

BYLAWS OF THE OREGON ROAD RUNNERS CLUB

APPROVED UNANIMOUSLY BY THE BOARD OF DIRECTORS NOVEMBER 14, 2023.

RATIFIED BY ORRC MEMBERS DECEMBER 8, 2023.

1. NAME

- 1.1. **The name of the organization** shall be "Oregon Road Runners Club" hereafter referred to as "ORRC."
- 1.2. **Principal Office.** The registered office for the transaction of the business of ORRC shall be located in the state of Oregon, as required by the Oregon Nonprofit Corporation Act. The Board of Directors may, at any time, change the location of the registered office within Oregon. ORRC may also have offices at more than one place in Oregon.

2. PURPOSE

- 2.1. **The main purpose of ORRC** is to provide a community-based organization that empowers all people to participate in running, walking and related activities in pursuit of enjoyment, health, well-being and competition.
- 2.2. **Activities.** ORRC may hold group runs, fun runs, training runs, running and walking events, and programs on the road, track, and trails, and may host educational activities about topics of interest for runners and walkers, provide awards, host social events, and conduct other such activities as approved by the ORRC's Board of Directors, hereafter referred to as "ORRC Board."
- 2.3. **Community outreach program.** From time to time, ORRC may sponsor community organizations and youth groups that align with the club's mission to promote fitness, running and healthy lifestyles, openly inviting such organizations and groups to apply for grant money. The Board may award money at their discretion to such applicants who demonstrate a compelling need for financial support to help enable equitable access to running, walking or related activities that promote fitness and health locally. The Board shall establish an application process to help them compare such applicants and evaluate the merit of their programs.

3. NONPROFIT STATUS AND AFFILIATION

- 3.1. **ORRC is a registered membership-based nonprofit in Oregon.** ORRC incorporated as nonprofit membership-based organization, registered with the State of Oregon on Jan 1, 1977, as established in its Articles of Incorporation. As such, it is required to comply with Oregon Nonprofit Corporation Law. Its Board of Directors are subject to the rights, roles and responsibilities that apply to all nonprofits in the State of Oregon.
- 3.2. **Federal IRS tax-exempt 501(c)(3).** Additionally, ORRC is an independent 501(c)(3) with IRS tax-exempt status and is therefore subject to all Federal regulations pertaining to its 501(c)(3) status as a public charity.

3.3. **RRCA affiliation.** ORRC is a nonprofit running club member of the Road Runners Club of America (RRCA), having joined the RRCA in 1977. ORRC will submit a portion of the annual dues described in SECTION 5 to the RRCA, and adhere to any applicable requirements set forth by the RRCA as required by the RRCA in order to maintain its membership as a nonprofit club member of the RRCA.

4. MEMBERSHIP

4.1. **Members.** Membership shall be open to all who are interested in the purposes stated in SECTION 2, above. Individuals wanting to participate in the activities of ORRC shall submit dues and agree to follow the ORRC Code of Conduct, and sign a waiver of liability for participation in all ORRC activities. The club promotes equitable opportunities to membership and participation in all associated activities and does not discriminate based on characteristics protected by local, state, or Federal law.

4.1.1. Members will be considered to be in good standing only if they are in current status in paying dues (see SECTION 5) that are applicable to their class. Only members in good standing are entitled to vote in any members' meetings, to serve in any of ORRC elective or appointive positions, or receive any of the benefits of membership.

4.2. **Code of Conduct, good sportsmanship, and other policies.** Members promise to abide by the ORRC Code of Conduct. All members must maintain the integrity of sport and ORRC Policies by fair and safe conduct when participating in sports events, whether those events are organized by ORRC or by others. Members must also abide by rules of good taste and decency when participating in ORRC social events, according to standards established by the ORRC Board. The ORRC Board retains the right to reject membership based on this section at any time, without regard to the procedures of SECTION 4.6 below.

4.3. **Member Benefits** include becoming a member of the RRCA and the rights to: participate in Club business as a voting member; serve as an ORRC Board Member; and propose amendments to the Bylaws. In addition, when available, members receive such benefits as are established by the ORRC Board. Benefits also, include the right to elect directors, remove directors, vote on any change to the number of directors, vote to dissolve the corporation, and vote to dispose of ORRC's assets. Members always are guaranteed (no one can remove or reduce) their rights (1) to vote on any action or amendment to bylaws that would reduce members' rights to vote, and (2) inspect and receive a copy the club records pursuant to Oregon law. Membership benefits will begin as soon as practicable after application for membership and submission of dues.

