I, Chris Bayouth, Chairman of the Leadership Development Task Force, *and with Board approval* move to amend the following provisions of the Constitution and Bylaws of the Oklahoma City Boat Club, Inc. as stated:

**1A.** Amend the Constitution, Article V, Section 1 by striking “nine” and substituting “ten” and by inserting “Treasurer Elect” between “five elected officers,” and “and three members”.

Current Provision: The Board of Governors shall consist of nine members as follows: the retiring commodore, the five elected officers, and three members elected from the membership, subject to qualifications as set forth in Article IV, Section I of the bylaws.

Amended Provision: The Board of Governors shall consist of ten members as follows: the retiring commodore, the five elected officers, Treasurer Elect and three members elected from the membership, subject to qualifications as set forth in Article IV, Section I of the bylaws.

Rationale: In order to change the Bylaws for the Treasurer Elect to be a voting member of the BoG, the Constitution needed to be changed to add the Treasurer Elect as member of the Board. The Treasurer Elect is not a (flag) officer. A provision in the Bylaws that is being amended relative to the change of the fiscal year includes the Treasurer Elect incorporates this change as well as the fiscal year change.

**2 A.** amend Article IV, Section 4 by adding “to a term beginning the following January” after “shall be declared elected” in the 2nd sentence and by adding “before the Annual Meeting is adjourned” at the end of the last sentence.

Current provision: Voting shall be by secret ballot cast at the Annual Meeting, provided however, absentee ballot votes and/or e-communication voting may be permitted at the discretion of, and with the approval of the Board of Governors as provided in Article X, Absentee Ballot Voting and E-communication Voting". The candidate for each office receiving the majority of votes cast shall be declared elected. In the event there are three (3) or more candidates nominated for any office and no candidate receives a majority of the votes cast on the first ballot, then the two candidates receiving the greatest number of votes shall be voted upon and the candidate receiving the majority of votes cast shall be declared elected.

Amended provision: Voting shall be by secret ballot cast at the Annual Meeting, provided however, absentee ballot votes and/or e-communication voting may be permitted at the discretion of, and with the approval of the Board of Governors as provided in Article X, Absentee Ballot Voting and E-communication Voting". The candidate for each office receiving the majority of votes cast shall be declared elected to a term beginning the following January. In the event there are three (3) or more candidates nominated for any office and no candidate receives a majority of the votes cast on the first ballot, then the two candidates receiving the greatest number of votes shall be voted upon and the candidate receiving the majority of votes cast shall be declared elected before the Annual Meeting is adjourned.

Rationale: This is part of the clarification of terms of office being January-December although elected in October at the Annual Meeting in the event the fiscal year is changed to the calendar year. Also, the Annual Meeting can’t be adjourned until all board positions have been elected.

**2 B.** amend Article IV, by adding “Upon the close of the Annual Meeting, each candidate declared elected shall become a ‘Member Elect’ for the applicable office. Each Member Elect shall attend all subsequent BOG meetings as a non-voting member until their term of office begins.” as new Section 5 and renumber Section 5 as needed.

Current provision: No current provision

Amended/new provision: Section 5. Upon the close of the Annual Meeting, each candidate declared elected shall become a “Member Elect” for the applicable office. Each Member Elect shall attend all subsequent BOG meetings as a non-voting member until their term of office begins.

Rationale: This is part of the clarification of terms of office being January-December although elected in October at the Annual Meeting in the event the fiscal year is changed to the calendar year. This encourages/mandates that newly elected board members who weren’t already on the board are to attend as non-voting members (similar to what Treasurer-elect is now).

**2 C.** amend Article IV, by adding “The term of office for all elected officers and board positions shall begin January 1 and end December 31.” as new Section 6.

Current provision: No current provision

Amended/new provision: Section 6. The term of office for all elected officer and board positions shall begin January 1 and end December 31.

Rationale: This is part of the clarification of terms of office being January-December although elected in October at the Annual Meeting in the event the fiscal year is changed to the calendar year.

**2 D.** amend Article IV, by adding “The Fiscal Year for the Oklahoma City Boat Club shall be the calendar year beginning Fiscal Year 2025.” as new Section 7.

Current provision: No current provision

Amended/new provision: Section 7. The Fiscal Year for the Oklahoma City Boat Club shall be the calendar year beginning Fiscal Year 2025.

Rationale: This is part of the clarification of terms of office being January-December although elected in October at the Annual Meeting in the event the fiscal year is changed to the calendar year.

