

TARHEEL LEATHER CLUB, INC. BY-LAWS

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Article I

Name and Purpose

This North Carolina nonprofit corporation, known as "Tarheel Leather Club, Inc.," is hereinafter referred to as "TLC" or "the Corporation". TLC was originally founded as an association of members on April 1, 1990 in Greensboro, North Carolina. On January 31, 2002, TLC was incorporated as a nonprofit corporation under the laws of the State of North Carolina.

The principal purposes of TLC shall be as follows:

- (a) To provide a source of communication and information for compatible and like-minded individuals involved in or actively pursuing an interest in the leather/SM fetish lifestyle.
- (b) To provide a safe atmosphere for growth and support for the leather/SM fetish lifestyle of the individual while nourishing a sense of sister/brotherhood and camaraderie within the organization and the community.
- (c) To provide information to members and the community on the varied safe/sane/consensual expressions of the leather/SM fetish lifestyle.
- (d) To provide information regarding the leather/SM fetish lifestyle to the general community to encourage a more positive attitude of acceptance and to increase awareness of our positions, contributions and potential within the community.

(e) To coordinate with like-minded organizations on a local, regional, state and national level.

(f) To promote with power and pride the right of all adults to engage in safe/sane/consensual expression.

(g) To raise funds for deserving projects, clubs, organizations, or charities which have given direct support to the leather/SM fetish community.

(h) To preserve a record of our history, traditions and culture.

ARTICLE II

Membership

Section 1. Qualification. Membership is open to all persons regardless of race, religion, gender, sexual orientation or handicap who are at least twenty-one (21) years of age and who are interested in and in sympathy with the purposes of the organization as set forth in Article I.

Section 2. Manner of Admission.

(a) Application for Membership. Each application for Membership must be made upon such form as may be approved by the Board of Directors from time to time. Each application form must be completely filled in and must be signed by the applicant and two (2) Full Members who are sponsoring the applicant. The application must be accompanied by cash or check in full payment of the first quarter's dues, which payment shall not be deemed accepted (even if deposited) unless the Membership application is approved by the general membership. The payment shall be returned to the applicant if the application is not approved.

(b) Review by Board of Directors. The application for Membership shall first be given to the Pledge Master / Mistress, who will acknowledge the receipt thereof to the applicant, and present the application to the Board of Directors. The Board of Directors will vote on presenting the application to the general membership for acceptance. If the Board of Directors votes against presenting the application to the general membership for acceptance, the Pledge Master / Mistress shall inform the applicant that the application for Membership has been denied.

(c) Approval by the General Membership. Upon affirmative recommendation of the Board of Directors as set forth above, the Pledge Master / Mistress shall present the application for Membership to the general membership. If the general membership votes against the application, the Pledge Master / Mistress shall inform the applicant that the application for Membership has been denied. If approved, the applicant shall be entitled to the status of Pledge.

(d) Pledge Period. All Pledges shall complete certain Pledge requirements as stated in the TLC Pledge Manual which shall be adopted and as may be amended by the Board of Directors from time to time. Before the meeting at which his or her membership will be voted

on, a Pledge will be required to sign a statement reading: "I, the undersigned, do avow that I have completed the Pledge requirements as stated in the Tarheel Leather Club Pledge Manual."

(e) Presentation to Membership. Upon satisfactory completion of the Pledge Period, the Pledge Master / Mistress shall again present the application for membership to the Membership, along with a report on the applicant's pledge project. Thereafter, the Membership may vote to accept the applicant for Membership upon two-thirds (2/3) affirmative vote of the eligible voting Members present.

Section 3. Membership categories.

(a) Full Member. A Full Member is one who has completed a Pledge period and whose application for membership has been accepted. Full Members shall be entitled to one (1) vote, are eligible for appointment to committee positions, may serve on the Board of Directors, and may hold elected office. Full Members are expected to attend all club meetings and events and are required to attend at least one (1) run or anniversary celebration of another club held out of town during a twelve month period.

