

BY-LAWS AND AMENDMENTS OF THE EAGLES CLUB, INC.

16-22 East Main Street Waynesboro, Pennsylvania 17268

**ARTICLE I
TITLE AND LOCATION**

Section I

The title of the Corporation shall be the EAGLE'S CLUB, INCORPORATED, of Waynesboro, Pennsylvania, hereinafter referred to as ECI,

Section II

The location of the principle offices of ECI shall be in the Borough of Waynesboro, County of Franklin, and State of Pennsylvania.

**ARTICLE II
PROCEDURAL RULES**

Section I

The rules contained in Robert's Rules of Order "75th Anniversary" 6th Edition, shall govern the procedures at meetings of the ECI and the Board of Directors in all cases to which they are applicable and in which they do not conflict with the by-laws of the ECI.

Section II

By-Laws are available for any member in good standing upon request to any member of the Board of Directors, hereinafter referred to as BOD.

**ARTICLE III
OFFICERS AND DIRECTORS OF THE ECI**

Section I

The officers of the ECI shall include a President, Vice President, Secretary, and Treasurer. Officers shall be elected to serve for a term of one year, with the exception of the Treasurer who will serve for a term of three consecutive years, or until their respective successors have been duly elected and qualified, by a popular majority ballot of the members of the ECI. In addition to their prescribed duties as outlined in Article IV thru VIII hereinafter, the Vice President, Secretary, and Treasurer shall also serve as Directors for the duration of their respective terms.

Section II

The Officers of the ECI, as set forth in the preceding Section I, shall be augmented by a Board of three Directors, each of which shall be subsequently elected, one per year, by the members of the ECI, to serve for a term of three consecutive years.

Section III

A vacancy, other than expiration of elected term occurring in any of the elected positions covered in preceding Sections I and II shall be filled for the remainder of the respective term by a majority vote of the members present at a regularly scheduled meeting or special meeting, if necessary, where a quorum is present. The BOD may be allowed to temporarily fill a vacancy until the next regularly scheduled meeting, or special meeting,

if necessary, where a quorum is present. The BOD shall declare a vacancy when any of the following conditions apply to the individual in question.

- Death or prolonged incapacitation
- Failure to satisfactorily perform the duties of office as mandated by these by-laws.
- Absence from three consecutive Board Meetings unless expressly excused by the BOD
- Irregular attendance at scheduled meetings to a degree considered detrimental to the best interest of the ECI
- Flagrant or willful violation of the rules of the ECI
- Suspension of E.C.I membership for any reason

ARTICLE IV DUTIES OF THE PRESIDENT

Section I

It shall be the duty of the President to open the meetings of the ECI at the proper time by taking the chair and calling the meeting to order.

Section II

It shall be the duty of the President to announce the business before the ECI in the order in which it is to be acted upon, and to receive and submit all motions to the ECI

Section III

It shall be the duty of the President to put to a vote all questions which necessarily arise in the course of the meetings, and to announce the results of all voting.

Section IV

It shall be the duty of the President to conduct all meetings with order and decorum according to the mandates of the by-laws of the ECI, to decide upon precedence and points of order, and in case of a tie vote in question, to cast the deciding ballot.

Section V

It shall be the duty of the President to appoint all committees, temporary or permanent, and to assign duties to other Officers and Directors to facilitate ECI business.

Section VI

It shall be the duty of the President to be the custodian of all Fidelity Bonds of the ECI

Section VII

It shall be the duty of the President to call a special meeting of the ECI when it is necessary in the President's judgment, or when requested in writing by at least one percent of the membership. In the latter case, at least seventy-five percent of the members signing the request must be present and answer roll call or the meeting shall not proceed.

Section VIII

It shall be the duty of the President to be ex-officio, a member of all committees, and have the general powers and duties of supervision and management usually vested in the office of a President of a Corporation.

Section IV

It shall be the duty of the President to perform such other duties as the ECI may from time to time require of him.

**ARTICLE V
DUTIES OF THE VICE PRESIDENT**

Section I

The Vice President shall perform all the duties of the President in his absence, or in case of sickness or death of the President, and all other duties which may be required of him by the ECI.

**ARTICLE VI
DUTIES OF THE PRESIDENT PRO-TEMPORE**

Section I

In the absence of both the President and the Vice President, the BOD may appoint a President Pro-Tempore.

