

BYLAWS OF THE
THE TUX CLUB, INC.

ARTICLE I - NAME

The name of the Corporation is The Tux Club, Inc. (herein referred to as the "Corporation").

ARTICLE II - MEMBERSHIP

SECTION 1: Classes of Membership

a. Class Number One "Regular" or "Full" Members in good standing.

(i) Persons who satisfy all of the following criteria shall be Regular or Full Members in good standing, provided that at the time of the admission of any such person, there are no more than a total of twenty-nine (29) Regular, Full and Inactive Members and no more than thirty-four (34) Regular, Full, Inactive and Honorary Members:

- (1) must be recommended for membership by two existing Regular or Full Members;
- (2) must pay the initial application fee ^{of 50⁰⁰} provided for herein;
- (3) an applicant's initial application for membership must be approved by a majority of the Regular or Full Members at the time of admission;
- (4) must be a person of good moral and social character;

(5) must be a qualified and registered voter;

(6) must agree to abide by the Bylaws, rules and regulations of the Corporation; and

(7) must be twenty-one (21) years of age or older.

(ii) Members of this Class shall have full voting rights on all matters, including the right to amend these Articles, except any such matters, if any, which, as provided in these Bylaws, are delegated to an officer or committee of the Corporation and do not require the consent or vote of the Members.

b. Class Number Two. "Inactive" Members.

Any Member (formerly a Full or Regular Member in good standing) who is in default by virtue of his failure to pay any Members' dues or assessments within ten (10) days of the due date thereof. Any such inactive Member shall not be entitled to participate in any activities of the Corporation or vote or any matters to be decided by the Members until he has paid current all outstanding Members' dues or assessments, at which time, he shall resume the status of a Regular or Full Member.

c. Class Number Three. "Honorary" Members.

Any Member (formerly a Full or Regular Member) who has requested to be and has been approved by the Members as an Honorary Member. Honorary Members shall not be required to pay any dues or assessments and will not be entitled to vote on any matters requiring the approval of the Members.

Honorary Members will be entitled to receive two complimentary invitations to the annual dance and the annual picnic hosted by the Corporation.

SECTION 2: Membership Fees

- a. Membership in the Corporation is not transferable, and Membership fees are not refundable.
- b. Any Member may withdraw at any time upon written notice.
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- c. The initial membership fee which be payable upon admission is Twenty-five Dollars ~~(\$25.00)~~ *\$50⁰⁰*
- d. Regular Members shall further be required to pay monthly membership dues of Five Dollars ^{*\$10.00*} ~~(\$5.00)~~ per month.
- e. Regular Members shall further be required to pay an assessment equal to their pro rata share of the cost of the annual dance and the annual picnic hosted by the Corporation and of the cost of any other ^{*FUNCTIONS*} ~~social~~ event approved by the Members and hosted by the Corporation.
- f. Any Member who fails to pay any required dues or assessments within thirty (30) days of any due date therefor shall cease to be a Member unless excused or given an extension by a vote or consent of the Regular Members.

SECTION 3: Membership Participation Requirement

Any Member who fails to attend at least fifty percent (50%) of the Regular Meetings, including the Annual Meeting, of the Members held during a given calendar year shall, upon the end of said calendar year, cease to be a Member unless excused by a vote or consent of the Regular Members.

ARTICLE III - FISCAL AFFAIRS

SECTION 1: Maintenance of Funds

a. Funds of the Corporation shall be maintained and controlled by the Executive Committee. Checks, drafts, and other instruments for the payment of funds will be signed by the President and countersigned by the Treasurer and/or the Financial Secretary.

b. An operating fund of no less than ~~\$500.00~~ and no more than \$15,000.00 will be established.

