

Summary of Amendment to Articles III, IV, V & XIV of By-Laws 11/13/13 Corrected and Adopted by the Board of Directors on 12/4/13

1. Amend Honorary Membership Classification back to what it was, but with a new approval process; i.e., persons recommended by 2/3 of entire Board and approved by a majority of members voting at a meeting. List all Honorary Members by year: Lois Busch in 1964; Toddles* in 1966; Charles L. Wells*, Cecil Francis* and Elenore P. McGuire in 1971; Bob Starr* in 1979; Rod Hanebrink* in 1986; and Wrigley in 2008. (* Deceased) **[See Art III, 2.5]**

2. Adopt new “Life” Membership Classification for Dave Brink, Jon Heacock, Dan McGuire & Bill Yates. Life Members: have all Club privileges - but no assessments; must be a Resident Member in good standing that paid dues for at least 40 years; and be recommended by 2/3 of entire Board and approved by a majority of members voting at a meeting. List all Life Members by year. **[See Art III, 2.6]**

3. Adopt new “Senior” Membership Classification [See Art III, 2.7]:

- Generally, they are/were Resident Members in good standing, joining the Club between 1965 to 1994 (from about 50 to 20 years ago), that paid Resident and/or Non-Resident dues for at least 10 years.
- Generally, they do not visit the Club more than once a month except for Club events.
- **They cannot reserve club, vote, or serve as officer or director.**
- They pay \$50 annual dues.
- List all **eligible** for Senior membership until December 31, 2015 as approved by 2/3 current voting members by the adoption of this amendment. Allow 2/3 of entire Board to add current & former members with similar criteria to the eligible list at any time.
- They do not need additional approvals; an eligible person simply gives written notice to the Board and pays first year’s dues to become a Senior Member.
- **Current & former members to be listed as eligible for Senior Membership until December 31, 2015:** *Denny Abeln, M. David Beckett, John Bolesta, Herbert Borgmann, Stephen Bryan, Fred Buckhold, William Cameron, John Chamberlain, Robert Combest, Michael Cooper, James Dodd, Joseph Ennenbach, Allen Faber, Michael Green, Steven Finferd, David Heacock, Paul Heacock, William Holt, Frederick Horner, Dale Hotze, William Johnson, Steven Kettner, Dennis Kulkujan, Michael Mathews, Jerry McClure, Donald McGuire, Patrick McLean, William McNichols, Jeffrey Mesle, Michael Mesle, David Patrick, Larry Petersen, Gerard Pfeffer, Greg Pfeffer, Barne Ploch, Steve Porzelt, Richard Reid, Melvin Richardson, Edward Rolle, Stephen Schafermeyer, Gary Schirmer, Don Schoendienst, Phillip Skelly, Arnold Sullivan, John Tashler, James Temme, Daniel Toney and Michael Williams.* **[Note: Names in italics are current members – 11 of 48 listed]**

4. Combine Sections 3 -5 of Article III (all pertaining to changes in membership status) into one new Section 3 and add a few more sub-sections to cover all possible changes. No surprises and nothing new, this just puts everything in one place for consistency and to avoid confusion. **[See Art III, 3]**

5. Require Treasurer to invoice Non-Resident and Senior Members for annual dues no later than December 31 of the previous year. Add \$5 late fee for Annual Dues. **[See Art IV, 4]**

**Amendment 11/13/13,
Corrected and Adopted by the Board of Directors 12/4/13,
to the By-Laws of the Redman Acres Athletic Club Inc.**

Amended/Revised June 4, 2008

For Discussion purposes, proposed changes from By-Laws posted on Glutton Web Page as of 11/10/13 are show in red text, thus. Notes in bold red italics brackets, [thus], will not be included if the amendment is adopted.

Articles III, Article IV, Section 5 of Article V and Section 2.1.3 of Article XIV of the By-Laws are hereby amended to read as follows:

ARTICLE III – Membership

Section 1: Membership Qualifications and Approval Process

Section 1.1. Membership in the corporation shall be open upon the terms and conditions provided for in these **By-Laws**.

Section 1.2. Any applicant for **Associate** membership must be sponsored by an existing Resident member and be at least twenty-one (21) years of age.

Section 1.3. The sponsor shall: post a dated notice of said sponsorship; cause said notice to be published in the corporation newsletter; cause said notice to be recorded in the minutes of the next subsequent Board or Membership meeting; provide the applicant with a copy of the corporation's "Membership Guidelines;" ensure that the applicant meets with the corporation's Orientation Officer prior to the membership meeting where the vote to approve the membership of said applicant is to be considered; **g**enerally brief the applicant on what is expected of him by the Board of Directors (e.g., attend meetings and fundraising events); and ensure that the applicant knows that there are no guarantees that his membership will be approved by the members of the corporation.