(b) Affiliate Member. The classification of Affiliate Member is reserved for members of other like-minded clubs or organizations. The Applicant's Home club shall be contacted for verification of information regarding the applicant's membership status and standing prior to submission of the application for a vote. The requirements of the applicant's Home club shall be reviewed to determine if such requirements would be detrimental to the applicant's ability to fulfill his or her obligations to TLC. An applicant for Affiliate Membership must be approved by two thirds (2/3) affirmative vote of the eligible voting Members present. An applicant for Affiliate Membership may be present during discussion to clarify his or her intentions as needed. Affiliate Members shall possess all privileges and obligations of Full Members, including the right to vote, and are considered to be Full Members in all respects unless otherwise specifically stated in these By-Laws. An Affiliate Member shall have the option of (i) making a one-time payment of dues in an amount established by the Board of Directors, or (ii) making quarterly dues payments for a period of two (2) years, after which the Affiliate Member will no longer be responsible for the payment of dues.

(c) Alumni Member. The classification of Alumni Member is open to Founding and Charter Meembers, and any member who has been a Full Member for no less than three (3) years. To be classified as an Alumni Member, the member must be (i) in Good Standing, (ii) must have made outstanding contributions to TLC and (iii) must have reached the point where he/she feels the need to become "inactive" for whatever personal reason. Alumni Membership status may be conferred upon two-thirds (2/3) affirmative vote of the eligible voting Members present at any Regular Meeting. An Alumni Member is permitted to wear full colors. An Alumni Member is not responsible for the payment of dues, has no right to vote and can make no commitments on behalf of TLC. Alumni Members may apply for reinstatement to Full Membership, and, upon receiving two-thirds (2/3) affirmative vote of the eligible voting Members present shall become Full Members with no pledge or waiting period.

(d) Ambassador At Large Member. The classification of Ambassador at Large may be granted to a Founding or Charter Member or any member who has been a Full Member for no less than three (3) years. To qualify for the classification of Ambassador at Large, the member must be (i) in Good Standing, (ii) have made outstanding contributions to TLC, and (iii) be relocating to another state or country. An Ambassador at Large is permitted to wear full Colors, is not responsible for the payment of dues, has no voting power, and cannot make commitments on behalf of TLC. To be an Ambassador at Large, the member cannot be a Full Member of another club with purposes similar to TLC. Ambassador at Large status may be conferred upon two-thirds (2/3) affirmative vote of the eligible voting Members present at any Regular Meeting.

(e) Honorary Member. The classification of Honorary Member is awarded for life to non-members who have made substantial and outstanding contributions to the community and/or TLC. Nominees for this honor must receive the unanimous affirmative vote of the eligible voting Members present at any Regular Meeting. Honorary membership may be bestowed as Full or Affiliate, as placed in nomination. An Honorary Member shall be entitled to full membership privileges of the appropriate category, but shall pay no dues.

(f) Founding Member. The Founding Members are Bill C., Kevin D., Nick D., Richard G., Stuart N., Michael P., Henry P., Randy T. and David Wr. Founding Members shall possess all privileges and obligations of Full Members, including the right to vote, are Full Members in all respects, and are to be accorded respect befitting their stature.

(g) Charter Member. Charter Members are those who joined TLC from the date of April 2, 1990 through August 31, 1990. Charter members were not required to pledge or go through a pledge period. Charter Members shall possess all privileges and obligations of Full Members, including the right to vote, and are Full Members in all respects.

Section 4. Appeal of Rejection. Rejection of a membership application may be appealed in writing to the President no later than thirty (30) days from the date of notification of rejection. The appeal shall be heard before the eligible voting Members present at the next Regular Meeting.

Section 5. Reinstatement.

(a) A Member who resigns his or her membership in Good Standing may be reinstated after the payment of dues for the current quarter. Reinstated Members must be in attendance at three (3) of the past five (5) Regular meetings to regain voting and elected office privileges.

(b) A member who is dropped from the roll may petition the Membership for reinstatement. A majority vote of the eligible voting Members present at any Regular Meeting shall be required for reinstatement.