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SECTION 2: Annual Budget

a. An annual budget setting forth anticipated revenue and proposed expenditures for the fiscal year shall be prepared each year by the Finance Committee and presented to the Executive Committee for approval, not later than thirty (30) days prior to the Annual Meeting.

b. The annual budget, as approved by the Executive Committee, shall be mailed each year to the Membership not later than ten (10) days prior to the Annual Meeting. In the event that the Executive Committee does not approve the budget submitted by the Finance Committee and the said committees are unable to agree upon a compromise budget, then not later than 10 days prior to the Annual Meeting, the annual budget proposed by the Finance Committee along with any revisions thereto or any alternative annual budget proposed by the Executive Committee shall be mailed to the Membership.

c. The annual budget shall require the approval of the Members. The Regular Members, the Finance Committee and the Executive Committee may propose any such amendments to the annual budget as are necessary to obtain the approval of the budget by the Membership.

SECTION 3: Auditing Committee

It shall be the duty of the Auditing Committee to audit all books of the Corporation once a year and to make recommendations to the Executive Committee concerning financial systems and record keeping. The Auditing Committee shall also make a report of its audit and recommendations to the Executive Committee to the Members at a meeting of the Members.

SECTION 4: Credit Obligations

The Executive Committee may not borrow, pledge, or obligate the credit of the Corporation in excess of \$100.00 without specific approval of the Membership.

SECTION 5: Certificate of Membership

A Certificate of Membership shall be issued to each Member.

SECTION 6: Membership Fee

↳ Tax Medallion.

The Executive Committee shall establish, subject to the approval of the Members, the rates for Membership fees.

SECTION 7: Monthly Dues

Monthly dues shall be fixed by the Executive Committee, subject to the approval of the Members, and shall be payable no later than the date of the Regular or Annual Meeting held during

such month or on such other day as the Executive Committee may direct in order to meet the financial needs of the Corporation.

SECTION 8: Assessments

- a. Special Assessments, if any, are subject to the approval of the Members, and they shall be payable at such time as specified by the Executive Committee.
- b. Assessments for the Annual Dance and the Annual Picnic. Upon the approval by the Members of the plans for the Annual Picnic and/or the Annual Dance, ^{and other functions} including the cost or budget therefor, each member shall be assessed with his pro rata share of the total cost, which assessment shall be due and payable at such time as specified by the Executive Committee.

ARTICLE IV - OFFICERS

SECTION 1: President

The President shall be the chief officer of the Corporation.

He shall:

- (i) preside at the meetings of the Corporation and the Executive Committee;
- (ii) call Special Meetings, for such purposes and at such times, as determined in his discretion;
- (iii) appoint the Chairman to each standing committee;
- (iv) appoint the Chairman to each special committee and designate the purposes therefor;
- (v) be, ex-officio, a Member of all committees;
- (vi) sign certificates of Membership;

(vii) co-sign and execute all contracts in the name of the Corporation; and

(viii) have authority, in his discretion, to delegate any such duties within his authority to the Vice President.

SECTION 2: Vice President

The Vice President shall in the absence of the President act for the President. He shall also act as assistant to the President and perform such functions as directed by the President.

SECTION 3: Recording Secretary

The Recording Secretary shall send out notices of the meetings of the Corporation and of the Executive Committee, keep the minutes of any meetings of the Members and the Executive Committee and otherwise keep an accurate account and record of the business and activities of the Corporation. The Recording Secretary shall further attend to the correspondence pertaining to his office and any such additional correspondence as may be asked of him by the President or the Executive Committee. He shall have charge of the Corporation's non-financial books and records as the Executive Committee may direct. He shall provide any such notices of meetings to the Members and/or Executive Committee Members as required hereunder or otherwise by law.

SECTION 4: Financial Secretary

It shall be the duty of the Financial Secretary to keep an accurate account of all of the Corporation's funds and the financial status of each member with regard to dues and assessments. The Financial Secretary shall provide a dues book or

dues statement and a statement of any assessment to each Member for the payment of any monthly dues or assessments required hereunder. He shall render an annual report at the Annual Meeting and interim reports at each Executive Committee meeting and perform other such duties pertaining to his office as may be asked of him by the President or the Executive Committee.

