

## **ARTICLE I - OFFICES**

**Section 1.** The registered office of the corporation shall be at 1010 S. Kings Highway, Cherry Hill, New Jersey.

**Section 2.** The corporation may have such other offices, either within or without the state, as the Board of Trustees may designate or as the activities of the corporation may require from time to time.

## **ARTICLE II - SEAL**

**Section 1.** The corporate seal shall have inscribed thereon the name of the corporation, the year of its creation and the words "Corporate Seal, New Jersey."

## **ARTICLE III – MEMBERS**

**Section 1.** The members shall be elected by a majority vote of the membership at a meeting of members and shall have the following qualifications; every applicant must be sponsored by an active member, be over the age of 21 and have an active interest in fishing or environmental matters.

**Section 2.** The Board of Trustees may determine from time to time the amount of the initiation fee, if any, the annual dues payable by the members and the total number of members of the corporation.

**Section 3.** The Board of Trustees, by a majority vote, may expel any member who shall be in default in payment of any dues or assessments. . Any member who is delinquent in annual dues on April 1<sup>st</sup> will automatically be dropped from the roles.

**Section 4.** Upon a written request signed by a former member and filed with the Secretary, the Board of Trustees may, by a majority vote, reinstate a former member to membership upon such terms as the Board of Trustees may deem appropriate.

**Section 5.** The members may, by a majority vote suspend or expel a member who shall engage in conduct contrary to the best interest of the club. Members expelled by a majority vote of the membership, pursuant to this section, shall only be reinstated by a majority vote of the membership.

## **ARTICLE IV – MEETINGS OF MEMBERS**

**Section 1.** All meetings of the members shall be held at the Strathmere Fire Company, Strathmere, New Jersey 08248, or at such other place or places, either within or without the State of New Jersey, as may from time to time be selected by the Board of Trustees.

**Section 2.** The annual meeting of the members, after the year 1987, shall be held on the second Saturday or Sunday in December of each year and, if a legal holiday, then on such other day as may be fixed by the Board of Trustees. The members shall elect a Board of Trustees and transact such other business as may be properly brought before the meeting. Failure to hold the annual meeting at the designated time, or to elect a sufficient number of Trustees at that meeting or any adjournment thereof, shall not affect otherwise valid corporate acts or work a forfeiture or dissolution of the corporation. If the annual meeting for the election of Trustees is not held on the date designated, the Trustees shall cause the meeting to be held as soon after as convenient. If there is a failure to hold an annual meeting for a period of thirty (30) days after the date designated, the Superior Court may, upon the application of a member, summarily order the meeting or the election or both to be held at a time and place upon notice and for the transaction of business as may be designated in the order. At any meeting ordered by the Court called pursuant to this Section, the members present, in person or by proxy and having voting power, shall constitute a quorum for the transaction of the business designated in the order.

**Section 3.** Special meetings of the members may be called by the President or by the Board of Trustees or by not less than ten percent of the members qualified to vote. Upon application of not less than ten percent of all members entitled to vote at a meeting, the Superior Court, in an action in which the Court may proceed in a summary manner, for good cause shown, may order a special meeting of the members to be called and held at a time and place, upon notice, for the transaction of such business as may be designated in the order. At any meeting ordered to be called pursuant to this Section, the members present, in person or by proxy and having voting powers, shall constitute a quorum for the transaction of the business designated in such order.

**Section 4.** Written notice of the time, place, and purpose or purposes of every meeting of members shall be given not less than five days before the date of the meeting, either personally or by mail, to each member of record entitled to vote at the meeting. When a meeting is adjourned to another time and place, it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned is announced at the meeting at which the adjournment is taken and, at the adjourned meeting, only such business is transacted as might have been transacted at the original meeting. However if, after the adjourned meeting, the Board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record.

**Section 5.** Notice of the meeting need not be given to any member who signs a waiver of such notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the

conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by that member. Whenever members are authorized to take any action after the

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lapse of a prescribed period of time, the action may be taken without such lapse if such requirement is waived in writing, in person or by proxy, before or after the taking of such action, by every member entitled to vote thereon as of the date of the taking of such action.