**2 E.** amend Article IV, Section 5 by striking “the lowest” and inserting “any” between “and” and “vacancy” and renumbering Section 5 and other Sections in Article IV as needed.

Current provision: In case of vacancy or resignation of any elected officer, all lower ranking officers willing to accept advancement shall be advanced, and the lowest vacancy thus created shall be filled for the unexpired term by the Board of Governors, selecting a qualified member, as set forth in Article IV, Sections 1 and 2 of the bylaws.

Amended provision: Section ~~5~~ *8*. In case of vacancy or resignation of any elected officer, all lower ranking officers willing to accept advancement shall be advanced, and any vacancy thus created shall be filled for the unexpired term by the Board of Governors, selecting a qualified member, as set forth in Article IV, Sections 1 and 2 of the bylaws.

Rationale: This is to provide that any vacancy of an elected officer will be filled by the BoG.

**2 F.** amend Article V, Section 1a by inserting “Members Elect” between “Board Members” and “and those persons”.

Current provision: Section 1a. The Board of Governors may be called to Executive Session by a majority vote of the Board Members present. Executive Session shall mean that only Board Members and those persons directly involved in the proceedings to be discussed may be present.

Amended provision: Section 1a. The Board of Governors may be called to Executive Session by a majority vote of the Board Members present. Executive Session shall mean that only Board Members, Members Elect and those persons directly involved in the proceedings to be discussed may be present.

Rationale: This is to provide for the November and December BoG meetings, both the outgoing and incoming board members are present in Executive Session.

**2 G.** amend Article V, Section 2 by striking “members” and inserting “voting Board Members” between “Five (5)” and “shall be”.

Current provision: Section 2. A regular board meeting shall be held on the first Thursday of each month. Special meetings may be called by the Commodore, and shall be called upon request of three (3) Board Members. Five (5) members shall be necessary to constitute a quorum, and no quorum may be constituted or voting permitted by proxy.

Amended provision: Section 1a. A regular board meeting shall be held on the first Thursday of each month. Special meetings may be called by the Commodore, and shall be called upon request of three (3) Board Members. Five (5) voting Board Members shall be necessary to constitute a quorum, and no quorum may be constituted or voting permitted by proxy.

Rationale: This is for clarification that it requires 5 *Board* members for a quorum whether for regular or special board meetings.

**2 H.** amend Article V, Section 12 by inserting the words “at the January meeting” between “all committees” and “have full authority” in Section 12.

Current provision: Section 12. The Board of Governors shall confirm the appointment of all committees, have full authority over them and may discharge such committees at any time by a vote of at least five (5) members of the Board of Governors, subject to any provisions herein to the contrary.

Amended provision: Section 12. The Board of Governors shall confirm the appointment of all committees at the January meeting, have full authority over them and may discharge such committees at any time by a vote of at least five (5) members of the Board of Governors, subject to any provisions herein to the contrary.

Rationale: Clarification of the timeline changes with moving to the calendar year instead of fiscal year. With being elected in October and not taking office until January, it should be plenty of time for the Commodore to have list of appointees to be approved by the Board ready by the January meeting.

**2 I.** amend Article V, Section 15 by striking the words “within forty-five days (45) days following the Annual Meeting” and adding the words “at the January meeting.” after “submitted by the Commodore” in the first sentence; and by striking “within sixty (60) days following the Annual Meeting” and adding “at or before the February meeting.” after “must be approved” in the 3rd sentence.

Current provision: Section 15. The Board of Governors shall review the annual budget, submitted by the Commodore, within forty-five (45) days following the Annual Meeting. The Board of Governors may approve the annual budget as submitted or recommend changes. The annual budget must be approved within sixty (60) days following the Annual Meeting.

Amended provision: Section 15. The Board of Governors shall review the annual budget, submitted by the Commodore, at the January meeting. The Board of Governors may approve the annual budget as submitted or recommend changes. The annual budget must be approved at or before the February meeting.

Rationale: Clarification of the timeline changes with moving to the calendar year instead of fiscal year. With being elected in October and not taking office until January, it should be plenty of time for the Commodore to have the budget to be approved by the Board ready by the January meeting and make any changes the Board wants to make at the January meeting or possibly approve it at February meeting.

**2 J.** amend Article V, Section 16 by striking the word “audit” and substituting the words “Financial Review” between “annual” and “prepared” in the first sentence; and by striking the words “within ninety (90) days following the Annual Meeting” and adding “at or before the February meeting.” in the 3rd sentence.

