

47 | A member may be discharged for nonpayment of dues, assessments, or other
48 | indebtedness.

49

50 | **Section 5: Reinstatement**

51

52 | A former member may be reinstated when both the following conditions have been met:
53 | (a) the former member is entitled to become a member under Section 1, 2, or 3 of this
54 | Article; and (b) the former member has satisfied all financial obligations.

55

56 | **Section 6: Office Privileges**

57

58 | The right to hold office shall be limited to regular members in good standing.

59

60

Article III: Meetings

61

62 | The annual meeting of The Campus Club shall be held during the month of May, the
63 | exact date to be fixed by the Board. At least ten business days' notice of the annual
64 | meeting shall be given to the membership.

65

66 | Special meetings may be called at any time by the Board on their own motion or shall be
67 | called at the written request of any twenty regular members. Notice of such special
68 | meetings, with a statement of the business to be transacted, must be sent to each regular
69 | member at least ten business days prior to the meeting.

70

71 | The majority of a duly constituted quorum at any special or regular meeting may, by
72 | resolution, empower the Board to conduct a referendum by mail on any matter for which
73 | the meeting was called, such a referendum to be accomplished by a fully documented
74 | presentation of the principal arguments relating to the question referred to the
75 | membership as raised at the meeting, and such a referendum to have the full force and
76 | effect of a majority vote of the quorum at any meeting.

77

78

Article IV. Quorum

79

80 | At any annual or special meeting of The Campus Club, a quorum shall be constituted by
81 | no fewer than ten voting members of The Campus Club, at least four of whom shall be
82 | members of the Board. All business of The Campus Club shall be transacted by majority
83 | vote of those present and voting. The presence of one third of the voting members of the
84 | Board shall constitute a quorum at Board meetings.

85 | **Article V. Elections**

86 |
87 | During the spring semester the President shall appoint a nominating committee, which
88 | shall consist of two Board members and two regular Club members who are not members
89 | of the Board. The Nominating Committee shall nominate a number of persons that
90 | exceeds the number of vacancies to be filled on the Board. These names shall be sent to
91 | the membership at least ten business days prior to the annual meeting, and members shall
92 | be invited to nominate other candidates by petition—the petition to have at least twenty
93 | signatures of Club members. Nominations shall be closed as of the end of the annual
94 | meeting.

95 |
96 | Following the annual meeting a ballot shall be developed by the Secretary and shall be
97 | sent by post or by electronic mail to the membership. Ballots are to be returned to the
98 | President at the Campus Club address by a set date. Thereafter a group of three tellers
99 | appointed by the President shall count the ballots. Those candidates who receive the
100 | highest number of votes will be considered as elected. A tie vote shall be decided by lot.
101 | New Board members shall assume their positions at the September meeting of the Board.

102 | **Article VI: Board of Directors**

103 |
104 |
105 | The Board of Directors shall be composed of no more than eighteen voting members, the
106 | size to be determined by the Board. Each term shall be three years; a maximum of two
107 | consecutive terms or six consecutive years is allowable. An officer who is elected in the
108 | sixth year of service may serve a seventh year on the Board.

109 |
110 | The Board shall appoint an interim Board member to complete the term of a resigning or
111 | deceased Board member. Such an interim Board member may be nominated for up to two
112 | full consecutive terms thereafter.

113 |
114 | Members of the Board shall not receive any compensation for their services, and shall
115 | adhere to The Campus Club Policy on Conflict of Interest.

116 |
117 | The Board shall have within their charge all of the properties, governance, and
118 | management of The Campus Club except insofar as such duties are hereinafter delegated.

119 |
120 | A meeting of the Board shall be held once each month and at other times at the call of the
121 | President or at the request of any three directors.

122 |
123 | The Board of Directors is authorized:

- 124 |
125 | (a) To develop and approve Club policies.
- 126 |
127 | (b) To approve the annual budget.
- 128 |
129 | (c) To establish membership dues and administrative fees.

- 130 (d) To fill vacancies that may occur on the Board or in any office. All such
131 appointments expire at the next annual meeting.
132
- 133 (e) To propose amendments to the Bylaws of The Campus Club for consideration
134 at the annual meeting as described in Article XII.
135
- 136 (f) To make all contracts in the name of, and for the benefit of, The Campus Club,
137 except insofar as the Board may delegate this power.
138
- 139 (g) To elect all officers and to appoint committees with such powers and duties as
140 the Board may designate.
141
- 142 (h) To designate a bank as depository of the funds of the The Campus Club.
143
- 144 (i) To submit by mail or electronic-mail ballot to voting members of the The
145 Campus Club those matters that at least five of the voting Board members
146 may wish referred to the voting membership of The Campus Club. No vote
147 shall be taken until the matter proposed shall have been discussed at a regular
148 or a special meeting of the membership. Any subsequent motion supported by
149 a majority of those voting shall become an official action of The Campus
150 Club.
151
- 152 (j) To appoint an Executive Director who shall be responsible for day-to-day
153 operations and for monitoring progress towards goals and objectives
154 determined by the Board. The Executive Director shall report to the Board at
155 each regular meeting of the Board and shall normally attend meetings except
156 when an “in camera” meeting or portion of a meeting is called. The Executive
157 Director shall report to the membership at the annual meeting. The Executive
158 Director shall be an *ex officio* and nonvoting member of the Board and of the
159 Executive Committee and the Audit Committee.
160