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**Section 6. A.** Any action required or permitted to be taken at a meeting of members by the Act, other than the annual election of Trustees, may be taken without a meeting if all members entitled to vote thereon consent thereto in writing.

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**B.** Whenever action is taken pursuant to sub-section A of this section, the written consents of the members consenting thereto or the written reports of inspectors appointed to tabulate the consents shall be filed with the minutes of the proceedings of members.

**C.** Any action taken pursuant to sub-section A of this section shall have the same effect, for all purposes, as if the action had been taken at a meeting of the members.

**D.** If any other provision of the Act requires the filing of a certificate upon taking of an action by members, and the action is taken in a manner authorized by sub-section A of this section, the certificate shall state that the action was taken without a meeting pursuant to the written consents of the members and shall set forth the number of votes represented by the consents. *g*

**Section 7. A.** The Board may fix, in advance, a date as the record date for determining the corporation's members with regard to any corporate action or event and, in particular, for determining the members who are entitled to

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- (1) notice of or to vote at any meeting of members or adjournment thereof;
  - (2) give written consent to any action without a meeting; or
  - (3) receive or enjoy any benefit or right.

The record date may in no case be more than sixty days prior to the members' meeting or other corporate action or event to which it relates. The record date for members' meeting may not be less than five days before the date of the meeting. The record date to determine members to give consent may not be more than sixty days before the date fixed for tabulation of the consent or, if no date has been fixed for tabulation, more than sixty days before the last day on which consents received may be counted.

**B.** When a determination of members of record for members' meeting has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the Board fixes a new record date under this section for the adjourned meeting.

**C.** All determinations as to the names and addresses of the corporation's members shall be ascertained by a review of the corporation's books and records.

**Section 8.** The officer or agent having charge of the membership record books for the corporation shall make and certify a complete list of members entitled to vote at a

members' meeting or any adjournment thereof. A list required by this section may consist of cards arranged alphabetically. Such list shall:

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- A. Be arranged alphabetically within each class, series or group of members maintained by the corporation for convenience or reference, with the address of each member;
- B. Be produced at the time and place of the meeting;
- C. Be subject to the inspection of any member during the whole time of the meeting;
- D. And be prima facie evidence as to who are members entitled to examine such list or to vote at any meeting.

*Rem* If the requirements of this section have not been complied with, the meeting shall, on demand of any member in person or by proxy, be adjourned until the requirements are complied with. Failure to comply with the requirement of this section shall not affect the validity of any action taken at such meeting before the making of any such demand.

*[Handwritten mark]* **Section 9.** Except as otherwise provided in the Certificate of Incorporation or by Statute, the members entitled to cast a majority of the votes at a meeting shall constitute a quorum at such meeting. The members present in person or by proxy at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Less than a quorum may adjourn. Whenever any class of members is entitled to vote separately on a specified item the provisions of this section shall apply in determining the presence of a quorum of that class for the transaction of the specified item.

**Section 10.** Each active member shall be entitled to one vote on each matter submitted to a vote of members. Whenever any action other than the election of Trustees is to be taken by vote of the members, it shall be authorized by a majority of the votes cast at a meeting of members entitled to vote thereon, unless a greater plurality is required by Statute, or by the Certificate of Incorporation, or these By-Laws. Every active member entitled to vote at a meeting of members, or to express consent without a meeting, may authorize another person or persons to act for him by proxy. Every proxy shall be executed in writing by the member or the member's agent, except for a proxy given by a member or a member's agent by telegram or cable or its equivalent. No proxy shall be valid for more than eleven months unless a longer time is expressly provided therein, but in no event shall a proxy be valid after three years from the date of the execution. Unless it is coupled with an interest, a proxy shall be revocable at will. A proxy shall not be revocable by the death or incapacity of the member but such proxy shall continue in force until revoked by the personal representative or guardian of the member. The presence at any meeting by any member who has given a proxy shall not revoke such proxy unless the member shall file written notice of such revocation with the Secretary of the meeting prior to the voting of such proxy.