Section 6. Dues. Annual standard dues as well as any special dispensations for Full and Affiliate Members shall be determined by a two-thirds (2/3) vote of the eligible voting Members present at any Regular Meeting. All dues shall be payable quarterly, no later than the second Regular Meeting of each quarter. The Board of Directors or the Membership may grant

relief from dues due to financial hardship. A Member seeking relief from the payment of dues must petition the Board of Directors for a reduction or waiver.

Section 7. Membership Status. To be eligible to vote, a Member must be in Good Standing. A Member is considered to be in Good Standing when the Member's dues are paid and the Member has met attendance requirements. Attendance is required at three (3) of the past five (5) Regular Meetings, except with excused absences due to illness, death, or employment. A Member is considered to be Not in Good Standing when dues are not paid by the Regular meeting of the second (2nd) month of the quarter or attendance requirements are not met. Members Not in Good Standing will receive a letter of delinquency and if no response is received within ten (10) days, their name will be dropped from the roll and all membership privileges will be rescinded. Club Colors must be returned in the condition they were received, within fifteen (15) days of notification.

ARTICLE III

Meetings

Section 1. Regular Meetings. Regular Meetings will be held monthly at a place and time designated by the eligible voting Members present at the previous Regular Meeting.

Section 2. Quorum/Voting. Fifty-one percent of the eligible voting Members shall constitute a quorum to conduct business. If a quorum is present, and unless otherwise provided by law, or specifically required in the Articles of Incorporation or these By-Laws, the affirmative vote of a majority of the eligible voting Members present at the meeting shall be the act of the Members. After a quorum has been established at a meeting, the subsequent withdrawal of Members, so as to reduce the number of Members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present when a meeting starts, then a majority of the eligible voting Members present at the meeting may adjourn the meeting from time to time without further notice until a quorum is present. Abstentions are not allowed in votes on applications for Membership.

Section 3. Rules of Order. The latest edition of Robert's Rules of Order shall govern all procedural matters not otherwise covered in these By-Laws.

Section 4. Special Meetings. Special Meetings may be called by the President in the event of emergencies requiring a vote before the next Regular Meeting. The Membership must be notified at least forty-eight (48) hours prior to a Special Meeting. Notice may be transmitted in any form reasonably believed by the Board of Directors as being likely to result in actual notice being received by the Membership prior to the Special Meeting.

Section 5. Closed Session. A Closed Session must be called in the event of a Pledge/membership vote or grievance/discipline procedure. A Closed Session may also be called

whenever the eligible voting Members present decide that business of a sensitive nature will be discussed.

Section 6. Annual meeting. There shall be an Annual meeting at which time the Officers and Directors shall be elected.

ARTICLE IV

Board of Directors

Section 1. General Powers. Subject to the limitations of the Articles of Incorporation, these By-laws, and the North Carolina Nonprofit Corporation Act concerning corporate action that must be authorized by or approved by the Members of TLC, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of TLC shall be controlled by the Board of Directors. The Board of Directors shall have the corporate power to generally do everything permitted by nonprofit Corporations by law, statute, its Articles of Incorporation and these By-laws, and to determine the interpretation of these By-laws, or any parts thereof, which may be in conflict or of doubtful meaning, and their decision shall be final and conclusive. Wherever used in these By-laws, the term "Board" shall mean the Board of Directors.

Section 2. Number, Qualification, Election and Tenure. The Officers of TLC, along with one Director-At-Large per fifteen (15) Full Members, elected as provided in Article V, shall comprise the Board. Directors shall serve for the term specified in Article V. Only Full Members, Founding Members or Charter Members in Good Standing are qualified to serve as Directors.

Section 3. Annual Meetings. The Board of Directors shall hold its Annual Meeting immediately prior to the next regularly scheduled meeting following the Annual Meeting of the Members held for the purpose of the election of Officers. The meeting shall be held at the same place as the Annual Meeting of the Members. However, another place and time for such meeting may be fixed by written consent of all of the Directors.