SECTION 5: Treasurer

The Treasurer shall attend to, and be responsible for, keeping the accounts of the Corporation, collecting the revenues and monies due to the Corporation and paying the bills of the Corporation as approved by the Executive Committee and/or the Members, as the case may be. The Treasurer shall give a receipt to the Financial Secretary for all funds collected or paid out by the Treasurer. The Treasurer shall deposit funds of the Corporation received by him in the name of the Corporation in such depository as may be authorized by the Executive Committee within one week of the receipt thereof. All disbursements shall be by check drawn on the Corporation accounts signed by the President and countersigned by the Treasurer or the Financial Secretary of the Corporation.

SECTION 6: The Parliamentarian

It shall be the duty of the Parliamentarian to see that all meetings are conducted according to Robert's Rules of Order.

SECTION 7: The Chaplain

It shall be the duty of the Chaplain to be responsible for prayer and moral uplifting of the membership at the opening and closing of all meetings.

SECTION 8: The Sergeant-at-Arms

It shall be the duty of the Sergeant-at-Arms to see that order and good decorum prevails at all meetings.

SECTION 9: Non-Officer Executive Committee Members

There shall be shall be two Non-Officer Executive Committee Members elected by the Members to the Executive Committee. The Non-Officer Executive Committee Members shall be elected in the same manner as officers of the Corporation, and the provisions of Sections 10 and 11 of this Article IV shall apply to the Non-Officer Executive Committee Members as if said Members were Officers.

SECTION 10: Vacancy

Any vacancy occurring in any corporate office shall be filled by a plurality vote of the Members within sixty (60) days of the occurrence of the vacancy which interim term of office shall continue until a successor is elected at the next Annual Meeting at which bi-annual elections are held and said successor takes office.

SECTION 11: Election and Term of Office

a. All officers shall be elected for two (2) year terms every other year at the Annual Meeting of the Members by a plurality vote of the Members.

- b. No officer shall serve consecutive terms in the same office or position.
- c. An officer may be removed by the affirmative vote of a majority of the Regular Members.
- d. Newly elected officers shall take office effective as of the earliest of the following:
 - (i) at the first meeting in January following a regular election at the Annual Meeting of the Members; or
 - (ii) upon the election of any such officer in the case of an election to fill a vacancy in a corporate office.
- e. An officer's term shall expire upon the earlier of his death, removal from office by the Members, or the effective date that his elected successor takes office.
- f. The names of newly elected officers shall not be listed on correspondence or invitations until they take office.
- g. Newly elected officers may meet prior to taking office; however, any such meetings shall be for planning purposes only, and no acts, actions, votes or consents of the newly elected officers taken and/or occurring prior to the date that said newly elected officers take office shall be binding upon or be deemed to be acts of the Corporation. Further, said newly elected officers shall have no authority to act for or on behalf of the Corporation until they take office as provided in subsection d above.

ARTICLE V - MANAGEMENT

SECTION 1: Executive Committee

The affairs of the Corporation shall be managed by the Executive Committee; however any such actions of the Executive Committee, shall, unless expressly authorized herein, be subject to the approval of the Members.

SECTION 2: Executive Committee Membership

a. The Executive Committee shall consist of the President, the Vice-President, the Treasurer, the Financial Secretary, the Recording Secretary, and two Non-Officer Executive Committee Members, as provided in Article IV hereof. The initial Executive Committee Members shall hold office until the first meeting of the Members in January of the year following the election of their successors, at which time their successors shall replace them or until their individual successors otherwise take office.

b. Any Executive Committee Member who ceases to hold active Membership in the Corporation shall automatically cease to be an Executive Committee Member.