**Section 11.** An active member is a member of the corporation who is current in his dues and who attends, in person, a minimum of three regularly scheduled meetings of members per annum. Each active member, and only such members, are entitled to vote

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on the business of the corporation and on the election of Trustees. A member who has failed to attend more than three meetings per year will be classified as an inactive member and shall retain all rights and privileges of the corporation, except for the right to vote. Once becoming an inactive member, a member may be returned to active member classification by attending, in person, two regularly scheduled meetings of the members and, thereby, be entitled to vote on all matters of the corporation including election of Trustees.

**Section 12.** At each election of Trustees every active member entitled to vote at such election shall have the right to cast the number of votes to which membership entitles him, and for as many persons as there are Trustees to be elected. Trustees shall be elected by a plurality of the votes cast at the election. Election of Trustees need not be by ballot unless a member demands election by ballot at the election and before the voting begins.

**Section 13.** The Board may, in advance of any members meeting or of the tabulation of written consents of members without a meeting, appoint one or more inspectors to act at the meeting, or any adjournment thereof, to tabulate such consents and make a written report thereof. If inspectors to act at any meeting of members are not so appointed or shall fail to qualify, the person presiding at a members meeting shall, on the request of any member entitled to vote thereat, make such appointment. Each inspector, before entering upon the discharge of duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of the inspector's ability. No person shall be elected a Trustee in an election for which he has served as an inspector.

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## ARTICLE V – BOARD OF TRUSTEES

**Section 1.** The activities of this Corporation shall be managed by its Board of Trustees, ten in number. A Trustee shall be at least 21 years of age and need not be a United States citizen or a resident of this State. The Trustees shall be elected by the active members. The Trustees named in the Certificate of Incorporation shall hold office until the first annual meeting of the members and until their successors are elected and qualified. At the first annual meeting of members, and at each annual meeting thereafter, the members shall elect Trustees to hold office until the next annual meeting. Each Trustee shall hold office for the term for which the Trustee is elected and qualified and until a successor is elected and qualified.

A Trustee may resign by written notice to the corporation. The resignation shall be effective upon receipt thereof by the corporation or at a subsequent time as shall be specified in the notice of resignation.

**Section 2.** After the election of the Trustees, the newly elected Board may meet at such

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place and time as shall be fixed by the vote of members at the annual meeting, for the purpose of organization and otherwise, and no notice of such meeting shall be necessary to the newly elected Trustees in order to legally constitute the meeting, provided a majority of the whole Board shall be present; or, such place and time may be fixed by the consent, in writing, of the Trustees.

**Section 3.** Regular meetings of the Board shall be held monthly, without notice, at the Strathmere Fire Company, Strathmere, New Jersey or at such other time and place as shall be determined by the Board or the President.

**Section 4.** A majority of the entire Board, or of any committee thereof, shall constitute a quorum for the transaction of business, and the act of the majority present at a meeting at which a quorum is present shall be the act of the Board or of the committee. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board or any committee thereof may be taken without a meeting if, prior to or subsequent to such action, all members of the Board or of such committee, as the case may be, consent thereto in writing and such written consents are filed with the minutes of the proceedings of the Board or of the committee.

**Section 5.** Special meetings of the Board may be called by the President on two days notice to each Trustee, either personally or by mail. Special meetings may be called, in like notice, on the written request of any three Trustees.

**Section 6.** Notice of any meeting need not be given to any Trustee who signs a waiver of notice, whether before or after the meeting. The attendance of any Trustee at a meeting without protesting, prior to the conclusion of the meeting, the lack of such notice of such meeting shall constitute a waiver of notice. Neither the business to be transacted at, nor the purposes of any meeting of the Board need be specified in the notice or waiver of notice of such meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten days in any one adjournment.

**Section 7.** The Board of Trustees shall have the management of the activities of the corporation. In addition to the powers and authorities by these By-laws expressly conferred upon them, the Board may exercise all such powers of the corporation and do all such lawful acts and things as are not, by Statute or by these By-laws, directed or required to be exercised or done by the members.