4.4. **Member Classes and Voting Rights.** ORRC shall have one or more classes of voting members, as determined by the ORRC Board. The initial classes of voting memberships are as follows: **Individual** memberships, which will have one vote per membership for matters properly coming before the membership for a vote (as described in SECTION 5), and **Family** memberships, which will have two votes per membership for matters properly coming before the membership for a vote. **Student** memberships are a type of Individual membership offered at a discounted rate of dues, otherwise no different from a standard Individual Membership. However, the ORRC Board from time to time may establish other classes of voting or nonvoting members, on such terms and conditions as the ORRC Board deems advisable in its discretion.

4.5. **Term of Membership.** The term of membership shall be established by the ORRC Board. Different classes of memberships may have different terms. Initially, all memberships are for one, two or three years, as selected by the applicant at the time of application, except for Student memberships, which are for one year. Memberships are nontransferable. Membership in ORRC starts the day dues are processed by ORRC.

4.6. **Termination of Membership.**

4.6.1. **Causes of Termination.** A membership shall terminate on the occurrence of any of the following events: (i) **Resignation** of the member, communicated to the ORRC Board or its designee under procedures established by the ORRC Board; (ii) **Expiration** of the period of membership, unless the membership is renewed according to procedures established by the ORRC Board; (iii) **Failure to pay dues** within the time period set by the ORRC Board after they become due and payable; (iv) **Death** of the member; (v) **Revocation** of membership under SECTION 4.6.2 of these Bylaws.

4.6.2. **Revocation of Membership.** Membership may be revoked for cause, including but not limited to failure to adhere to the Code of Conduct and other policies stated in SECTION 4.2. Revocation can only be conducted by a two-thirds majority of the ORRC Board, following at least 15 days' notice to the affected member. The affected member may, within 10 days of the sending of the notice, request a public or private hearing before the ORRC Board at the Board's next meeting. Individuals whose membership has been revoked are not eligible for reentry as ORRC members for a minimum of 12 months and within 5 years of revocation may only be readmitted by a majority vote of the ORRC Board. Revoked members' dues shall be refunded in proportion to the amount of time remaining in their membership.

5. DUES

5.1. **Annual Dues.** The annual dues rate for ORRC membership will be set on an annual basis by the Board and shared annually with the membership as part of the regular join and renew process for the Club.

6. MEETING OF THE MEMBERSHIP

6.1. **Definitions.** A Meeting of the Membership or Members' Meeting is a business meeting at which Members of ORRC, as described in SECTION 4, are entitled to vote on matters properly coming before them. Meetings of the ORRC Board are addressed separately, in SECTION 7 of these Bylaws.

6.2. **An Annual Meeting of Members** must be held once per year at a time and place designated by the ORRC Board, and may be held in person or via digital means including tele- or videoconferencing. The annual meeting may be combined with a meeting of the ORRC Board. All other members' meetings are special meetings. The Board may schedule the date of the annual or other members' meeting, and provide no less than a fourteen (14) day written notice, including email notification, announcing a new date, time, location, or meeting method (in person, tele- or videoconferencing) to the members.

6.3. **Special Meetings.** Other meetings of the membership may be conducted as deemed necessary by a majority of the Board. The Board shall call a membership meeting upon the written request (including email) of the lesser of: 25 votes or ten percent (10%) of the total number of voting memberships. The Board will determine if the meeting will be held in-person or via tele-or video conferencing. The Board will determine the method of voting for a special meeting.

6.3.1. **Notice.** Written notice, which includes at least two (2) email notifications, stating the day and time of the meeting along with location or meeting method (tele-or video conferencing) and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered no less than ten (10) nor more than fifty (50) days prior to the date of the meeting to each member entitled to vote at the meeting.