SECTION 3: Quorum and Voting

Four (4) Executive Committee Members shall constitute a quorum of the Executive Committee at all meetings thereof, and the consent or approval of four (4) Executive Committee members shall be required for any action undertaken or finding by the Executive Committee.

SECTION 4: Duties

Consistent with these Bylaws, the Executive Committee shall:

(i) Transact all Corporate business and make and amend rules for the regulation of the use of Corporation's property, as authorized herein or otherwise as authorized by the Members;

(ii) Perform all duties required by these Bylaws and the Code of Virginia, as may be amended; and

(iii) First obtain the consent of the Members, as provided for herein, before undertaking any significant action or entering into any significant transaction or contract on behalf of the Corporation. Any matter, action, or contract involving an expenditure or then incurring an obligation in excess of \$100.00 shall be deemed to be significant.

SECTION 5: Regular Meetings

Regular meetings of the Executive Committee shall be held monthly on the second Wednesday of each month either before or after the Regular Meeting of the Members unless otherwise directed by the President. The place of the meetings shall be designated by the President, and written Notices of such meetings shall be given to each Executive Committee Member at least five (5) days prior thereto.

SECTION 6: Special Meetings

Special meetings of the Executive Committee may be called at any time by the President or by not less than two (2) Executive Committee Members. Notice of such special meetings, stating the purpose thereof, shall be given to all Executive Committee Members at least five (5) days prior thereto. "CAN" BUT NOT less than 2 Days

SECTION 7: Elimination of Board of Directors

Pursuant to Section 13.1-852.1, the Members hereby dispense with and eliminate the Board of Directors.

ARTICLE VI - SUBCOMMITTEES

SECTION 1: Standing Committees

Except as otherwise provided in the provisions of this Section 1, the President shall appoint a Chairman to each of the following standing committees, and said Chairmen shall appoint any such other committee members, as deemed necessary. The Members of these committees shall serve until their successors are appointed and take office.

a. Membership Committee. The Membership Committee shall investigate and report to the Executive Committee and the Members upon the desirability of applicants for Membership and upon the continuing eligibility and qualifications of existing Members. The Chairman of this committee shall have charge of the books of certificates of Membership.

b. Finance Committee. The Finance Committee shall be made up of the President, the Financial Secretary and the Treasurer, and the Committee shall be responsible for

preparing the annual budget for submission to the Executive Committee and the Members for approval. The committee shall also make recommendations concerning financial matters of the Corporation.

c. Auditing Committee. The Auditing Committee shall be governed by the provisions of Article III, Section 4 herein.

d. The Grievance Committee. The Grievance Committee shall hear all cases presented to them involving offenses and complaints of Members, and make recommendations to the Members concerning appropriate disposition of any such case.

e. The Civic Committee. The Civic Committee shall, subject to the approval of the Members, develop and coordinate projects to help with problems in the community with a special emphasis on the needs of the elderly and historical needs.

f. The Hospitality Committee. The Hospitality Committee shall, subject to the approval of the Members, provide oversight, guidance and assistance to Members and their family members in times of or with regard to illness, death, marriage, birth, graduation, and other personal matters.

g. The Social Committee. The Social Committee shall, subject to the approval of the Members, be responsible for planning and making all arrangements for entertainment and the Corporation's affairs, social functions and events.

h. The Nominating Committee/Constitutional Committee. The Nominating Committee/Constitutional Committee shall be responsible for recommending a proposed slate of officers to

the Members prior to the election of officers and for reviewing the Articles of Incorporation and Bylaws periodically and recommending appropriate amendments thereto.

SECTION 2: Additional Committees

The President may provide for such additional committees as he deems necessary, and consistent with these Bylaws, may assign duties to all standing committees.