Current provision: Section 16. The Board of Governors shall review the annual audit prepared by the Finance Committee within ninety (90) days following the Annual Meeting.

Amended provision: Section 16. The Board of Governors shall review the annual Financial Review prepared by the Finance Committee at or before the February meeting.

Rationale: Clarification of the timeline changes with moving to the calendar year instead of fiscal year. This allows for the Financial Review to be submitted initially at the February BoG meeting.

**2 K.** amend Article V, Section 16a by striking the word “audit” and substituting the words “Financial Review” between “annual” and “the results”; and by striking “within 120 days following the Annual Meeting” and adding “at or before the March monthly membership meeting” in the first sentence in the 1st sentence.

Current provision: Section 16a. Upon approval by the Board of Governors of a satisfactory annual audit, the results of such audit shall be submitted for approval to the Regular Members within 120 days following the Annual Meeting. A two-thirds (2/3) majority vote of the Regular Members present and voting at a regular meeting is required for approval.

Amended provision: Section 16a. Upon approval by the Board of Governors of a satisfactory annual Financial Review, the results of such audit shall be submitted for approval to the Regular Members at or before the March monthly membership meeting. A two-thirds (2/3) majority vote of the Regular Members present and voting at a regular meeting is required for approval.

Rationale: Clarification of the timeline changes with moving to the calendar year instead of fiscal year. This allows for an additional 30 days to make any changes to the audit/review to the BoG again and then to the membership.

**2 L.** amend Article V, Section 16b by striking the word “audit” and substituting the words “Financial Review” between “annual” and “produce evidence”; and by inserting the words “ and Past Treasurer” between “Treasurer” and “for explanation” in the 1st sentence.

Current provision: Section 16b. Should the annual Financial Review produce evidence of substantial ambiguity, or substantial impropriety, the Board of Governors shall present such evidence to the Treasurer and Past Treasurer for explanation. Upon satisfactory resolution of the alleged ambiguities or improprieties, the Board of Governors shall act as outlined in Section 16a of this Article.

Amended provision: Section 16a. Should the annual Financial Review produce evidence of substantial ambiguity, or substantial impropriety, the Board of Governors shall present such evidence to the Treasurer and Past Treasurer for explanation. Upon satisfactory resolution of the alleged ambiguities or improprieties, the Board of Governors shall act as outlined in Section 16a of this Article..

Rationale: The outgoing Treasurer (Past Treasurer) is the one who would know more about the ambiguities or improprieties than the incoming Treasurer.

**2 M.** amend Article V, Section 16c by inserting the words “ and/or Past Treasurer” between “Treasurer” and “if there is no satisfactory resolution” in the 1st sentence.

Current provision: 16c. After meeting with the Treasurer, if there is no satisfactory resolution of the alleged ambiguities or improprieties, the Board of Governors shall formulate proposed remedial action or actions, along with any proposed punitive measures, and shall submit such plan to a vote of the Regular Members. Such plan shall be approved by a two-thirds (2/3) vote of the Regular Members present and voting at a regular meeting before being enacted.

Amended provision: Section 16c. After meeting with the Treasurer and/or Past Treasurer, if there is no satisfactory resolution of the alleged ambiguities or improprieties, the Board of Governors shall formulate proposed remedial action or actions, along with any proposed punitive measures, and shall submit such plan to a vote of the Regular Members. Such plan shall be approved by a two-thirds (2/3) vote of the Regular Members present and voting at a regular meeting before being enacted.

Rationale: The outgoing Treasurer (Past Treasurer) is the one who would know more about the ambiguities or improprieties than the incoming Treasurer. This allows the BoG to meet with one or both Treasurers.

**2 N.** amend Article VI, Section 1a by striking “within thirty (30) days following the annual meeting” and inserting the words “for his term of office” between “annual budget” and “and submit such budget”; and by inserting “at the January meeting” after “Board of Governors”; by striking “for approval” and adding “and the annual budget with any changes by the Board of Governors shall be approved at or before the February meeting.

Current provision: Section 1a. The Commodore shall prepare an annual budget within thirty (30) days following the annual meeting and submit such budget to the Board of Governors for approval.