Section 4. Regular Meetings. Regular Meetings of the Board of Directors shall be held at least once a month except that the Board may, for good cause stated in its minutes, omit one regular monthly meeting during the summer each year. Meetings of the Board of Directors shall be open only to Members and such guests as are specifically authorized by the Board.

Section 5. Special Meetings. Special Meetings of the Board of Directors may be called by the President or any Director. The person or persons authorized to call Special Meetings of the Board of Directors may fix a reasonable time and place for holding them.

Section 6. Telephone Meetings. Directors may participate in meetings of the Board of Directors by means of a conference telephone or similar communications equipment and participation by such means shall constitute presence in person at such a meeting.

Section 7. Action Without Meeting. Any action of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken signed by all of the Directors is filed in the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

Section 8. Notice and Waiver. Notice of any Special Meeting shall be given at least three (3) days prior thereto by written notice delivered personally, by mail or by confirmed electronic transmission (facsimile or electronic mail) to each Director at his or her address of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid to the address of record. If sent by electronic transmission, such notice shall be deemed to be delivered when transmission is confirmed to the facsimile or e-mail address of record. Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 9. Quorum and Voting. Fifty-one percent (51%) (a "Majority") of Directors in office shall constitute a quorum for the transaction of business. The vote of a Majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a Majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present. Each Director shall have only one (1) vote.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by a vote of the eligible voting Members present at the next possible Regular Meeting of the Members. A Director elected to fill a vacancy shall hold office for the term of the vacated position being filled.

Section 11. Removal. At any meeting of the Members called expressly for that purpose, any Director or Directors may be removed from office, with or without cause, by a majority vote of the eligible voting Members present. New Directors may be elected by the Members for the unexpired terms of Directors removed from office at the same meeting at with such removal is voted. If the Members fail to elect persons to fill the unexpired terms of removed Directors, and if the Members did not intend to decrease the number of Directors to serve on the Board, then the vacancies unfilled shall be filled in accordance with provisions in these By-laws for vacancies.

Section 12. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she votes against such action or abstains from voting because of an asserted conflict of interest.

ARTICLE V

Officers

Section 1. Officers. The Officers of the Corporation shall be: President, Vice President, Scribe, Treasurer, and Pledge Master / Mistress. Two or more offices may not be held by the same person. A failure to elect any officer shall not affect the existence of the Corporation.

Section 2. Duties of the Officers.

(a) **President.** The President shall call to order and preside over all meetings of the Board of Directors and all Regular and Special Meetings of the Corporation. He/she shall act as a responsible spokesperson for TLC, remaining cognizant of the fact that any decision is subject to question and/or revision by the membership. The President is authorized to take a leadership role in arbitrating any dispute between members. The President shall have no voting power, except on issues of pledgship and membership, and in the case of tie votes.

(b) **Vice President.** The Vice President shall assist the President and serve in the President's absence in calling to order and presiding over all meetings of the Board of Directors and all Regular and Special Meetings of the Corporation. When serving in the President's absence he/she shall have the same voting power as the President would if the President were in attendance. In case the office of President becomes vacant, the Vice President shall become President and the vacancy shall shift to the office of Vice President.

(c) **Scribe.** The Scribe shall keep, or cause to be kept, records and minutes of all meetings of the Board of Directors and the Membership, and shall be responsible for giving, or causing to be given, all required notices of meetings. The Scribe shall conduct the correspondence of TLC. The Scribe shall also be responsible for the upkeep of the membership roster, counting hand votes, reporting attendance to the Membership Committee, and for the compilation and filing of any notices and reports necessary or beneficial for maintenance of the corporate charter.

(d) **Treasurer.** The Treasurer shall cause to be collected, held and disbursed, under the direction of the Board of Directors, all monies of the Corporation, and it shall be the Treasurer's duty to collect monies due the Corporation from the members, including dues and any other charges, and all amounts due from others. The Treasurer shall notify the Board of Directors at the earliest possible Regular or Special Meeting of any delinquent funds due from others. The Treasurer shall keep or cause to be kept, on behalf of the Corporation, regular books of account and all financial records of the Corporation, and shall prepare budgets and financial statements, when and in the form requested by the Board of Directors. The Treasurer shall deposit or cause to be deposited all monies of the Corporation in an account or accounts in the Corporation's name, in the bank or banks designated by the Board of Directors.