ARTICLE VII - MEETINGS OF THE MEMBERSHIP

SECTION 1: Annual Meetings

a. Unless the Executive Committee specifies and gives notice to the Members of a different date and time therefor, an annual meeting of the entire Corporation Membership shall be held at 8:00 p.m. on the second Wednesday of November of each year for the purpose of electing successors to any such officers, if any, whose terms will expire in January of the following year, for the purpose of receiving the reports of the President and any such other officers, as the case may be, the Executive Committee and the other Standing Committees of the Corporation and for the purpose of transacting such other business as may properly come before the meeting.

b. The notices of the meeting shall be mailed to the Members at least two (2) weeks prior to the meeting date. The notices shall also include the names of any such candidates for election as officers nominated by the Nominating Committee.

c. Members who wish to have business presented to the meeting shall notify the Recording Secretary either in writing or in person prior to the commencement of the Meeting.

SECTION 2: Regular Meetings

Unless the Executive Committee specifies and gives notice to the Members of a different date, Regular Meetings of the entire Corporation Membership shall be held on the second Wednesday of each month, except November. Such meetings shall be held at such time and place as the Executive Committee shall determine. Members shall be given at least twenty-four (24) hours written or verbal notice of the place and time of any Regular Meeting to be held on the second Wednesday of the Month and at least five (5) days written or verbal notice of the date, place and time of any Regular Meeting to be held on any day other than the second Wednesday of the Month.

SECTION 3: Special Meetings

Special Meetings of the Membership may be called by the President. Also, upon written request of not less than twelve (12) of the Members to the Recording Secretary stating the purpose therefore, a special meeting shall be called by the President within thirty (30) days. Ten (10) days written notice of any Special Meeting, including the date, time and location of the meeting, and its purpose shall be given to Members, and any business not specified in the notice shall not be transacted.

SECTION 4: Voting

Each Regular Member shall be entitled to vote at meetings of the Membership. Except as otherwise specified herein, any action or matter requiring the affirmative vote, consent or approval of the Members shall be approved and/or deemed to have been consented to if a majority of the Regular Members vote in favor of such action or matter at any meeting at which a quorum is present.

SECTION 5: Quorum

Sixty percent (60%) of the Members entitled to vote must be present in person to constitute a quorum for the transaction of business at a meeting of the Corporation, except for a meeting for the purpose of amending the Articles of Incorporation or Bylaws, at which seventy-five percent (75%) of the Members entitled to vote must be present in person. If less than a quorum is in attendance for any meeting which shall have been called, such meeting must be adjourned to a subsequent date. If such meeting is adjourned, regardless of whether the meeting that adjourned was an Annual, a Regular or a Special Meeting, a notice in accordance with Section 3 of this Article shall be sent to the Membership containing: (1) a statement of the purpose of the meeting; (2) a statement that the previous meeting adjourned for lack of a quorum; and (3) the date, time, and place of the next meeting.

ARTICLE VIII - ELECTION OF OFFICERS

Section 1: Nominations

a. The Nominating Committee shall nominate not more than two candidates for each of the six Corporate offices and for each of the two Non-Officer Executive Committee positions. The Nominating Committee shall report nominations to the Recording Secretary on or before thirty (30) days prior to an Annual or Special Meeting for the election of one or more Corporate officers.

b. Nominations may also be made from the floor providing each nomination is seconded and provided further that the nominee has expressed a willingness to serve either at the meeting at which the election is taking place or by a previous statement in writing.

Section 2: Ballots and Voting

a. The list of candidates, as submitted by the Nominating Committee and as augmented by nominations from the floor, shall be included in one ballot.

b. Each Member may cast one vote for each Corporate office and each Non-Officer Committee position to be filled. If there is a tie, only the candidates who are deadlocked shall be voted on again by the Corporation are deadlocked shall be voted on again by the Corporation's Members.

