

Bylaws of the Lydiksen Parent/Faculty Club (PFC)

A California Nonprofit Public Organization

1. NAME

The name of this Organization is the Lydiksen Parent Faculty Club (PFC) (the "**Organization**"), located in the City of Pleasanton, County of Alameda, State of California. Lydiksen Elementary School, which this association is connected with, is located in the Pleasanton Unified School District.

2. PURPOSE

The purpose of the Organization is:

- 1) To assist Lydiksen Elementary School (the "**School**") in providing quality education for all Lydiksen Elementary School students;
- 2) To sponsor activities which raise funds through parental involvement to assist in supporting the educational program and extracurricular activities at the school;
- 3) To provide activities that are safe, fun, and uplifting to the Lydiksen Elementary School population;
- 4) To act as liaison between parents, faculty, community and the Board of Education, and;
- 5) To promote the welfare of students in home, school and community.

3. BASIC POLICIES

- 3.1. This Organization shall be noncommercial, nonsectarian, and nonpartisan.
- 3.2. The name of the Organization and the names of any members in their official capacities shall not be used in connection with any commercial concern or with any partisan interest for any purpose not appropriately related to promotion of the charter of this Organization.
- 3.3. The Organization shall not directly or indirectly participate or intervene (in any way, including the publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

- 3.4. This Organization shall work with Lydiksen Elementary School to provide quality education for all children and youth and shall seek to participate in the decision-making process establishing school practices, recognizing that the legal responsibility to make decisions has been delegated by the people to the Board of Education.
- 3.5. This Organization shall not enter into membership with other associations, but may cooperate with other associations and agencies concerned with child welfare. A Lydiksen Elementary School PFC representative shall make no commitments that bind the group he/she represents.
- 3.6. No part of the net earnings of this Organization shall ever inure to or for the benefit of or be distributed to its members, trustees, officers, or other private persons, except that the Organization shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.
- 3.7. Notwithstanding any other provisions of these articles, the Organization shall not carry on any other activities not permitted to be carried on by an association or Organization exempt from Federal Income Tax under Section 501(C)(3) of the Internal Revenue Code of 1954.

4. MEMBERSHIP

- 4.1. Members. Any parent or guardian of a student attending Lydiksen Elementary School may become a "**Member**" of the Organization. Staff of the School may also become Members of the Organization. The Organization admits Members of any race, color, religion, national or ethnic origin, and sexual orientation to all the rights, privileges, programs and activities generally accorded or made available to Members.
- 4.2. Membership Drive. Annual membership dues shall be set by a vote of the executive board and payable during each fiscal year. The PFC shall conduct an annual enrollment of Members but shall admit persons to membership at any time.
- 4.3. Voting Rights. Each Member will be entitled to one (1) vote on each matter submitted to the vote of the Members, as the case may be. Members will be entitled to vote for Board members of the Organization as set forth in Section 8.2 (*Elections*) and certain amendments to the Bylaws of the Organization as set forth in Section 12.1 (*Amendment*).