(e) **Pledge Master/Mistress.** The Pledge Master/Mistress shall be the liaison between the Pledges and the general membership of TLC. The Pledge Master / Mistress shall oversee all

matters concerning Pledges and the Pledge Period, including the assignment of the Pledge project as defined in the Pledge manual. He/she shall ensure that Pledges receive copies of the By-Laws and a current membership roster. He/she shall monitor all interactions between the general membership and the Pledges and maintain the standard that no Pledge be subjected to hazing, sexual harassment or any other demeaning behavior. He/she shall initiate discussion about a Pledge's qualifications at the time of voting for membership and help the Membership determine if the Pledge exhibits the qualities and commitment necessary for membership.

Section 3. Elections.

(a) Term. Officers and Directors-At-Large shall be elected at the Annual Meeting to serve a term of one (1) year or until their successors are elected. No Officer shall be elected to the same office for more than two (2) consecutive terms.

(b) Election Procedure. The Nominating Committee shall put forth a slate of candidates at the Regular meeting prior to the Annual meeting. Nominations from the floor must be made by eligible voting Members at the Regular Meeting prior to the Annual meeting. Voting shall be by secret, written ballot. Ballots must be returned at or before the Annual meeting. Officers and Directors-At-Large shall be elected by a simple majority vote of the eligible voting Members present. Ballots shall be counted by at least two (2) eligible voting Members who are not candidates for office in the election.

ARTICLE VI

Committees

Section 1. Committees.

(a) By-Laws Committee. The By-Laws Committee shall be chaired by a Full Member in Good Standing who has been a member for at least two (2) years. The By-Laws Committee shall report its recommendations to the Board of Directors prior to submission to the Membership for approval.

(b) Membership Committee. The Membership Committee shall be chaired by a Full Member in Good Standing who has been a Member for at least two (2) years. The Membership Committee shall be responsible for recruiting the membership, maintenance of membership records, and for keeping track of attendance at Bar Nights.

(c) Nominating Committee. The Nominating Committee shall be chaired by a Full Member in Good Standing who has been a Member for at least two (2) years. The Nominating Committee shall prepare a list of candidates for office and Directors-At-Large, having first obtained the consent of the nominees to place their names on the list.

(d) Newsletter Committee. The Newsletter Committee is responsible for publishing a newsletter for the Membership, which is also to be distributed to other like-minded clubs, organizations and individuals as directed by the Board.

(e) Run Committee. The Run Committee shall be responsible for planning and executing the annual TLC Anniversary Celebration or run.

(f) Other Committees. Other committees may be established as deemed necessary by the Board of Directors and/or the Membership.

(h) Committee Chairs. The Board of Directors shall appoint the chairs of all committees subject to the subsequent approval of the Membership at next regularly scheduled meeting. The Committee Chair shall select and appoint the members of the committee, subject to the approval of the Board of Directors.

(i) Committee Reports. All Committee Chairs shall report directly to the Board of Directors as required.

ARTICLE VII

Finances

Section 1. Reimbursement / Authorization of Expenditures. Reimbursements are made from the TLC checking account for no less than five (5) dollars. Any expenditures over seventy-five (75) dollars shall require the prior authorization of the Board of Directors. Receipts must be submitted for approval and reimbursement no later than the next Regular Meeting.

Section 2: Authorization to Sign Checks. All checks shall require the signatures of the Treasurer, and either the President, Vice President or Scribe.

Section 3: Special Assessments. Special assessments may be proposed by the Board of Directors at a Regular meeting. Special assessments must be approved by two-thirds (2/3) of the eligible voting Members present at a Regular meeting. Special assessments shall not become due until the minutes of the meeting at which they were levied are approved at the following Regular Meeting.