**ARTICLE VII
DUTIES OF THE SECRETARY**

Section I

It shall be the duty of the Secretary to keep the correct minutes of the meetings of the ECI, to read all papers when ordered, to call the roll, and to attend promptly to all correspondence of the ECI

Section II

It shall be the duty of the Secretary to keep correct minutes of the meetings of the BOD, and make a written report of the standing of the ECI at the end of each month and deliver the report in the Club Room.

Section III

It shall be the duty of the Secretary to perform his duties on membership and keep all records up to date.

Section IV

It shall be the duty of the Secretary to procure entertainment for the ECI

**ARTICLE VIII
DUTIES OF THE TREASURER**

Section I

It shall be the duty of the treasurer to receive all monies of the ECI

Section II

All monies collected from membership fees shall be deposited by the Treasurer in the Dues Account.

Section III

The Treasurer shall have crime and fidelity coverage for the theft on money and securities for twenty thousand dollars in a reputable bonding company to secure the faithful performance of his duties and the restoration to the ECI in case of his death, resignation, or removal from office, of all books papers, vouchers, money or property belonging to the ECI which may be in his possession. The coverage may contain such other provisions as the BOD direct. The ECI shall pay the premium for his coverage.

Section IV

The Treasurer shall be computer literate and familiar with Quickbooks, or any other similar computer program.

Section V

The Treasurer recounts the daily deposit established by the Business Manager, or in his absence a Management Team, and creates a computer deposit slip and takes deposits to the bank.

Section VI

The Treasurer is responsible for the ATM machine which includes daily checking, adding money if required, and reconciling the monthly account on the computer for the auditor.

Section VII

The Treasurer is responsible for keeping adequate change available for the daily operation.

Section VIII

The Treasurer pays all the bills and is responsible for generating sufficient records in order for the monthly audit.

Section VIII

The Treasurer is responsible for generating adequate reports for the BOD to analyze during their monthly meetings.

Section IX

The Treasurer is the back up for the Business Manager, or Management Team in his absence. Duties may include but not be limited to clearing registers, running reports, counting deposits and setting up daily register drawers in the event of sickness or vacation.

Section X

The Treasurer shall incorporate daily functions, i.e. clearing registers, running reports, counting deposits, setting up daily register drawers and reconciling all the generated entries.

Section XI

The Management Team is the back up to the Treasurer in the creating of daily deposits, etc., in case of sickness or vacation.

ARTICLE IX DUTIES OF THE BOARD OF DIRECTORS

Section I

The BOD shall be composed of the Vice President, Secretary, Treasurer, and three elected Directors. It shall be the duty of the BOD to generally supervise the affairs of the ECI, and in addition to the powers expressly conferred upon them by these by-laws, to exercise all powers permitted by the laws of the Commonwealth of Pennsylvania and the Club Charter, to govern the conduct of the ECI members, to authorize payment of all said bills incurred by the ECI, and may appoint a Business Manager, with the consent of a majority vote of the members present at a regularly scheduled meeting or special meeting, if necessary, where a quorum is present.

Section II

The Business Manager, or Management Team in his absence, shall act as Purchasing Agent with authority to purchase all supplies, to have supervision over all employees, make such necessary reports and records as required by civil laws and laws of the organization subject to approval by the BOD, and to deliver all money so collected to the Treasurer, taking his receipt for his record.

Section III

The BOD shall report to the Club at each regular meeting their management of the ECI's business and affairs for the month preceding.

Section IV

The BOD shall appoint or employ, and at their discretion, remove or suspend any employee of the ECI for just cause. In addition, the BOD may obtain legal counsel on an annual basis at a retainer of not less than \$100 (one hundred dollars) per year. The BOD shall also determine the duties, hours of work, and the pay rate of all employees. No Director or elected Officer of the ECI shall be employed as a full-time employee of the ECI, due to conflict of interest. ECI is an equal opportunity employer.

Section V

The BOD shall determine who shall be authorized to sign on behalf of the ECI for supplies, etc.

Section VI

All action by the BOD shall become effective when approved by a majority of the Board and recorded in the minutes of their meetings.

Section VII

The BOD shall not order any repairs or improvements of a routine or non-emergency nature to ECI property which would incur total costs of more than \$5000 (five thousand dollars). The BOD shall procure 3 (three) competitive written bids for the required services and present them to the ECI members at the next regularly scheduled meeting, or special meeting, if necessary, where a quorum is present.

Section VIII

In the event of sudden or immediately impending catastrophic damage to any property of the ECI which would render it unsafe or unstable, the BOD shall procure competitive bids, if possible, and order immediate remedial action so as to preclude or minimize further damage or interruption of operation. The details of any such incident shall be reported at the next regularly scheduled meeting, or special meeting, if necessary, where a quorum is present.