5. MEMBER MEETINGS

- 5.1. General Meetings. General meetings shall be held monthly during the regular school year, except as decided by a Board vote and to be held no less than bimonthly, to conduct the business of the Organization. The member population shall receive advanced notice of the date, time and location of the meeting by means of the school newsletter, school marquee, or by electronic message. Meetings are to be held at a consistent day/time throughout the year (e.g. 1st Tuesday of each month, or 3rd Wednesday). If a meeting must be moved or canceled, at least one (1) week's advance notice must be given by electronic message to the member population. Any meeting called pursuant to this section may be held virtually via a Board-selected telecommunications service (e.g., Zoom, Google Hangouts) at its discretion ("Virtual Meeting").
- 5.2. Special Meeting. If a special meeting must be called between regularly scheduled general meetings to address exigent circumstances, at least five (5) days notice must be given to the member population via the school newsletter, electronic messaging, and the school marquee. If exigent circumstances require a special meeting to be held sooner than 5 days, the Board President must communicate to all Board Members by electronic messaging why the special meeting must be held within 5 days and all Board members must consent individually or collectively by electronic messaging to provide less than five days of notice to the member population. The notice of the special meeting must specify the place, date, hour, and purpose of the special meeting. Any special meeting called pursuant to this section may be held virtually via a Board-selected telecommunications service (e.g., Zoom, Google Hangouts).
- 5.3. Quorum. For the transaction of business at a General Meeting, a quorum shall consist of $\frac{2}{3}$ of the Board, or five voting members of the Organization. In the absence of a quorum, the Board and/or members cannot vote on any business, but may have non-binding discussions. If a quorum is not present, the meeting may be rescheduled or action may be taken without a meeting as set forth in Section 5.6.
- 5.4. Notice of General Meetings. All notice of general meetings of Members, with the exception of special meetings (see section 5.2) must be communicated or otherwise given not less than seven (7) nor more than one hundred eighty (180) days before the date of the meeting. The notice must specify the place, date, and hour of the meeting. Items presented to the Board during the meeting may be considered for vote or tabled until the next meeting at the discretion of the Executive Board.
- 5.5. Member Majority Vote. All decisions of Members will be by majority vote of those Members present and voting at the meeting, or submitting completed written

ballots, except as otherwise required by law of the Bylaws. A majority vote is more than half of the votes cast. Where a Virtual Meeting is held pursuant to these Bylaws, then the majority vote of those Members present at the Virtual Meeting shall be counted the same as if that meeting were held in person. Should the decision at issue require the submission of written ballots, then such submissions may be made via email to the Secretary, and recorded in the minutes of the following General Meeting.

- 5.6. Action without General Meeting. If any action that falls within the purpose of the Organization (as outlined in Section 2) must be taken between regularly scheduled general meetings and requires to be voted on by members, such action may be taken without a general meeting if a Board quorum approves of such action either at a Board meeting or in writing (including email), provided however, that such action must be ratified at the next occurring general membership meeting.

6. EXECUTIVE BOARD

6.1. Number and Term.

- (a) Number. The Executive Board will be composed of the Board Members and the Principal of the School (as needed). The Board Members will select the Committee Chairs as set forth in Section 8.2 (*Elections*).
- (b) Vote. Each Executive Board Member will have one vote.
- (c) Term. Each Board Member will serve a term of at least one (1) year and no more than two (2) years in the position for which they were elected. A Board Member's regular term will begin on July 1 and will end on June 30. Each Board Member—outgoing and incoming—is required to participate actively in all transition activities.
- (d) Qualifications. All Committee Chairs (including all Board Members) must (i) be Members, (ii) have the skills necessary or desirable to fulfill the duties of the position in which they serve and (iii) have the ability to work cooperatively with the Board and membership to fulfill these duties of the position in which they serve and further the purposes of the Organization.
- (e) Removal for Cause. Any Board Member may be removed with cause upon the vote of a majority of the Board Members voting on such matter. A majority vote is more than half of the votes cast. Cause includes any action that is illegal or against organization regulations.

- (f) Removal for Neglect. Any Board Member may be removed for inefficiency or neglect of duty, upon the vote of a majority of the Board Members voting on such matter, but first must be offered an in-person hearing in front of the entire PFC Board and the Principal. A majority vote is more than half of the votes cast.
- (g) Resignation. A resignation must occur in writing and be submitted to the entire PFC Executive Board and the Principal. A resignation with any conditions attached will be automatically rejected.

6.2. Powers and Duties.

- (a) Management of Organization. The affairs of the Organization will be managed by the Board and all powers of the Organization will be exercised by or under the direction of the Board. In furtherance, and not in limitation, of the foregoing, the Board will have general charge and control of the affairs, funds and property of the Organization. Except as otherwise provided in these Bylaws, the Board may establish and delegate performance of duties and exercise of powers to Board Members and agents of the Organization from time to time.
- (b) Vacancies. Vacancies on the Board may be filled by nomination by the Board, confirmed by a yes-or-no vote of the Members. Persons so appointed will serve until the expiration of the regular term.

