Rules of Order (latest edition) shall govern the conduct of all meetings.

Article VI
Qualifications and Classes of Membership

- (29) Any person who has attained the age of twenty-one (21) years is eligible.
 - (A) There are two (2) classes of Memberships: "Individual" Membership and "Husband/Wife" Membership. Each "Spouse" of a "Husband/Wife" Membership has the same rights and duties as an "Individual" Membership.
- (30) Each candidate for Membership shall submit an application in writing, with information on his/her occupation, his/her residence and business addresses, and such other information as may be required by the Board of Directors, and approved by the Members. The application shall have the signature of three resident Members in good standing, and be accompanied by a non-refundable application fee in the amount of five dollars (\$5.00) or such other amount as is determined by the Membership from time-to-time.
- (31) After his/her name has been posted in a conspicuous place in the Clubhouse for at least two weeks, an applicant for Membership may be recommended by the Board of Directors to the Membership. If elected by a three quarters (3/4) vote of the Membership in attendance at the Monthly Meeting next following the meeting at which the recommendation of the Board of Directors was read, he/she shall become a Member.
- (32) Upon application, sons, daughters, and spouses of members in good standing may become a Club Member without sponsorship or approval of the Board of Directors or General Membership.

Article VII
Membership Rights, Duties and Dues

- (33) Each Member of the Club in good standing shall enjoy the right to all such facilities and participation in all such functions as the Club may provide, arrange or maintain.
- (34) Each Member of the Club in good standing shall be entitled to one (1) vote at any Regular or Special Meeting of the Membership of the Club. In addition:
- (A) Any Member in good standing for at least two (2) years is eligible to serve as an Officer or Director. If said Member has converted to a “Husband/Wife” Membership, the “Spouse” would carry said Member’s years and be eligible to serve.
 - (B) [Repealed 3/87].
 - (C) Any such Member in good standing is eligible to serve on any other standing Committee.
- (35) The annual dues shall initially be twenty-four dollars (\$24.00) for an “Individual” Membership and thirty-six dollars (\$36.00) for a “Husband/Wife” Membership, payable semi-annually, which amounts may be adjusted at any time by the Membership.
- (36) Notices shall be sent by the Treasurer to every Member who is delinquent in the payment of dues for a three (3) month period. After a second notice, he/she shall cease to be a Member of the Club if his/her delinquent dues are not paid. He/she may be reinstated by the Board of Directors upon showing satisfactory excuse for his/her default, and paying a reinstatement fee in an amount as determined from time-to-time by the Membership plus the dues for which he/she was in default at the time his/her Membership ceased.
- (37) Any Member who is not indebted to the Club may, upon written application, be relieved by the Board of Directors from payment of dues, wholly or partly, while temporarily in active military service, or for other good reasons.
- (38) Any disabled, non-resident, or retired Member who is not indebted to the Club may, upon written application, be authorized by the Board of Directors to pay dues equal to one half (1/2) the normal rate. This would also include qualifying “Husband/Wife” Memberships.

- (39) Any former Member in good standing may be reinstated (except where reinstatement falls under the provisions of Bylaw 35) upon the payment of a five dollars (\$5.00) reinstatement fee.
- (40) No Membership in the Club shall be transferable.
- (41) Each Membership shall be evidenced by a Certificate, signed by the Membership Committee Chairman. Each new Member shall also receive a copy of the Club's Bylaws.

Article VIII

Membership Registration, Termination, or Expulsion

- (42) A Member may resign by writing to the Secretary, but his/her resignation shall not be effective until all indebtedness to the Club is discharged, including dues for the current month.
- (43) Upon the death of any Member, their spouse shall become an honorary lifetime Social Member. They shall be exempt from the payment of an application fee and annual dues.
- (44) A Member may be expelled for non-payment of dues as provided in Bylaw 35.
- (45) A Member may be suspended or expelled for non-payment of indebtedness to the Club (other than dues) by a vote of a quorum of the Board of Directors, or for any other cause by a vote of a quorum of all the Members of the Board of Directors, provided that notice in writing stating the grounds of the proposed suspension or expulsion, and an opportunity to be heard prior to the vote, shall have been delivered to him/her or mailed to his/her last address carried in the records of the Club, fifteen (15) days before such vote. The Board of Directors, by similar vote, may rescind any such action and reinstate the Member, upon or without conditions, at its discretion. Any Board Member has the power to exclude any Member from the Clubhouse
- (46) for disorderly conduct, subject to action by the Board of Directors thereon.
- (47) Upon any resignation or expulsion, all rights of the Member in the Club are forfeited.

Article IX
Addresses

- (48) Members shall inform the Membership Committee of changes of a mailing address to which all Club notices to be sent to him/her under the Club's Bylaws or rules shall be directed. In default of such entering, such Club notices may be served by mailing them addressed to him/her at the last address carried in the records of the Club.

Article X
Amendment of Bylaws

- (49) Amendment of these Bylaws shall only be made upon the recommendation of the Board of Directors and upon a majority vote of the Membership voting therein at two (2) consecutive Regular Meetings of said Membership. The amendment shall be read and explained before a vote is taken at each Meeting.

Article XI
Requests for Donations And Sponsorships

- (50) All funding requests for donations or sponsorships must be submitted in writing and be approved by vote, first by the Board of Directors, and second by the General Membership. The General Membership shall either: approve the request as recommended by the Board; or refer the request back to the Board for consideration of an increase in the dollar amount; or reject the request altogether.
- (51) Those requests referred back to the Board of Directors shall be reconsidered for their dollar amount only and upon Board approval, shall be brought again to the General Membership for a vote of concurrence. Upon concurrence of approval by both the Board of Directors and the General Membership of a funding request and its corresponding dollar amount, the Treasurer is then authorized to issue a check to the to the requester.