6.4. **The Annual Election** may be held separately from the annual meeting if the ORRC Board so decides, given the method of election does not cause greater inconvenience to the membership, preventing rather than promoting participation; for example, online elections and voting by mail. Ideally the annual election is held no more than four weeks before the start of the ORRC fiscal year, such that decisions affecting the finances can be discussed with sufficient consideration and data about the prior and future year's budgets.

6.5. **Moderator.** The ORRC President shall preside over any members' meeting. In the President's absence, the task shall fall to the Vice President of Race Operations, Secretary, Treasurer, the President's designee, or anyone elected from among the members present at the meeting, in that order of precedence.

7. BOARD OF DIRECTORS and ANNUAL ELECTION

7.1. **Officers and Directors.** The membership votes to elect the ORRC Board of Directors (Board) who is thus entrusted with managing the affairs of ORRC.

7.2. **Definitions.** A "director" is any member of the ORRC Board. Some Directors are officers. All directors have equal voting rights. "Officers" include the President, Vice President of Race Operations, Secretary and Treasurer, with other officer roles as defined in SECTION 8.1.

7.3. **Number and Eligibility.** The Board has a total of a minimum of 6 and a maximum of 20 Directors, including Officers, which are elected by the Board. All Board Members must be current dues paying members of the organization. At least one Officer must be a U.S. citizen and resident of the State of Oregon.

7.4. **Nominations.**

7.4.1. The Board may appoint a Nominating Committee of at least three ORRC members to solicit and nominate candidates for the Board of Directors. If a Nominating Committee is so appointed, their goal is to identify a complete roster of nominees (at least one candidate for each board vacancy anticipated) at least 14 days prior to elections. Members of the Nominating Committee are not barred from being nominated themselves. If the Nominating Committee is unable to identify a complete roster of nominees at least 14 days prior to elections, then all nominations must be simply according to methods described in SECTIONS 7.4.2 and 7.4.3.

7.4.2. Any Board member may nominate one or more person for each open position. In addition, any member wishing to be nominated may contact any Board member as a "self-nomination." Any ORRC member may also recommend candidates to any Board member.

7.4.3. All self-nominations and recommended names will be added to the ballot unless the Board determines that a recommended nominee is unqualified under SECTION 7.3, above, or is otherwise unsuitable for the office, provided that no person may be placed on the ballot without that person's consent.

7.5. Elections: Candidates, Ballots, Voting.

7.5.1. **Names of known candidates** shall be presented before the membership at least 14 days in advance of the election, or a lesser time if deemed acceptable by the Board, but with sufficient notice to provide enough time for publication of the ballots and candidate statements (which may be done online, if the Board so chooses).

7.5.2. **Write in candidates** may be submitted when voting on the ballot.

7.5.3. **Election may be conducted by** written ballot, by a show of hands, or electronically, at the discretion of the ORRC Board. As defined in SECTION 4.4, each ORRC Individual Membership is entitled to one vote and each ORRC Family Membership is entitled to have two votes per candidate for as many candidates as are needed to fill positions open on the Board.

7.5.4. **Directors shall be elected by majority vote** of the members present and voting, or, for elections conducted online, analogously, by majority vote of the members participating by voting in the online election.

7.6. **Quorum** at the annual election will be majority of the Board of Directors and the lesser of 50 voting members (counting family memberships as two people) or 10 percent of the current voting membership (again counting family memberships as two people). Digital votes, if a method of elections is online, and mailed-in ballots count toward the establishment of a quorum.

7.6.1. **Failure to achieve a quorum.** If a quorum is not achieved for an election of officers or directors, the vote must be re-conducted. If a quorum is not established for other business, the ORRC Board may, at its discretion (a) call for a special members' meeting; (b) place the topic on the agenda for its next regularly scheduled meeting; or (c) convene a ORRC Board meeting to consider the matter on the spot, if a quorum of the ORRC Board exists, as defined in SECTION 8, below.

7.7. **The term of office for Directors** shall be one, two or three years as prescribed by the position (described in SECTION 8.4). If a Director has served three consecutive terms, or 8 years in a row (whichever is lesser), a one-year absence from the Board shall be required before that person is eligible to stand for re-election. There is no limitation on the total number of terms a Director may serve. All directors must be members in good standing (SECTION 4.5). In this manner, **only about one-third of the Board should be leaving after any given election**, to help ensure continuity year-to-year.