6.3. Board Meetings.

- (a) Regular Meetings. Board meetings will be held on a regular basis throughout the school year on a schedule that is mutually agreeable to all Board Members. Any meeting called pursuant to this section may be held virtually via a Board-selected telecommunications service (e.g., Zoom, Google Hangouts) at its discretion (“Virtual Meeting”).
- (b) Special Meetings. Special Board meetings may be called by the President as needed or may be called by the written (or emailed) request of any Board Members.

- 6.4. Quorum. A number of Board Members equal to two-thirds ($\frac{2}{3}$) of the authorized Board Members will constitute a quorum for the transaction of business. Every act or decision made or done by a majority of the Board Members present at a meeting duly held at which a quorum is present is the act of the Board unless the law or these Bylaws require a greater number. In the absence of a Board quorum, the Board cannot vote on any business, but may have non-binding

discussions. If a quorum is not present, the meeting may be rescheduled or action may be taken by the Board without a meeting as set forth in Section 6.5.

- 6.5. Action by Board without Board Meeting. Any action permitted to be taken by the Board may be taken without a Board meeting if a Board quorum individually or collectively consents in writing (including email) to such action, provided however, that such action must be ratified at the next occurring Board meeting and, if required, at the next occurring general membership meeting
- 6.6. Attendance. Regular attendance at the general and Executive Board meetings is expected from all Board Members.
- 6.7. Statements of Policy. The Board may adopt, modify or rescind written Statements of Policy from time to time interpreting or elaborating on the principles set forth in these Bylaws or setting forth the then current policies of the Board with respect to the conduct of the affairs of the Organization (as in effect from time to time, the "Statements of Policy"). Statements of Policy will be maintained with these Bylaws with the other records of the Board. Any Statement of Policy approved by the Board will be binding upon the Organization, its Board Members and Members to the same extent as if incorporated in these Bylaws.
- 6.8. Changes in Policy and Changes in Procedure. Any material changes to existing programs or systems, including any revisions of Statement of Policy, must be approved by vote of the Executive Board. Any Executive Board Member promoting or sponsoring a material change to existing programs or systems will be granted appropriate consideration by the Executive Board.

7. BOARD MEMBERS

- 7.1. Composition. The Board Members of the Organization (The "Board Members") consist of President, Vice President, Recording Secretary, Treasurer, Volunteer Director, Fundraising Director, Hospitality Director, Social Events Director, Parliamentarian, and such other board Members as the Board may from time to time appoint. The Board may add, combine or remove Officer positions with a $\frac{2}{3}$ majority vote from the membership.
- 7.2. Terms of Office.
 - (a) Term. Each Officer will serve a term of at least one (1) year and no more than two (2) years in the position for which they were elected. Each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve or until his or her successor shall be elected and qualified, whichever occurs first.

- (b) Job Sharing. It is acceptable for two people to share a single board position, provided they run for the position as a pair. They will be represented on the Board as a single position. (For example, two people may run jointly for Secretary and share the position. In that case the Secretary will have one vote.)
- (c) Committee Chairpersons. Committee Chairpersons are appointed by the Board for a term of one (1) year. Each Chairperson shall hold the position until he or she resigns or is removed or is otherwise disqualified to serve or at such time an incoming Board appoints a new Chairperson. Chairpersons are eligible for multiple terms as long as they are qualified to serve.

7.3. Duties.

- (a) **President**. The President shall:
 - (i) be the chief executive officer and general manager of the Organization and will generally supervise and control all of the business and affairs of the Organization, subject to the direction of the Board;
 - (ii) perform all the duties incident to this office and such other duties as may be required by law, or as the Board or these Bylaws may require;
 - (iii) preside at all Board Meetings and General Meetings and make regular reports to the membership at large;
 - (iv) enforce observance of the Constitution and Bylaws;
 - (v) work with the Board to create committees and appoint chairs thereof as deemed advisable and necessary;
 - (vi) work with the Treasurer and all other Board members to create and maintain a working, financial plan or budget;
 - (vii) work in conjunction with the Treasurer and Administrative Secretary on setting up FutureFund (or any other online service being used by PUSD or the school) for registering students for the new school year;

- (viii) attend monthly PCC meetings involving other organizations to stay regularly apprised of district activities;
- (ix) provide the agenda for Board and General meetings; and
- (x) communicate with the Principal to stay regularly apprised of School and district activities.