161 In exercising its authority the Board of Directors shall follow such written guidelines as it
162 may establish from time to time.
163

164 **Article VII: Officers**

165

166 Only Board members are eligible to hold office.
167

168 The President shall ordinarily preside at all meetings of The Campus Club and of the
169 Board. In the event of the President’s absence, a meeting of The Campus Club or of the
170 Board may elect its presiding officer, if the Vice President is also absent.
171

172 The Vice President, in the President’s absence, shall preside at meetings of The Campus
173 Club and of the Board.
174

175 The Secretary shall keep a record of the meetings of The Campus Club and of the Board,
176 shall conduct official correspondence of The Campus Club, and shall notify members of
177 their election.

178
179 The Treasurer shall chair the Audit Committee, appointed by the Board to oversee the
180 financial affairs of the Club. The Treasurer shall receive from the Executive Director
181 regular, written financial reports and join the Executive Director in discussing these
182 reports when they are presented to the Board.

183
184 No expenditures may be made without the approval of the Treasurer. All checks issued in
185 payment of bills shall bear the signature of the Treasurer or of one other authorized
186 officer of the The Campus Club. By authority of the Board of Directors, the Treasurer
187 may delegate such duties to the Executive Director of The Campus Club. Whoever
188 manages the moneys of The Campus Club shall give bond, the premium of which shall be
189 paid by The Campus Club.

190 191 **Article VIII: Selection of Officers and Appointment of Committees**

192
193 Election of all Board officers—viz., President, Vice President, Secretary, and
194 Treasurer—for terms of two years shall occur at the first meeting of the fiscal year, or as
195 necessary. Officers shall not serve for more than three consecutive two-year terms.

196
197 The Executive Committee and the Audit Committee shall be standing committees of the
198 Club. The Board may establish additional committees as appropriate. Chairs of such
199 committees shall be nominated by the President and approved by the Board.

200 201 **Article IX: Indebtedness**

202
203 No debt beyond the ordinary operating and maintenance expense of the Campus Club
204 may be incurred without a concurring vote of at least two-thirds of the members of the
205 Board of Directors.

206 207 **Article X: Principle of Equal Treatment**

208
209 In its membership and employment policies and practices, and in the use of its services
210 and facilities, The Campus Club commits itself to the principle that there shall be no
211 discrimination in the treatment of persons because of race, color, creed, religion, national
212 origin, sex, age, marital status, disability, public assistance status, veteran status, or
213 sexual orientation.

214 215 **Article XI: Parliamentary Authority**

216
217 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall
218 govern The Campus Club in all cases to which they are applicable and in which they are
219 not inconsistent with these Bylaws and special rules of order that The Campus Club may
220 adopt.

221 | **Article XII: Amendment of Bylaws**

222 |
223 | The Bylaws may be amended at the annual meeting of The Campus Club by a majority
224 | vote of voting members present and voting, provided that the proposed amendment has
225 | been submitted to the voting membership in the announcement of the annual meeting.
226 |

227 | **Article XIII: Fees**

228 |
229 | The Board shall set an annual fee for each category of membership
230 |

231 | **Article XIV. Financial Review and Official Indemnifications**

232 |
233 | Upon recommendation from the Audit Committee the Board shall arrange for an annual
234 | financial review or financial audit to be conducted by a recognized accounting firm. A
235 | financial audit, rather than a review, shall be held at least once every three years.
236 |

237 | To the extent permitted by law, any former or present director or officer of The Campus
238 | Club who was or is a party to, or is threatened to be made a party to, any proceeding,
239 | wherever and by whomever brought, by reason of former or present official capacity as a
240 | director or officer, while serving at the request of this organization, shall be indemnified
241 | by The Campus Club against expenses actually and reasonably incurred in connection
242 | with the proceeding, including the expenses of attorneys' fees, judgments, fines, and
243 | amounts paid in settlement.
244 |

245 | **Article XV. Dissolution**

246 |
247 | This organization may be dissolved in accordance with the laws of the State of
248 | Minnesota. Upon dissolution or final liquidation of The Campus Club, any surplus
249 | property remaining after the payment of its lawful debts and liabilities shall be distributed
250 | to a nonprofit, qualified entity in the state of Minnesota.
251 |

252 | (Approved by the membership on May 21, 2007, at the annual meeting. Typescript
253 | revised May 30, 2007, and approved by the Board May 30, 2007