**Section 8.** If deemed advisable, The Board of Trustees, by resolution adopted by the majority of the entire Board, may appoint from among its members an executive committee and one or more other committees, each of which will have one or more members. Each such committee shall have and may exercise all the authority of the Board, except that no such committee shall make, alter or repeal any By-law of the

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corporation; elect or appoint any Trustee, or remove any officer or Trustee; submit to the members any action that requires member's approval; or amend or repeal any resolution theretofore adopted by the Board which by its terms is amendable or repealable only by the Board.

Actions taken at a meeting of any such committee shall be reported to the Board at its next meeting following such committee meeting; except that, when the meeting of the Board is held within two days after the committee meeting, such report shall, if not made at the first meeting, be made to the Board at its second meeting following such committee meeting.

## **ARTICLE VI – OFFICERS/TRUSTEES**

**Section 1.** The officers of the corporation shall consist of a President, Vice President, Secretary, Treasurer, Corresponding Secretary, Quartermaster, Personnel Officer, Special Activity Officer, Administrative Assistant and a Public Relations Officer. They shall be elected annually by the majority vote of the members eligible to cast votes and shall hold office for one year or until their successor is elected and qualified, subject to earlier termination or resignation. The Board of Trustees may also choose such employees and agents as it shall deem necessary, who shall hold their offices and shall have such authority and shall perform such duties as, from time to time, shall be prescribed by the Board of Trustees. While members serve on the Board of Trustees, they shall not be required to pay annual dues.

**Section 2.** Any officer elected or appointed by the membership may be removed by the majority vote of the membership with or without cause.

**Section 3.** The President shall be a member of the Board of Trustees and shall be the chief executive of the corporation; shall preside at all meetings of the members and Trustees; shall have general and active management of the activities of the corporation; shall see that all orders and resolutions of the Board are carried into effect subject, however, to the right of the Trustees to delegate any specific powers except such as may be by Statute exclusively conferred to the President or to any other officer or officers of the corporation. The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation. The President shall be EX-OFFICIO a member of all committees, and shall have the general duties of supervision and management usually vested in the office of President of a corporation. The President shall appoint the chairman of all committees and be a signator on the bank accounts. The

President shall be elected for a term of one year and may not be elected for more than three consecutive terms.

**Section 4.** The Vice President shall be a member of the Board of Trustees and shall act in all cases for and as the President in the latter's absence or incapacity and shall perform

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other duties as may be required from time to time. The Vice President shall sign all checks in the absence of the President and arrange for and schedule an annual audit of all books and records of the corporation. The Vice President shall be elected for a term of one year and may not be elected for more than three consecutive terms.

**Section 5.** The Secretary shall be a member of the Board of Trustees and shall keep full minutes of all meetings of the members and the Trustees; shall be EX-OFFICIO Secretary of the Board of Trustees; shall attend all sessions of the Board, shall act as clerk thereof, and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given notices of all meetings of the members of the corporation and the Board of Trustees, and shall perform other such duties as may be prescribed by the Board of Trustees or President, under whose supervision the Secretary shall be. The Secretary shall be elected for a term of one year and may not be elected for more than three consecutive terms.

**Section 6.** The Treasurer shall be a member of the Board of Trustees and be responsible for full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the corporation, in such depositories as designated by the Board of Trustees. The Treasurer shall pay all obligations of the corporation that are less than Two Hundred Fifty Dollars (\$250.00) after being authorized by the President and, when more than Two Hundred Fifty Dollars (\$250.00) and less than Five Hundred Dollars (\$500.00), after being authorized by the Board of Trustees and, when more than Five Hundred Dollars (\$500.00), when authorized by the members of the corporation. The Treasurer shall be a signator on the bank accounts; shall render to the President and the Trustees at the regular meeting of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall submit a financial report at each meeting of the members; shall notify the members of the amount of the annual dues and the date the same are payable. The Treasurer shall be elected for a term of one year.

*Social Media / Webmaster*  
**Section 7.** The ~~Corresponding~~ Secretary shall be a member of the Board of Trustees. The Corresponding Secretary shall conduct the correspondence of the corporation, notify members of all meetings of the Board of Trustees and membership, prepare or cause to be prepared a newsletter that highlights the activities of the corporation, and provide all members with a copy of the newsletter. The Corresponding Secretary shall be elected for a term of one year and may not be elected for more than two consecutive terms.