Section 1.4. After the required notice of sponsorship and payment of his first Monthly Assessment, an applicant shall be known as a "Prospective member." Prospective members shall have all rights and responsibilities of Associate members (including but not limited to paying a Monthly Assessment), **except any** right or responsibility specifically denied or restricted by these By-Laws or the Operating Rules.

Section 1.5. The vote on whether to approve a Prospective member as an Associate member shall be considered at the first Membership meeting held at least ninety (90) days after the meeting when notice of his application was made and recorded in the meeting minutes. Before said vote is taken, the sponsor, or his representative, shall stand and speak on behalf of the Prospective member. The vote shall be taken by secret (written) ballot. The President, or his representative, and the sponsoring member, or his representative, shall count the ballots. A Prospective member must receive a majority of the votes cast to be approved as an Associate member. Rejected Prospective members shall not be sponsored again for at least ninety (90) days.

Section 1.6. Associate members shall remain in this classification until they are recommended to be a Resident member by the Board of Directors and such change in status is approved by the membership at a regular or special meeting, **all as provided in Article III, Section 3.1 of these By-Laws.**

Section 2: Membership Classifications

Section 2.1. There shall be **six (6)** classes of members in the corporation:

Class One: Resident

Class Two: Non-Resident

Class Three: Associate

Class Four: Honorary

Class Five: Life

Class Six: Senior

Section 2.2. Resident members shall mean those members who have joined the corporation as a Resident member as provided in Article III, Sections **1.6 and 3.1** of these By-Laws.

Section 2.2.1. Resident members shall have all rights of membership and all corporation privileges including, but not limited to, voting rights on corporation matters.

Section 2.2.2. In addition to the Initial Assessment **and purchase of a Certificate of Membership** referred to in Article IV, Section 2, Resident members shall be financially responsible to pay a Monthly Assessment as stated in Article IV, Section **3.1** of these By-Laws.

Section 2.3. Non-Resident members shall mean those former Resident members whose primary residence is outside the **Greater St. Louis Area**, who have been designated as Non-Resident members by the Board of Directors as provided in Article III, Section **3.2** of these By-Laws.

Section 2.3.1. The “Greater St. Louis Area” is defined as: the City of St. Louis, and Jefferson, St. Charles, and St. Louis counties in Missouri, and Madison, Monroe and St. Clair counties in Illinois.

Section 2.3.2. Non-Resident members should not be actively participating in the activities of the corporation, and generally do not visit the club more than once in a given month except for special events, or when visiting St. Louis from out of town two or three times a year.

Section 2.3.3. Non-Resident members **shall have all corporation privileges except that they** shall not reserve the Club, shall not be officers or members of the board of directors of the corporation, and shall not have voting rights on corporation matters.

Section 2.3.4. Non-Resident members shall be financially responsible to pay a Yearly Assessment as stated in Article IV, Section **4.1** of these By-Laws.

Section 2.4. Associate members shall mean those members who have joined the corporation as an Associate member as provided in Article III, Section 1 of these By-Laws.

Section 2.4.1. Associate members shall have all corporation privileges except that they shall not reserve the Club, shall not be officers or members of the board of directors of the corporation, and shall not have voting rights on corporation matters.

Section 2.4.2. Associate members shall not be financially obligated for the initial assessment referred to in Article IV, Section 2 and will not, therefore, be issued a Certificate of Membership, but shall pay a Monthly Assessment as stated in Article IV, Section 3.2 of these By-Laws.

Section 2.4.3. Associate members are expected to work at corporation functions, and shall attend a minimum of five (5) regular or special membership and/or board meetings during their first year of tenure in this membership classification.

Section 2.5. Honorary members shall mean those members recommended by the Board of Directors by a two-thirds vote of the entire Board and approved as Honorary members by a majority of those members voting at a Membership Meeting.

[Note: The amendment adopted July 21, 2011 concerning a new definition of Honorary Members was not codified or posted on the Glutton web page but would be superseded if this amendment is adopted. Dave Brink, Jon Heacock, Dan McGuire & Bill Yates would become "Life" Members - see Sec 2.6 below; and Elenore McGuire, Lois Busch & Wrigley the Dog would remain as "Honorary" Members under the old definition.]