Amended provision: Section 1a. The Commodore Elect shall prepare an annual budget for his term of office and submit such budget to the Board of Governors at the January meeting and the annual budget with any changes by the Board of Governors shall be approved at or before the February meeting

Rationale: Revision of timeline due to calendar vs. fiscal year. This is consistent with the current provision that the budget was to be presented within 30 days of the annual meeting (i.e. mid-November so should be presented at the November board meeting – i.e. first meeting of the “new/incoming” board. We then mandate that they approve it at the January or no later than the February board meeting

**2 O.** amend Article VI, Section 5 (5) by striking “close of the fiscal year” and adding “February Meeting following their term of office”.

Current provision: Section 5 (5) Make the annual report and submit the same to the Membership at the close of the fiscal year.

Amended provision: Section 5 (5) Make the annual report and submit the same to the Membership at the February Meeting following their term of office.

Rationale: Revision of timeline due to calendar vs. fiscal year. The “outgoing/Past” Treasurer is the one that should make the annual report and submit it to the membership as it is his fiscal year when he was Treasurer.

**1B. & 2 P.** amend Article VI, Section 6 by striking “may” and “as a non-voting member” in the first sentence; by striking “the annual election” and adding “January 1 of the following year.” in the second sentence.

Current provision: Section 6. The TREASURER ELECT shall assist the Treasurer and may attend meetings of the Board of Governors as a non-voting member. The Treasurer Elect shall succeed the Treasurer as soon as practical after the annual election.

Amended provision: Section 6. The TREASURER ELECT shall assist the Treasurer and attend meetings of the Board of Governors. The Treasurer Elect shall succeed the Treasurer as soon as practical after January 1 of the following year.

Rationale: Making the Treasurer Elect a voting member of the BoG means they “shall” attend the meetings and they are no longer there as a non-voting member. Revision of timeline due to calendar vs. fiscal year. Outgoing Treasurer still may need to finish up the previous fiscal year’s financials.

**2 Q.** amend Article VI, Section 7 by striking “immediately upon” and inserting “effective January 1 of year following” between “shall take office – “ and “their election”; and by inserting “December 31 of that calendar year or” between “until” and “their successors”.

Current provision: Section 7. All officers and other elected positions shall take office immediately upon their election and shall hold such offices until their successors are duly elected or appointed.

Amended provision: Section 7. All officers and other elected positions shall take office effective January 1 of the year following their election and shall hold such offices until December 31 of that calendar year or their successors are duly elected or appointed.

Rationale: Revision of timeline due to calendar vs. fiscal year.

**2 R.** amend Article VII, Section 7 by inserting “for the next fiscal year” between “annual dues” and “shall be due and payable”; by striking “each” and inserting “the prior” between “October 1 of” and “year”; and by striking “each” and inserting “the prior” between “November 1 of” and “year” in the first sentence.

Current provision: Section 7. The annual dues shall be due and payable on October 1 of each year; they will be delinquent as of November 1 of each year. Dues paid after November 1 are subject to a ten percent (10%) late charge. Any member who has not paid by nor been approved for installment payment on or before the December meeting of the Board of Governors shall be automatically terminated and dropped from membership without notice. The list of members dropped from membership for non-payment of dues shall be recorded at the December meeting of the Board of Governors.

Amended provision: Section 7. The annual dues for the next fiscal year shall be due and payable on October 1 of the prior year; they will be delinquent as of November 1 of the prior year. Dues paid after November 1 are subject to a ten percent (10%) late charge. Any member who has not paid by nor been approved for installment payment on or before the December meeting of the Board of Governors shall be automatically terminated and dropped from membership without notice. The list of members dropped from membership for non-payment of dues shall be recorded at the December meeting of the Board of Governors.

Rationale: Clarification as payment for next year’s dues and the late fees and drop membership dates are all in the same fiscal year which is the fiscal year before the dues that are being paid

**2 S.** amend Article VIII, Section 2 by adding “The Planning Committee shall hold meetings open to the membership as follows: annual meeting in February, and quarterly meetings in May, August, and November after giving reasonable notice to the membership of the time and date of each meeting. The Planning Committee may meet between its annual and/or quarterly meetings.” as the last 2 sentences of Section 2.

Current provision: Section 2. The PLANNING Committee shall prepare and/or maintain a master plan for the continuing development of the Oklahoma City Boat Club. The Planning Committee shall consist of the Vice Commodore as chairman and three (3) Regular Members and/or Eligible Spouses. The Regular members and/or Eligible Spouses shall serve on this committee for staggered terms of three (3) years, one (1) new member to be appointed each year.