ARTICLE IX - AMENDMENT OF THE BYLAWS

AND ARTICLES OF INCORPORATION

Proposals for amendment of these Bylaws and Articles of Incorporation must be sponsored by at least ten (10) Members and shall be submitted in writing to the Recording Secretary who shall then present such proposals at the next meeting of the Executive Committee. The proposals and the recommendations of the Executive Committee shall then be placed upon the agenda for the next Regular or Special meeting of the Membership, provided that such proposal is submitted at least three (3) weeks in advance of such meeting. Approval by two-thirds (2/3) of the Regular Members entitled to vote shall be required in order to adopt any amendment to these Bylaws or to the Articles of Incorporation.

ARTICLE X - MEMBERSHIP TERMINATION

Membership in this club may be terminated by suspension, death or resignation. A Member may be suspended by the Grievance Committee for conduct unbecoming to a Member, in compliance with the qualifications set forth in the Articles of Incorporation and in Article II hereof. The Member must be given: at least ten (10) days notice of a pending suspension in order that he may prepare his defense; and a reasonable opportunity following said ten (10) day notice period before any such suspension is effective for a hearing before the Grievance Committee. A Member may appeal any such suspension by the Grievance Committee to the Members, and the Members may overturn any such suspension by a vote of the Members, as provided in Section 4 of Article VII hereof.

ARTICLE XI - MISCELLANEOUS

SECTION 1: Indemnification

a. Each person who acts as an Executive Committee Member, an officer, or a Committee Chairman or Committee Member of the Corporation shall be indemnified by the Corporation against expenses actually or necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being or having been an Executive Committee Member, an officer or a Committee Chairman or Committee Member of the Corporation except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties.

b. The right of indemnification provided for herein shall inure to each such officer, Executive Committee Member, Committee Chairman or Committee Member referred to herein whether or not he is serving in such capacity at the time such costs or expenses are imposed or incurred, and in the event of his death, said right of indemnification shall extend to his legal representative.

c. The Executive Committee shall have the discretion, subject to the approval of the Members, to purchase for Executive Committee Members, Committee Chairmen, Committee Members and/or officers a liability insurance policy to indemnify them from liability and judgments entered against

them, unless such liability or negligence is caused by said person's gross negligence or willful misconduct.

SECTION 2: Interpretation

Any question as to the meaning or proper interpretation of any of the provisions of these Bylaws shall be resolved by the Executive Committee.

SECTION 3: Books and Records

Books and records of the Corporation shall be kept in the principal office of the Corporation unless in the custody of the Recording Secretary, Treasurer, the Financial Secretary, a duly appointed officer or a duly authorized accountant, attorney or official. Books and records shall be open to inspection by Members by written request to the Executive Committee, and such inspection shall take place during reasonable business hours at the customary place of keeping said books and records.

SECTION 4: Rules of Procedure

Unless otherwise provided for by these Bylaws, rules of procedure governing meetings of the Members of the Corporation or of the Executive Committee shall be those of Robert's Rules of Order, as revised.

SECTION 5: Notices

Except as otherwise provided in these Bylaws, whenever notice to Members is required by these Bylaws, the mailing of such notice to the address shown on the records of the Corporation for a Member shall constitute such notice to said Member.

SECTION 6: Member Responsibility for Guest at Member Functions

Actions, dress and decorum of guests at affairs or social functions of the Corporation shall be deemed the responsibility of the inviting member. Any such guests who violate any such rules approved by the Members concerning decorum or dress will not be permitted to enter and/or remain at any such affair. However, the inviting member will be consulted, and if he insists that any such rule be broken, then the inviting Member will face a fine of Fifty Dollars (\$50.00) or more imposed by the Executive Committee. Said fine may also be imposed against the inviting Member if a guest displays unacceptable or undesirable actions or decorum after being notified by an Executive Committee Member to discontinue any such actions or breach of decorum.

Section 7: Annual Dance

The Corporation shall host an Annual Dance each year which shall be held in December or in January of the succeeding year. All Members and any male guests attending the Annual Dance shall be required to wear black or dark blue tuxedos.

Made this 24 day of September, 1996

Stanley L. Hardy
President

Elwood L. Reed
Secretary

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