Section 2.5.1. Honorary members shall bear no financial obligation to the corporation, shall not hold a Certificate of Membership, shall not have voting rights on corporation matters and shall have corporation privileges only to the extent due their honorary status. As of [insert date of amendment adoption], the following have been approved as Honorary members: Lois Busch in 1964; Toddles* in 1966; Charles L. Wells*, Cecil Francis* and Elenore P. McGuire in 1971; Bob Starr* in 1979; Rod Hanebrink* in 1986; and Wrigley in 2008. (* Deceased)

Section 2.6. Life members shall mean those members recommended by the Board of Directors by a two-thirds vote of the entire Board and approved as Life members by a majority of those members voting at a Membership Meeting.

Section 2.6.1. To be recommended as a Life member, a Resident member must be in good standing and have paid, in the aggregate, at least 40 years of assessments to the corporation.

Section 2.6.2. Life members shall have all rights of membership and all corporation privileges including, but not limited to, voting rights on corporation matters; but shall no longer be financially obligated to pay any assessments including, but not limited to, those listed in Article IV, Section 1. As of [insert date of amendment adoption], the following individuals have been approved as Life members: David Brink, Jon Heacock, Daniel McGuire and William Yates; all approved in 2011.

Section 2.7. Senior members shall mean those individuals eligible to become Senior members as provided in this Section 2.7 of the By-Laws who filed written notice to the Board of Directors of their desire to become Senior members and made payment of their first annual assessment.

Section 2.7.1. The following individuals are eligible for Senior membership until December 31, 2015, having generally been Resident members in good standing between 1965 - 1994 that paid Resident and/or Non-Resident Assessments for at least ten (10) years: Denny Abeln, M. David Beckett, John Bolesta, Herbert Borgmann, Stephen Bryan, Fred Buckhold, William Cameron, John Chamberlain, Robert Combest, Michael Cooper, James Dodd, Joseph Ennenbach, Allen Faber, Michael Green, Steven Finferd, David Heacock, Paul Heacock, William Holt, Frederick Horner, Dale Hotze, William Johnson, Steven Kettner, Dennis Kulkujan, Michael Mathews, Jerry McClure, Donald McGuire, Patrick McLean, William McNichols, Jeffrey Mesle, Michael Mesle, David Patrick, Larry Petersen, Gerard Pfeffer, Greg Pfeffer, Barne Ploch, Steve Porzelt, Richard Reid, Melvin Richardson, Edward Rolle, Stephen Schafermeyer, Gary Schirmer, Don Schoendienst, Phillip Skelly, Arnold Sullivan, John Tashler, James Temme, Daniel Toney and Michael Williams. Additional individuals with similar criteria may be designated as eligible for Senior membership at any time by a two-thirds vote of the entire Board of Directors.

Section 2.7.2. Senior members generally do not visit the club more than once in a given month except for special events, or when visiting St. Louis from out of town two or three times a year.

Section 2.7.3. Senior members shall have all corporation privileges except that they shall not reserve the Club, shall not be officers or members of the board of directors of the corporation, and shall not have voting rights on corporation matters.

Section 2.7.4. Senior members shall be financially responsible to pay a Yearly Assessment as stated in Article IV, Section 4.2 of these By-Laws.

Section 3: Change of Membership Status

Section 3.1. Associate to Resident. A change of status from Associate member to Resident member shall be recommended by the Board of Directors by a two-thirds vote of the entire Board and approved by a majority of those members voting at a Membership Meeting.

Section 3.1.1. Associate members may apply to the Board of Directors to become a Resident member no sooner than one (1) year after their Associate membership is approved.

Section 3.1.2. If, and when, the Board recommends such change of status, it will forward such recommendation to the membership for their approval at the next scheduled regular or special meeting.

Section 3.2. Non-Resident to Resident & Resident to Non-Resident. A change of status from Non-Resident to Resident member, or from Resident member to Non-Resident member, shall be approved solely by the Board of Directors by a two-thirds vote of the entire Board. *[Note: Just added title & reversed clause order – nothing new]*

Section 3.2.1. Members in Military Service. Any Resident member in United States military active duty service stationed outside the Greater St. Louis Area shall be granted Non-Resident membership status for the duration of his tour away from St. Louis at any Board of Directors meeting by the majority vote of the Board members present at said meeting. Conversely, any such member shall be reclassified to Resident membership upon his permanent return to a Greater **St.** Louis Area primary residence **at** any Board of Directors meeting by the majority vote of the Board members present at said meeting.