7.8. **Duties.** The Board of Directors shall be the governing body of ORRC and has total oversight over the management of the affairs, funds and property of ORRC. It carries out all the mission, purposes, and objectives for which the Club is organized. Board members will provide input and advice on the running of the club and its policies and other duties as required by the President.

7.8.1. **The Board shall:**

- Provide fiduciary, legal, and strategic oversight, and guide the organization by adopting sound, ethical policies and monitor ORRC's programs and services.
- Review all information provided by the Treasurer and other board members related to oversight for the organization.
- Participate in all scheduled board meetings.
- Ensure adequate resources and financial sustainability for ORRC, which requires engagement by all directors and officers.
- Serve as ambassadors for the organization.
- Hire and set compensation for any independent contractors, race directors, coaches, or staff.
- Hold itself and ORRC accountable for its ongoing commitment to diversity, equity, and inclusion (DEI).
- Recruit candidates for board service.
- Delegate duties provided for in these bylaws to employees, officers, and committees, provided that the Board maintains oversight of such activities.

Officers of the ORRC Board and their additional duties are described in SECTION 8.

7.9. **Vacancies.** A vacancy in the ORRC Board shall exist upon the death, resignation, or removal of any Director. Vacancies may be filled at the next annual members' meeting, by special members' meeting, or by interim appointments by action of the Board of Directors.

7.10. **Removal for non-attendance.** At the discretion of the Board any Officer or Director who is absent from regular board meetings for an extended period of time shall be deemed to have vacated the position following a vote to this effect by the Board.

7.11. **Removal for cause.** In accordance with ORS 65.324, a Director may be removed for cause, such as behavior that is consistently disruptive or damaging to the function of ORRC, at a Board meeting called for that purpose or at a membership meeting called by the members. Notice for such a meeting must state that the purpose is removal of the Director. Specific causes for removal from Office or the Board may include but are not limited to: a) engaging in illegal (unlawful) activity; b) convicted of crime while on the Board; or c) egregious violations of stated Board policies that are not corrected by the Director/Officer following a written warning by the Board.

8. OFFICERS OF THE BOARD OF DIRECTORS

8.1. **Officer Roles.** Officers shall include the President, Vice President of Race Operations, Treasurer, Secretary and other such officers as the ORRC Board may appoint. If the President is unable to attend and otherwise perform functions of the president they will designate another officer to run the meeting in their absence. The same individual may simultaneously hold more than one office, except that the offices of President, Treasurer and Secretary may not be held simultaneously by the same individual.

- 8.2. **Nomination and Election.** All Officers of ORRC shall be selected from the ORRC Board and must be members of the ORRC Board. Officers shall be elected or re-elected at the first Board meeting following the Annual Election by a majority vote of a quorum of the Board.
- 8.3. **Quorum.** A quorum for meetings of the ORRC Board is comprised of a majority of the Directors serving immediately before the meeting begins. If a quorum is not present, the President must schedule a new meeting at the earliest reasonable date. The meeting may continue for discussion purposes only.
- 8.4. **Term of Office:** The **President and Treasurer hold two-year terms.** They may have a "President-Elect" or "Treasurer-Elect" training year of one year before taking office. **All other officers hold two-year terms.** Terms of office begin at the start of the next regularly scheduled Board Meeting after the Annual Election. As with any Director, if an officer has served three consecutive terms, or 8 years in a row (whichever is lesser), a one-year absence from the Board shall be required before that person is eligible to stand for re-election. There is no limit to the number of terms an officer can hold office.
- 8.5. **Vacancy.** The President will appoint any ORRC Board seat vacated during a term, with approval by the ORRC Board, within 60-days of resignation of the seat. Appointed terms will end with the term of the seat, which is at the start of the next regularly scheduled Board Meeting after the Annual Election.
- 8.6. **Other Officers.** The Board of Directors may elect or appoint such other Officers and Agents as it shall deem necessary or desirable. They shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Board of Directors.
- 8.7. **Board vote required for removal of officer.** Any Officer elected or appointed by the Board may be removed from office by a vote of a majority of the Board members serving on the Board. Removal as an Officer shall not necessarily mean removal as a Board member.
- 8.8. **Duties of the Officers.**

President - to preside over ORRC Board meetings and represent the Club with the RRCA and the public. The President shall also see that all books, reports, and certificates required by law are properly kept or filed; be one of the officers who may sign the checks or drafts of the organization; work with RRCA to obtain insurance for club events; and sign legal documents, such as race permits with cities and counties.