ARTICLE VIII

Nonprofit Corporation

TLC is a nonprofit Corporation. No dividends will be paid to any member. No part of the income or net earnings of the Corporation will be distributed to its members. The Corporation may, however, contract in due course with its members, Directors and Officers without violating this provision.

ARTICLE IX

Indemnification

TLC shall indemnify each Officer and Director, including former Officers and Directors, to the fullest extent permitted by the North Carolina Nonprofit Corporation Act.

ARTICLE X

Dress Requirements

Section 1. Dress Requirements. Dress requirements, as determined by the Membership, shall apply for official Club functions and when the individual is wearing TLC Colors in public or representing TLC. All Members are encouraged to wear Club Colors at official TLC events, TLC sponsored events, and any other appropriate time.

Section 2: Colors and Insignias. Wearing of the Club Colors is a privilege and an honor. Wearing of the Club Colors is not required at non-club functions, but is encouraged. Full Member's back patches shall be provided to the Members upon receipt of a one-time, non-refundable rental charge dependent on current price. Back patches must be returned to the Membership Chair should a Member resign or be expelled from TLC, except for Founding Members, who may keep their patches as an honor. Club patches shall be permanently attached to the back of a denim or leather vest, or a denim or leather jacket. The back patch shall be placed on the outside of the back, centered and a little below the top of the shoulder blades. The patch shall not be obstructed by any other insignia, or altered in any manner. No item shall be placed above the patch or within the borders of the patch. Shoulder patches shall be worn on the left sleeve, two (2) inches below the shoulder seam. Shoulder patches are considered property of the Member and may be kept. All other TLC club insignia, when worn, must comply with the current Dress Code policies of TLC.

ARTICLE XI

Conduct & Discipline

Section 1. Conduct. All Members are charged with conducting themselves in a manner conducive to the objectives of TLC.

Section 2. Discipline.

(a) Membership. Any Member whose conduct shall be deemed by the Board of Directors to be improper or likely to endanger the welfare, safety, harmony or good reputation of TLC or its members, may be brought before the Membership to be reprimanded, fined, suspended, or expelled from TLC. Any such action shall require the affirmative vote of two-thirds (2/3) of the eligible voting Members present at a Regular or Special Meeting. If action taken by the Members

results in the loss of membership, the individual may reapply for membership after obtaining two (2) sponsors and completing the full pledge period for new members as required by the By-Laws.

(b) Officers and Directors. An Officer or Director may be subject to disciplinary action, including expulsion from TLC for violating the By-Laws, for dereliction of duty, or for any conduct deemed inappropriate by the Board of Directors. The Board, upon so finding, shall make a recommendation to the Membership, who may affirm, modify or reject the recommendation upon the affirmative vote of two-thirds (2/3) of the eligible voting Members present at a Regular or Special Meeting.

(c) Hearing Procedures. A hearing on any disciplinary action may be requested, at any time after a reasonable effort has been made to rectify the situation, by any two (2) Full Members with verifiable charges of conduct in violation of the standards set forth herein. Grievances must be submitted to the Board of Directors. Upon finding of cause, the Board of Directors shall appoint a panel of the eligible voting Members to convene, to hear the charges, and to make recommendations to the Board. A Moderator shall be elected by the panel from among its members and shall be charged with convening the panel, maintaining order during the proceedings, and assuring that reasonable due process and substantial fairness are accorded the parties involved. The Moderator shall deliver the panel's recommendations to the Board and, at the Board's request, to the Membership.

(c) Voting Procedures. Any required vote of the Board of Directors or of the Membership in matters of Discipline shall be by secret, written ballot and votes shall be counted by at least two (2) disinterested Members.

ARTICLE XII

Amendments

These By-laws may be altered, amended, repealed, or replaced and new By-laws may be adopted by the approval of at least two-thirds (2/3) of the Directors present at any regular or special meeting of the Board of Directors; provided that written notice of the proposed change must be given at the previous regular meeting of the Board. The changed By-laws shall be submitted to the Members for approval, modification, or rejection by a majority of the eligible voting Members present at the next Regular Meeting, and written notice of the change shall be given in accordance with the notice of meeting provisions in these By-laws.