Section IX

The BOD shall have the authority to make, alter, or change the House Rules for the operation of the ECI, including the hours the Clubrooms are to be opened, the admission of guests, the conduct of all persons while in the Clubrooms, and the penalties for misconduct or violation of the rules.

Section X

All elected Officers and Directors will meet regularly the 2nd and the 4th Monday at 6:00 p.m., prevailing time, throughout the calendar year. Special meetings of the BOD may be called from time to time by the President or Vice President upon five day's notice to the Directors, which notice may be waived.

Section XI

It shall be the duty of the BOD to appoint an Investigating Committee of no less than three members in good standing on all applications for membership to investigate the qualifications of the candidates as set forth in Article XI, Section I. This appointment shall be made at the regularly scheduled meeting in February of each year.

ARTICLE X SALARIES OF OFFICERS AND DIRECTORS

Section I

All Officers and Directors of the ECI shall be paid for meetings. Meetings must be attended, and anyone missing more than one meeting per month will be paid accordingly with the balance of the Directors decision on reason for absence. Regular vacation will be an exception, along with illness, deaths, etc.

ARTICLE XI MEMBERSHIP

Section I

Total membership of the ECI shall be limited to 3,200 (three thousand, two hundred) male citizens of the United States of America who have attained or surpassed 21 (twenty-one) years of age, are of responsible moral character, and have never been convicted of a major infraction of the laws of the land. ECI does not discriminate for membership based on race, creed, or national origin.

Section II

The BOD shall determine application fee(s).

Section III

The written application of any applicant for membership in the ECI shall first be approved by a majority of the Investigating Committee, followed by majority vote of the members present at the next regularly scheduled meeting, or special meeting, if necessary, where a quorum is present. Upon review of the Investigation Committee, members must also pass a background check to be eligible for membership.

Section IV

The BOD shall have the authority to suspend all, or any part of a member's privileges in the ECI. The BOD may also expel any ECI member whose conduct shall be deemed by the BOD to have endangered, or to be likely to endanger, the welfare, character, or objectives of the ECI, or any member who willfully violates the by-laws or House Rules of the ECI or the regulations of the BOD. Said member will be notified by registered mail within seven days of infraction. Any member so suspended or expelled may, upon written request within five days of said notification, have his case reviewed by the BOD and, provided further, that if the member so suspended or expelled presents sufficient evidence before the BOD to prove his innocence, the BOD may, by two-thirds of its members voting favorably, revoke such suspension or expulsion.

ARTICLE XII DUES

Section I

The ECI shall utilize a system of annual membership dues as a means of generating sufficient funds to essentially balance ongoing basic maintenance expenses of the ECI. The BOD shall periodically review the dues income/maintenance ratio and recommend dues adjustment as required to achieve reasonable parity.

Section II

The annual dues for members under the age of 65 (sixty-five) years shall be \$35 (thirty-five dollars). Annual dues for senior members over the age of 65 (sixty-five) shall be \$30 (thirty dollars), provided that the individual has been a member in good standing for ten consecutive years prior to his sixty-fifth birthday.

Section III

The membership year shall coincide with the standard calendar year, January 1st to December 31st. Dues for the following year are pre-payable from September 1st to December 31st of the ongoing year. Any member failing to remit his dues for the following year on or before December 31st of the ongoing year shall be automatically dropped from the roster of the ECI and will not be allowed in as a guest with another member. Very rare exceptions will be considered with the majority approval of the BOD.

**ARTICLE XIII
MEETINGS**

Section I

The regular meetings of the ECI shall be in the Clubroom on the second Thursday of each month at 7:00 p.m.

Section II

One percent of total membership in good standing shall constitute a quorum.

Section III

Meetings will not be held on the following legal holidays: New Year's Day, President's Day, Memorial Day, Independence Day, Labor Day, The Monday after Thanksgiving, and Christmas Day.

Section IV

Special meetings of the ECI may be called at any time by the President, by the majority of the BOD, or by written application of at least one percent of the membership. Any action taken at a special meeting shall be considered an emergency measure effective until the next regularly scheduled meeting, where a quorum is present.

**ARTICLE XIV
AUDITING AND PENALTIES**

Section I

All books of the ECI and of the Officers thereof shall be audited before each regularly scheduled meeting by the Certified Public Accountant, hereinafter referred to as CPA, employed by the BOD. It shall be the duty of all Officers to have their books properly balanced and in the hands of the CPA at least three days before regularly scheduled meetings.