Vice President of Race Operations – to coordinate with the Race Directors of ORRC events and be the liaison between the Board and the ORRC Race Directors, and other duties as requested by the President.

Secretary - to record minutes at all meetings, to keep a file of such minutes, oversee the election process for all board members, and, when requested by the Board, to accept assignments involving correspondence and the keeping of records, and other duties as requested by the President.

Treasurer – Responsible for the system and accounts process for the club. Oversee the budget planning process, ensure adequate income available to achieve the budgeted expenses, safeguard the organizations assets, draft financial policies for board approval, anticipate and report financial problems, ensure the board receives regular and accurate financial statements and that the board members understand the information presented, ensure federal, state, and local reporting takes place, and other duties as requested by the president.

9. MEETINGS OF THE BOARD OF DIRECTORS (“BOARD MEETINGS”)

- 9.1. **Board Meetings.** The ORRC Board shall meet at least 4 times per year at times and places of its selection. Meetings will be open to members, who have the right to address the Board. The time allotted for members' comments may be limited by the Board as needed to facilitate business, but it may not be eliminated. Meetings of the ORRC Board may be called by the President, or by any three Directors. Notice of meetings must be sent to all Directors at least seven days in advance (email or other mutually acceptable communications will suffice), except for regularly scheduled meetings. Directors shall be notified in advance of agenda items at upcoming meetings, according to procedures established by the ORRC Board. Meeting agendas may be modified at the meeting with the consent of all directors or a declaration of a majority of the directors that the newly submitted issue is too urgent to be held over to the next meeting.
- 9.2. **Quorum.** A quorum for meetings of the ORRC Board is comprised of a majority of the Directors serving immediately before the meeting begins. If a quorum is not present, the President must schedule a new meeting at the earliest reasonable date.
- 9.3. **Voting.** Unless otherwise required by Oregon law or these bylaws, actions of the ORRC Board require a majority vote of the Directors present at the meeting. Directors may not vote by proxy. In the case of actions taken without meeting (SECTION 9.4), a majority vote of all serving directors is required.
- 9.4. **Action without meeting.** At its discretion, the ORRC Board may take actions without meeting, via email or other electronic communications. The email or electronic communications that form the basis for these actions need not be made public to the ORRC membership, but the action shall be described at the next meeting of the ORRC Board and included in the minutes. If more than one Director objects to the action at the time it is taken, it must be reconsidered at the earliest possible meeting.
- 9.5. **Minutes.** Minutes of each ORRC Board meeting shall be made available to all ORRC members in a timely fashion.
- 9.6. **Procedures.** The ORRC Board may function by informal consensus-building using general parliamentary procedures.

10. COMMITTEES AND TASK FORCES

- 10.1. **The Board of Directors has the authority to create committees and task forces**, appoint members, and dissolve committees and task forces as it deems appropriate to carry out the purpose of the Club. The Board will define the duties and deliverables for all committees and task forces and outline the performance expectations for all members of a committee or task force. All committee and task force members serve for one year or a term as defined by the Board of Directors. The Board is kept informed of the activities and progress of all committees and task forces, and the Board has oversight duties in regard to the final outcome approval, acceptance or rejection, ratification of the actions of a committee or task force.