(b) **Vice President**. The Vice President shall:

- (i) in the absence or disability of the President, or in the event of the President's refusal to act, perform all of the duties of the President, and when so acting, will have the powers of, and be subject to the restrictions on the President;
- (ii) control all communication by publicizing Lydiksen events and activities through the PFC newsletters, social media, flyers, and by other means necessary;
- (iii) lead the PFC membership process by organizing membership cards and coordinating with sponsors for said cards;
- (iv) maintain and manage the master file on all PFC memberships for each school year and provide the Secretary with a list of all PFC members for General meeting voting purposes;
- (v) encourage increased attendance and interest in monthly PFC meetings by such means as guest speakers, special events, open forums, etc.;
- (vi) to assist with budget planning and review; and
- (vii) perform all other official duties as required by the President.

(c) **Recording Secretary ("Secretary")**. The Secretary shall:

- (i) certify and maintain an original or copy of these Bylaws as amended;
- (ii) keep or cause to be kept a book of minutes of all general and executive meetings of the members and Board, recording the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present, and the proceedings thereof;

- (iii) see that all notices are duly given in accordance with the Bylaws and distribute minutes of meeting to the Board two weeks prior to the next meeting and post the approved minutes on the PFC website within one week of approval;
 - (iv) be custodian of the records of the Organization;
 - (v) keep a record of names of members;
 - (vi) be responsible for all correspondence at the direction of the President; and
 - (vii) perform other official duties as required by the President.
- (d) **Treasurer.** The Treasurer shall:
- (i) have custody, and be responsible for all funds and investments of the Organization, and deposit all funds in the name of the Corporation in such banks, trust companies, or other depositories as may be directed by the Board;
 - (ii) receive, safely keep and give receipt for, money due and payable to the Organization from any source whatsoever;
 - (iii) disburse or cause to be disbursed the funds of the Organization as may be directed by the Board, taking proper vouchers for such disbursements;
 - (iv) keep and maintain adequate and correct books and records of the Organization's properties and business transactions, including the Organization's accounts of its assets, liabilities, receipts, disbursements, gains and losses;
 - (v) present financial status reports at regular meetings of the Board, or as otherwise determined by the Board;
 - (vi) have responsibility for preparing and monitoring the budget of the Organization;
 - (vii) cause the Organization to make any required tax or regulatory filings;

- (viii) keep and reconcile the Organization's checkbooks and the general money market account;
- (ix) present the books on an annual basis or upon change of Treasurer to the auditor chosen by the Board;
- (x) follow the cash handling procedure as documented by the Board;
- (xi) work in conjunction with the President and Administrative Secretary on setting up FutureFund (or any other online service being used by PUSD or the school) for registering students for the new school year; and
- (xii) perform all other official duties as required by the President.

(e) **Volunteer Director**. The Volunteer Director shall:

- (i) assist the President when needed;
- (ii) over-see all committees;
- (iii) keep a list of all volunteers and the subcommittee volunteer signup sheets;
- (iv) prior to the start of an event, contact all parents on the signup sheet and identify a chairperson for the subcommittee; if a chairperson can not be identified that event will be canceled;
- (v) be a liaison between the Board and volunteers;
- (vi) contact volunteers and establish new subcommittees at the direction of the Board;
- (vii) put together subcommittee signups for the following school year;
- (viii) assist the Room Parent Coordinator when needed for special events such as Teacher Appreciation Week, etc; and
- (ix) perform other official duties as required by the President.

(f) **Fundraising Director**. The Fundraising Director shall:

- (i) work with the Board to plan fundraisers approved by the Organization, develop annual fundraising goals and maintain a fundraising calendar;
- (ii) work with the Volunteer Director to identify fundraising event chairperson opportunities;
- (iii) provide monthly overview of progress to goals at Board and General Meetings;
- (iv) provide support as needed to fundraising committee chairs for all fundraisers approved by the Board; and
- (v) perform other official duties as required by the President.