**Section 8.** The Quartermaster shall be a member of the Board of Trustees and arrange and organize all group purchases after authorization of the Board of Trustees, keep an account of all group and member purchases and submit, upon request, a report of all purchasing activities to the Board of Trustees. The Quartermaster shall be responsible

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for the keeping of an accurate inventory of all corporation property, and the location of such property, and shall maintain order at all meetings of the members and the Board of Trustees. The Quartermaster shall be elected for a term of one year and may not be elected for more than two consecutive terms.

**Section 9.** The Personnel Officer shall be a member of the Board of Trustees and maintain an accurate list or lists of all active and inactive members. Meeting attendance of members shall be recorded and used as evidence of a member's status as an active or inactive member. The Personnel Officer shall supply upon request of the President, the Board, or of any member at a meeting of members, an accurate copy of such list or lists. The Personnel Officer shall receive, process, and present to the membership all applications for membership to the corporation from persons wishing to become members of the corporation. The Personnel Officer shall be elected for a term of one year and may not be elected for more than two consecutive terms.

**Section 10.** The Special Activity Officer shall be a member of the Board of Trustees and shall organize and direct special corporation functions and activities, and coordinate the activities of all committees with the President and Board of Trustees. The Special Activity Officer shall serve at the direction of the President in organizing special projects, community functions and service projects. The Special Activity Officer shall be elected for a term of one year and may not be elected for more than two consecutive terms.

**Section 11.** The Public Relations Officer shall be a member of the Board of Trustees and shall maintain communication with all local and regional elected officials, clubs and corporations with like goals and missions of the corporation, act as a liaison between the club and the local media, and provide the media with press releases approved by the President, Board of Trustees and the membership. In all cases these releases will represent the position of the corporation and will not be the position of any member or officer of the corporation. The Public Relations Officer shall be elected for a term of one year and may not be elected for more than three consecutive terms.

**Section 12.** The Administrative Assistant shall be a member of the Board of Trustees. A member must be a Past President of the corporation to qualify for this position on the Board of Trustees. In the event that there are no members who meet this qualification it may be filled by any member of the corporation. The Administrative Assistant shall assist and advise the newly elected Board of Trustees in the organization of the corporation following the annual elections by ensuring the orderly transition of the elected positions and the records and books of the corporation. The Administrative

Assistant shall be elected for a term of one year and may not be elected for more than three consecutive terms.

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## ARTICLE VII - VACANCIES

**Section 1.** Any Trusteeship not filled at the annual election and any vacancy, however caused; occurring on the Board of Trustees may be filled only at a meeting of the members and by a majority vote of the membership.

**Section 2.** Any Trustee or other officer may resign by written notice to the corporation. The resignation shall be effective upon receipt thereof by the corporation or at such time as shall be specified in the notice of resignation.

## ARTICLE VIII - MEMBERSHIP CERTIFICATES

**Section 1.** The membership certificates in the corporation shall be numbered and registered in the membership records of the corporation as they are issued. They shall bear the corporate seal or a facsimile thereof, and be signed by the President and the Secretary.

**Section 2.** In the event that a membership certificate shall be lost, destroyed or mutilated, a new certificate may be issued therefor upon such terms and indemnity to the corporation as the Board of Trustees may prescribe.

## ARTICLE IX - BOOKS AND ACCOUNTS

**Section 1.** The corporation shall keep books and records of accounts and minutes of the proceedings of the membership, Board of Trustees, and executive committees, if any. Such books, records and minutes may be kept outside this State. The corporation shall make available for inspection at its registered office, or at the office of a transfer agent in this State, a record or records containing the names and addresses of all members and the dates when they respectively became members of record thereof, within ten days after demand by a member entitled to inspect them.

**Section 2.** Any person who shall have been a member of record of the corporation for at least six months immediately preceding his demand, or any person holding, or so authorized in writing by the holders of, at least five percent of the outstanding shares of any class or series, upon at least five days written demand shall have the right for any proper purpose to examine in person or by agent or attorney, during usual business hours,

the minutes of the proceedings of the members and records of members and to make extracts therefrom at the place where same are kept.