11. FINANCES

- 11.1. **The fiscal year of ORRC** shall coincide with the calendar year (Jan 1 through Dec 31). As such, IRS Form 990 (or Form 990N if applicable) will be filed when due. The Oregon CT-12 will be filed when due in accordance with the annual reporting requirements for charities set forth by the Oregon Department of Justice.
- 11.2. **ORRC Cash and Investments.** A Checking Account shall be maintained at a bank whose deposits are insured by the Federal Deposit Insurance Corporation (FDIC). All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of ORRC are signed by authorized Officers or employees and in accordance with policies and procedures adopted by the ORRC Board. All monies for ORRC are deposited to the credit of ORRC.
- Funds may also be kept in savings accounts or certificates of deposit at banks with FDIC insurance. Additional investments are limited to treasury bonds, or investment-grade bonds and publicly-traded investments held in brokerage accounts with coverage by the Federal Deposit Insurance Corporation. The allocation of funds must follow any current investment policy adopted by the ORRC Board.
- 11.3. **This is a nonprofit organization.** Dues, entry fees, and other monies received by ORRC shall be spent entirely for carrying out the stated Purpose of ORRC.
- 11.4. **The ORRC Board establishes an annual operating budget** and sets membership dues (in accordance with restrictions set forth in SECTION 5) and event entry fees to support the budget.
- 11.5. **ORRC shall provide a financial summary** ("Annual Report") of club operations to the membership at least once a year.
- 11.6. **No Club funds may be deposited in the personal account** of a member of the Board. The Treasurer reviews the status of the general fund at least quarterly. At the same time, they review a forecast of estimated deposits and disbursements for the succeeding quarters. If the president and the treasurer determine that the balance of general funds exceeds the amount required for routine operating expenses, then the excess funds may be invested as authorized by the board.

12. VOLUNTEER BOARD SERVICE

12.1. **The members of the Board of Directors shall serve without salary**, and no part of the net income of the Club shall benefit its directors, officers, or other private persons; provided, however, that the Club may make payments and distributions to third parties including payments to defray the reasonable operating expenses of the Club. The Board may authorize for reimbursement, in accordance with the Club's policies on reimbursements, the reasonable expenses incurred by members of the Board in the performance of their duties. The Board shall maintain a "Conflict of Interest" policy and require each board member to annually complete a disclosure statement, which statement shall be reviewed annually by the Board.

12.2. **No loans shall be made by the Club to the members of ORRC** or its employees.

13. SAVINGS CLAUSE

13.1. Failure of literal or complete compliance with provisions of the bylaws with respect to dates, times and notice, or the sending or receipt of the same, or errors in phraseology of notice of proposal, do not invalidate the actions or proceedings of the members at any meeting, as long as the members judge (by majority vote) that no substantial injury to the rights of members has occurred.

14. TAX STATUS AND DISSOLUTION

14.1. No part of the net earnings of ORRC shall benefit or be distributable to, its Members, Directors, Trustees, Officers, or other private persons; except that ORRC may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in SECTION 2. No part of ORRC's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. ORRC may not participate in nor intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office.

14.2. Regardless of any other provision of these articles, ORRC may not carry on any other activities not permitted to be carried on by a corporation (a) that is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

14.3. Upon dissolution of ORRC, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America or other 501(c)(3) nonprofit organization with a similar purpose to ORRC.

15. AMENDMENTS TO BYLAWS

15.1. **These bylaws may be amended** by a majority of those voting at an Annual Election, as follows: (a) a proposed amendment must be submitted in writing to the President at least 30 days preceding the Annual Election; (b) the board by majority vote determines its position for, against, or for with a recommended change; and (c) the board returns the proposal along with its position to be included in the notice of the Annual Election.

- 15.2. **In emergency or extraordinary situations**, as defined by the board, the board waive the 30 day submission deadline and bypass the requirement of including the proposed amendment in the notice of the Annual Election. In such emergency cases the board must communicate the proposed amendment and board position to the membership at least 30-days prior to the Annual Election.
- 15.3. **Resubmission of defeated proposal.** A proposed amendment, which has not been recommended by the board and has been defeated at the annual meeting may not be resubmitted until at least one annual meeting has intervened. The board determines, in its sole discretion, whether an amendment is sufficiently similar to one previously considered to be governed by this subsection.
- 15.4. **Format of proposed amendments:** Members must introduce their proposed amendments by submitting the proposed amendments in the language, that if adopted, may be incorporated directly into the Bylaws.
- 15.5. **Effective date.** An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.
- 15.6. **Non-substantive corrections.** The board may renumber, revise, codify or correct any provision in these bylaws, and in the rules, policies, procedures and regulations of the Club, to eliminate errors, to correct spelling and grammar, to provide consistent numbering and to bring about proper order and sequence, but in so doing it may not change the meaning of any provision.