(g) **Hospitality Director**. The Hospitality Director shall:

- (i) serve as a “goodwill ambassador” to the Lydiksen parent community; reaching out to both new and established families; encouraging participation and open lines of communication;
- (ii) initiate and partner with committee chairs on non fund-raising events to bring in new families to the PFC;
- (iii) organize and set up refreshments, food, decorations for PFC sponsored events in collaboration with Social Events Director (if applicable);
- (iv) maintain hospitality supplies and equipment and an updated inventory for them;
- (v) present hospitality budget for approval at the final Board meeting of the previous year and monitor authorized budget throughout the school year;
- (vi) work with Lydiksen Office Assistant to prepare and/or update Welcome Packet to new families who join Lydiksen mid-way through the year;
- (vii) oversee the Staff/Teacher Luncheons and work with the Volunteer Director to get volunteers to help with these events;

- (viii) work with the Board and Administration to annually recognize parent volunteers for PFC-sponsored events;
 - (ix) recognize staff birthdays and retirements;
 - (x) report on hospitality plans at Board and General Meetings for forthcoming Hospitality events; and
 - (xi) perform other official duties as required by the President.
- (h) **Social Events Director**. The Social Events Director shall:
- (i) work with the Board to plan social events approved by the Organization and oversee the coordination of the PFC's social activities;
 - (ii) recruit and manage event committee members in conjunction with the Volunteer Director;
 - (iii) work with Hospitality Director regarding the inventory of PFC supplies and social events;
 - (iv) provide monthly overview of progress to goals at Board and General Meetings;
 - (v) provide support as needed to the social committee chairs for all social events approved by the Board;
 - (vi) Make efforts to maintain binders or electronic documents (such as Google Documents saved on PFC Google Drive) with details on all events planned; and
 - (vii) Perform other official duties as required by the President.
- (i) **Parliamentarian**. The Parliamentarian shall:
- (i) attend, participate, keep order and ensure that proper procedures are followed at each Board and General meeting;
 - (ii) have complete knowledge and understanding of the articles and bylaws of the Organization;
 - (iii) be responsible for setting up and drafting a casual rule of order for the PFC based loosely on the Robert's Rules of Order as well as

being familiar with the current authorized edition of Robert's Rules of Order;

- (iv) advise and consult with the President on PFC matters as needed;
 - (v) assist the President in preparing for meetings when requested;
 - (vi) ensure each member of the Board has a current copy of the bylaws and standing rules;
 - (vii) ensure that the PFC website contains the most current bylaws and standing rules;
 - (viii) take the lead and work with the President and all Board members when amending or revising the Bylaws; and
 - (ix) Perform other official duties as required by the President.
- (j) **Principal**. The Principal shall:
- (i) act as the liaison between the School, the faculty of the School and the Pleasanton Unified School District;
 - (ii) report on Pleasanton Unified School District activities and information in addition to the needs of the School;
 - (iii) communicate with the President regularly.

8. NOMINATION AND ELECTION OF BOARD MEMBERS

- 8.1. **Nominations**. If member general meetings are held monthly, nominations are to be held during the April General Meeting of Members. If general meetings are held bimonthly, nominations are to be held during the March General Meeting of Members.
- 8.2. **Elections**. Elections are to be held during the May General Meeting of Members. If only a single person has been nominated for each office, a simple yes-or-no vote will be taken to confirm the nominees. If more than one person has been nominated for any office, paper ballot voting will be held.
- 8.3. **First Meeting of New Board**. The newly elected Board will convene its first meeting, jointly, with the last meeting of the outgoing Board for purposes of instruction and direction.

9. SPECIAL COMMITTEES

The Board may appoint such committees from time to time as it deems advisable, and for such purposes or activities as it deems advisable. The Board may adopt standing committees from time to time. The identities of the standing committees and their functions will be set forth in Statements of Policy, as adopted or amended from time to time.