Amended provision: Section 2. The PLANNING Committee shall prepare and/or maintain a master plan for the continuing development of the Oklahoma City Boat Club. The Planning Committee shall consist of the Vice Commodore as chairman and three (3) Regular Members and/or Eligible Spouses. The Regular members and/or Eligible Spouses shall serve on this committee for staggered terms of three (3) years, one (1) new member to be appointed each year. The Planning Committee shall hold meetings open to the membership as follows: annual meeting in February, and quarterly meetings in May, August, and November after giving reasonable notice to the membership of the time and date of each meeting. The Planning Committee may meet between its annual and/or quarterly meetings.

Rationale: Part of the timeline revisions needed to go from fiscal to calendar year. Also as part of effort to put this committee back into the leadership structure and have accountability to the membership by having regular quarterly meetings to update the progress, so add/delete projects as needed or they are completed.

**2 T.** amend Article VIII, Section 8 by striking “audit” and substituting “review” between “Committee shall” and “the books”; by striking “within sixty (60) days of the Annual Meeting each year” ; by striking “audit” and substituting “Financial Review” between “results of such” and “to the Board of Governors”; and by adding “at or before the February Board of Governors meeting” after “Board of Governors”.

Current provision: Section 8. The FINANCE Committee shall audit the books of the immediate past Treasurer within sixty (60) days of the Annual Meeting each year and forward the results of such audit to the Board of Governors.

Amended provision: Section 8. The FINANCE Committee shall review the books of the immediate past Treasurer and forward the results of such Financial Review to the Board of Governors at or before the February Board of Governors meeting.

Rationale: Part of the timeline revisions needed to go from fiscal to calendar year. Using language consistent with what we put in the previous provisions we amended. The Review should be submitted to February BOG meeting then any ambiguities, etc. be resolved before March BoG meeting so it can be approved at the March membership meeting.

I, Chris Bayouth, Chairman of the Leadership Development Task Force, and with Board approval move to amend Article V of the Bylaws of the Oklahoma City Boat Club, Inc. as follows:

**3.** and amend Article V, by adding the following as Article V, Section 18:

ARTICLE V, Section 18. The Board of Governors shall appoint at least one (1) person to serve as liaison between the OCBC Board of Governors and the Lighthouse Charities, Inc. Board of Directors until the end of the fiscal year for which such person or persons was/were appointed. Any such appointee shall serve as a non-voting member of both boards, however any voting member of one or both boards shall retain voting status, and shall be selected in the following order of preference:

(a) one or more members of the OCBC Board of Governors; or

(b) in the event no member of the Board of Governors is appointed, the Board of Directors of Lighthouse Charities, Inc. shall propose a person to serve liaison between the OCBC Board of Governors and Lighthouse Charities, Inc. Board of Directors who shall be an OCBC Regular Member in good standing or an Eligible Spouse; or

(c) in the event Lighthouse Charities, Inc. proposes a liaison, the OCBC Board of Governors may appoint the liaison proposed by the Board of Directors of Lighthouse Charities, Inc. or shall appoint a liaison who is an OCBC Regular Member in good standing or an Eligible Spouse.

Current provision: no current provision

Amended provision:

ARTICLE V, Section 18. The Board of Governors shall appoint at least one (1) person to serve as liaison between the OCBC Board of Governors and the Lighthouse Charities, Inc. Board of Directors until the end of the fiscal year for which such person or persons was/were appointed. Any such appointee shall serve as a non-voting member of both boards, however any voting member of one or both boards shall retain voting status, and shall be selected in the following order of preference:

(a) one or more members of the OCBC Board of Governors; or

(b) in the event no member of the Board of Governors is appointed, the Board of Directors of Lighthouse Charities, Inc. shall propose a person to serve liaison between the OCBC Board of Governors and Lighthouse Charities, Inc. Board of Directors who shall be an OCBC Regular Member in good standing or an Eligible Spouse; or

(c) in the event Lighthouse Charities, Inc. proposes a liaison, the OCBC Board of Governors may appoint the liaison proposed by the Board of Directors of Lighthouse Charities, Inc. or shall appoint a liaison who is an OCBC Regular Member in good standing or an Eligible Spouse.

Rationale: This is part of the LCI and OCBC Boards being separate to provide at least 1 person attending both meetings to serve as a liaison to both boards. The LDTF provided a series of choices for the Board to select then approve of the “liaison” between the OCBC BoG and LCI BoD, depending on whether anyone on the OCBC BoD wanted to serve in that capacity or was already a member of the LCI Board as with Justin and Bruce McDermott this year.