Section 3.3. Honorary to Resident. A change of status from Honorary member to Resident member shall be recommended by the Board of Directors **by a two-thirds vote of the entire Board** and approved by **a majority of those members voting at a Membership Meeting.**

Section 3.4. Senior to Resident. A request to change status from Senior member to Resident member shall be approved solely by the Board of Directors by a two-thirds vote of the entire Board.

Section 3.5. Withdrawn or Expelled Member to Resident. See Article XIV, Section 3 of these By-Laws. *[Note: Only with “a favorable majority of the [members’] votes cast” after a report from the Board that said withdrawn or expelled member has made arrangements with the Board to clear past financial obligations to the corporation.]*

Section 3.6. Resident to Life. A change of status from an eligible Resident member to Life member shall be recommended by the Board of Directors by a two-thirds vote of the entire Board and approved by a majority of those members voting at a Membership Meeting.

Section 3.7. Resident, Non-Resident, or former member to Senior. If a Resident, Non-Resident, or former member is eligible to become a Senior member as provided in Section 2.7 of these By-Laws, he becomes a Senior member by giving written notice to the Board of Directors of his desire to become a Senior member and paying his first annual assessment.

ARTICLE IV – Assessments

Section 1: Types of Assessments

The corporation shall be financed by the following means:

- (a) Initial assessments**s**
- (b) Monthly assessments**s**
- (c) Yearly assessments**s**
- (d) Special projects and assessments

Section 2: Initial Assessmentss****

Upon acceptance into membership, all Resident members shall purchase, or make agreeable arrangements with the Treasurers to purchase, one Certificate of Membership in the corporation at the value set forth in Article X of these By-Laws.

Section 3: Monthly Assessments

Section 3.1. Resident member monthly assessments (dues) are \$20 per month, payable on or before the last day of each calendar month. Members failing to remit assessments on time will be charged a **\$5** late fee. The late fee will be calculated on a monthly basis and will not accrue. The late fee is payable with the monthly assessment to which it was added.

Section 3.2. Associate (and Prospective) member monthly assessments (dues) are \$25 per month, payable on or before the last day of each calendar month. Members failing to remit assessments on time will be charged a **\$5** late fee. The late fee will be calculated on a monthly basis and will not accrue. The late fee is payable with the monthly assessment to which it was added.

Section 4: Yearly Assessments

Section 4.1. Yearly assessments (dues) for Non-Resident members are equal to one monthly assessment (\$20), paid annually in January **after notice from the Treasurer posted no later than December 31 of the previous year.**

Section 4.2. Yearly assessments (dues) for Senior members shall be \$50, paid annually in January after notice from the Treasurer posted no later than December 31 of the previous year.

Section 4.3. Members failing to remit yearly assessments in full before February 1 will be charged a \$5 late fee.

[Note: Art XIV, Sec 2.1.3 provides that, "A Non-Resident member failing to pay his yearly assessment on or before January 31 of each calendar year shall be notified by the Board of Directors of his delinquency. If his account is not brought into compliance by the next monthly Board meeting, the member shall be sent a letter by the Board, signed by an officer of the corporation, stating that the member has been summarily expelled." If this amendment is adopted, delete the word "Non-Resident" noted above in said Art XIV, Sec 2.1.3.]

Section 5: Special Projects and Assessments

All Resident and Associate members shall be obligated to pay an equal share in special projects and assessments as may be voted on and passed by the Membership.

Section 6: Scheduling of Assessments – Borrowing

The Board of Directors may adopt a schedule of payments of fees and assessments to insure the adequate financing of the operations of the corporation. The Board may authorize the borrowing of money by the corporation to provide financing for its operations pending collections of fees and assessments.

Section 7: Assessments for Members in United States Military Service

Notwithstanding any other provision of these By-Laws to the contrary, Non-Resident members on United States military active duty service stationed outside the Greater St. Louis Area shall not be required to pay yearly assessments as otherwise required by Article IV, Section 4. Provided, however, that upon the Board of Director's approval of any such member's reclassification to Resident Membership, said Resident member shall be required to resume paying monthly assessments as required by Article 4, Section 3.1 starting on the first day of the month following his return to a Greater St. Louis Area primary residence.

ARTICLE V – Membership Meetings

Section 5: Right to Vote

At any meeting, each Resident and Life member will be entitled to one vote. However, the right of any Resident member may be challenged at any meeting by any said voting member. If, upon challenge, the challenged Resident member is sixty (60) days or more delinquent in paying any assessment, he will be denied his vote at the meeting. The certification of the Treasurer of the corporation shall be the determining evidence in voting right challenges.