10. FUNDS MANAGEMENT

10.1. Budget.

- (a) The Board Members shall develop a budget for each school year.
- (b) Unbudgeted financial requests requiring funds of \$1000 or less may be reviewed by the Board Members for budgetary considerations and must be approved at the Board Meeting by a Board quorum. Unbudgeted financial items requiring funds greater than \$1000 must be approved by a Board quorum and a majority vote of the PFC Members in attendance at the general meeting. If an unbudgeted financial request falls within the purpose of the Organization (as outlined in Section 2) and such item requires approval between regularly scheduled general and/or board meetings, approval of the unbudgeted financial item may be taken in accordance with Section 5.6 (unbudgeted financial item exceeds \$1000) or Section 6.5 (unbudgeted financial item is \$1000 or less.)

10.2. Faculty Funds. Funds allocated by the Organization to the School faculty, either through the budgeting process or through fundraising activities (e.g., Fun Run) must be used by the end of each school year or be returned to the Organization general fund, unless specifically fundraised for a different school year.

10.3. Financial Review. An overview shall be performed by the Executive Board no later than July 15th of each school year, or in the event of the resignation of the Treasurer.

11. LIABILITY

11.1. Liability. No officer of this Organization will be personally liable for the debts, liabilities or obligations of the Organization.

11.2. Exculpation. No member, Officer, Director or agent of the Organization (collectively, the “**Covered Persons**”) will be liable to the Organization or any other Person who has an interest in or claim against the Organization for any

loss, damage or claim incurred by reason of any act or omission performed or omitted by such Covered Person in good faith on behalf of the Organization and in a manner reasonably believed to be within the scope of the authority conferred on such Covered Person by these Bylaws, the Organization's Articles of Organization, or applicable law.

- 11.3. Indemnification. To the fullest extent permitted by law, this Organization shall indemnify its Board Members, Committee Chairs and other persons described in California Organizations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Organization, by reason of the fact that the person is or was a person described in that section. "**Expenses**," as used in this bylaw, shall have the same meaning as in that section of the California Organizations Code.

On written request to the Board by any person seeking indemnification under California Organizations Code Section 5238(b) or Section 5238(c), the Board shall promptly decide under California Organizations Code Section 5238(e) whether the applicable standard of conduct set forth in California Organizations Code Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Board Members who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Board Members who are not parties to that proceeding, the Board shall promptly call a meeting of the Members. At that meeting, the Members shall determine under California Organizations Code Section 5238(e) whether the applicable standard of conduct has been met and, if so, the Members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceedings covered by this Section shall be advanced by the Organization before final disposition of the proceeding, on receipt by the Organization of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Organization for those expenses.

- 11.4 Insurance. This Organization has the right to purchase and maintain insurance the full extent permitted by law on behalf of its Board Members, Committee Chairs, and other agents, to cover any liability asserted against or incurred by

any Officer, Director, or agent in such capacity or arising from the Officer's, Director's, or agent's status as such.

12. AMENDMENTS AND RULES OF ORDER

12.1. Amendment. The Bylaws may be amended in the following manner:

- (a) Any amendment must be proposed by the Board or by written request of not less than ten (10) Members, addressed to the President.
- (b) Any amendment may be approved by the two-thirds ($\frac{2}{3}$) vote of the Board Members, unless the proposed amendment changes the number of authorized Board Members, Member voting rights or other matters requiring approval of the Members under the Act.
- (c) If a proposed amendment requires Member approval, a statement of the nature and purpose of the proposed amendment must be read at one (1) meeting of the Board open to the Members preceding the meeting of adoption, or the proposed amendment must be submitted to the Members. A majority vote of all Members present will be required to confirm each such amendment or to confirm the revised Bylaws as a whole.
- (d) Statements of Policy may be amended by the Board.
- (e) Notwithstanding the foregoing provisions, the Bylaws may be amended as necessary to obtain a determination by the Internal Revenue Service that the Organization is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or by the Franchise Tax Board that it is exempt from California Franchise or income tax under Section 23701 of the Revenue and Taxation Code of California by unanimous written consent of those Board Members present at any meeting of the Board at which a quorum is present.

12.2 Rules of Order. The rules contained in Robert's Rules of Order Revised will govern the Organization in all matters of parliamentary procedure to which they are applicable and not inconsistent with the Bylaws.