Section II

Any Officer who fails to have his books in proper balance, or who fails to surrender his books to the aforementioned CPA for auditing, unless prevented by illness or unfavorable

circumstances for doing so, shall be immediately removed from office by the BOD and his position declared vacant.

Section III

Any officer resigning without good cause approved by the BOD or removed from office for any cause except the expiration of the term of his office shall not be eligible to fill any office of the ECI for a period of five years immediately following the resignation or removal.

Section IV

All books and business records of the ECI and of the Officers thereof shall remain on ECI premises at all times, except as the BOD may, from time to time, direct to the contrary.

ARTICLE XV DONATION

Section I

Any donation over five thousand dollars in any given month by the ECI shall be approved by a majority vote of the members present at a regularly scheduled meeting, or special meeting, if necessary, where a quorum is present.

Section II

Any and all donations fewer than five thousand dollars shall be reported at the next regularly scheduled meeting, or special meeting, if necessary, where a quorum is present.

ARTICLE XVI ; RULES

Section I

The House Rules, as adapted from time to time by the BOD, shall be printed in large type, framed and posted in the Clubroom.

Section II

The ECI shall not buy, sell, mortgage, or convey real estate unless the following are all ratified.

- The membership has been notified in writing
- Posting in the Clubroom at least thirty days before such action is scheduled to come before a regularly scheduled or special meeting, if necessary.
- Two thirds of the members present at said meeting must vote affirmatively

ARTICLE XVII FISCAL YEAR

Section I

The fiscal year of the ECI shall begin January 1st and terminate on the same day one year later.

ARTICLE XVIII PAYMENT FROM CLUB FUNDS

Section I

All checks, drafts, and order for payment of money shall be signed by either the Treasurer or the Secretary and countersigned by one other Officer.

Section II

No checks, drafts, or other money instruments shall be signed in blank.

**ARTICLE XIX
NOMINATION AND ELECTIONS**

Section I

A Nominating Committee of not less than three, nor more than five members shall be appointed by the President at the regularly scheduled meeting each September, for the purpose of obtaining nominees for subsequent offices.

Section II

The Chairman of the Nominating Committee shall report the names of the candidates for the respective offices to the members of the ECI at the regularly scheduled meeting in November.

Section III

Immediately following the report of the Nominating Committee, the President shall thrice call for any additional nominations from the floor for the various offices to be filled.

Section IV

The Nominating Committee, together with the tellers appointed by the President at the election of Officers, shall have their dues waived for the subsequent year as compensation for their services.

Section V

Written notice will be posted in the Clubroom notifying all members of the annual election and nominees at the conclusion of the regularly scheduled meeting in November.

Section VI

The annual election of Officers will be held in the Clubroom on the second Thursday in December from 9:00 a.m. to 7:00 p.m., prevailing time, at which time ballots will be received, tabulated, and the results announced at the regularly scheduled meeting in December, or any re-adjournment thereof.

Section VII

No candidate for any ECI office, or anyone in his behalf, shall be permitted to conduct a campaign for election to such office by the distribution of any letters or by written or printed matter of any kind, at any place. Any candidate for office convicted of violating this rule shall be disqualified from holding office during the term for which he was a candidate and, in addition, shall be suspended from the ECI for a period of six months by action of the BOD.

Section VIII

A consolidated list of nominees, both those named by the Nominating Committee and those named from the floor, categorized by Office sought and augmented by optional portraits of the candidate, shall be posted on the ECI bulletin board. Portraits not exceeding two and a half by three and a half inches, and furnished by the candidate may be posted with the aforementioned list at the option of the candidate. The official ballots, sans portraits, will be printed from said list of candidates.

ARTICLE XX SECURITY BONDS

Section I

The Officers and all employees of the ECI shall have crime and fidelity coverage for the faithful performance of their duties and the restoration to the ECI in case of death, resignation, or removal from office or position of all books, papers, vouchers, money, or other property of the ECI which may be in their possession. The premium for such coverage shall be paid for by the ECI

ARTICLE XXI AMENDMENTS

section I

These by-laws may be altered, amended, repealed or added to at any regularly scheduled meeting, or special meeting, if necessary, of the ECI by approval of two thirds of the members of a quorum present, providing that the proposed amendment shall have been submitted in writing and read at the immediately preceding regularly scheduled meeting, and shall have been posted on the bulletin board in the Clubroom during the intervening time.

Section II

These by-laws shall be reviewed and/or updated as required at least every five years by an authorized committee appointed by the President.

Respectfully submitted,
2012 By-Laws Committee
Joe Banzhoff
David McJonathan
Scott Michalsky