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#### **ARTICLE X – MISCELLANEOUS PROVISION**

**Section 1.** All checks or demands for money and notes of the corporation must be signed by any two of the following members of the Board of Trustees; the President, the Vice President, the Secretary, the Treasurer.

**Section 2.** The fiscal year of the corporation shall begin on January 1 and end on December 31.

**Section 3.** Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof through the mail. If notice is given by mail, the notice shall be deemed to be given when deposited in the mail addressed to the person to whom it is directed at his last address as it appears on the records of the corporation, with postage paid thereof. Such notice shall specify the place, day and hour of the meeting and, in the case of a member's meeting, the general nature of the business to be transacted. In computing the period of time for the giving of any notice required or permitted by Statute, or by the Certificate of Incorporation, or these By-laws, or any resolution of Trustees or members, the day on which the notice is given shall be excluded and the day on which the matter noticed is to occur shall be excluded. *- email?*

#### **ARTICLE XI – THE SALE OR OTHER DISPOSITION OF ASSETS IN REGULAR COURSE OF ACTIVITIES AND MORTGAGE OR PLEDGE OF ASSETS**

The sale, lease, exchange, or other disposition of all or substantially all the assets of the corporation in the usual and regular course of its activities as conducted by the corporation, and mortgage or pledge of any or all of the assets of the corporation, may be made upon the terms and conditions and for a consideration which may consist in whole or in part, of money or property, real or personal, including shares, bonds, or other securities of any domestic corporation, foreign corporation, or any corporate business entity as shall be authorized by its Board of Trustees and approved by a majority of the members of the corporation.

#### **ARTICLE XII – SALE OR OTHER DISPOSITION OF ASSETS OTHER THAN IN THE REGULAR COURSE OF ACTIVITIES**

The sale, lease, exchange, or other disposition of all, or substantially all, the assets of the corporation, if not in the usual course of its activities as conducted by the corporation, may be made upon terms and conditions and for a consideration, which may consist in whole or in part of money or property, real or personal, including shares, bonds or other securities of any corporation domestic or foreign, or any corporate entity as may be

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authorized in the following manner:

A. the Board shall recommend such sale, lease, or exchange or other disposition and direct that it be submitted to a vote at a meeting of members.

B. notice shall be given not less than 20 nor more than 60 days before the meeting to each member of record whether or not entitled to vote at the meeting, in the manner provided in this act for the giving of notice of meeting of members, and the notice shall include, or shall be accompanied by a statement summarizing the principal terms of the proposed transaction;

C. at the meeting the members may approve the sale, lease, exchange or other disposition and may fix, or may authorize the Board to fix, any and all of the terms and the conditions thereof and the consideration to be received by the corporation therefore; the sale, lease, exchange or other disposition shall be approved upon receiving the affirmative vote of three fourths (3/4) of the votes cast by the members entitled to vote thereon.

### **ARTICLE XIII – LIMITATIONS ON RIGHTS OF DISSENTING MEMBERS**

A member of this domestic corporation shall not have the right to dissent from any merger, consolidation, sale of assets, or amendment of the certificate of incorporation or by-laws, nor shall any member have the right to be paid the value of any membership held by the member affecting any transaction. The transaction shall not be adjourned, preliminarily or permanently except upon a showing that the transaction is fraudulent or is fundamentally unfair to any member and, in the action, the member or members complaining thereof shall have the burden of showing fraud or fundamental unfairness.

### **ARTICLE XIV – CHANGES OR AMENDMENTS TO THESE BY-LAWS**

**Section 1.** These By-laws may not be changed or amended except in the following manner. Upon the recommendation of a committee created specifically for the purpose of changing or amending these By-laws and, upon approval of the majority of the members of the Board of Trustees, be presented at two consecutive meetings of members and be approved by at least two thirds of the members eligible to vote at those meetings. Notice shall be given to all members that a change or amendment will be considered at the two meetings. If the proposal to change or amend these By-laws fails to be approved at the first meeting of the members, it shall not be introduced at a second meeting without

**a new resolution by the Board of Trustees and a new notice to members that the change or amendment will be acted on at a meeting of the members.**