

PROPOSED CHANGES TO:
THE WHITEHALL CLUB BY-LAWS OF FEBRUARY 2015
Proposed Changes are highlighted in **YELLOW** below:

ARTICLE II
MEMBERS

2.01 General Qualifications for Membership. Each member of the Corporation shall be of good character and business or professional reputation and must be actively engaged within the Houston metropolitan area in the business or profession in which he is classified in the Corporation. Each member of the Corporation shall be classified as follows:

Original #1:

- (a) Only one (1) member may represent a particular line of business or profession (his "professional classification"), as defined by the Membership Committee.

Proposed #1:

- (a) Only one (1) member may represent a particular line of business or profession (his "professional classification"), as defined by the Membership Committee. **The ideal member for any professional classification should be a business leader in his industry, a high-level executive, a business owner or a combination of the three. Exception: If a current classification "owner" is in good standing and deems there to be no business conflict, the current classification owner may approve an additional member in the same professional classification.**

Original #2:

- (d) When any member in good standing who remains actively engaged in his profession becomes 65 years of age, said member will no longer be able to claim exclusive use of his professional classification under these By-Laws. In such instances, a new member with the same professional classification may be elected in accordance with Section 2.02

Proposed #2:

- (d) When any member in good standing who remains actively engaged in his profession becomes **70** years of age, said member will no longer be able to claim exclusive use of his professional classification under these By-Laws. **This member is encouraged to become an emeritus member and may nominate a suitable replacement for the professional classification. In such instances, a new member**

with the same professional classification may be elected in accordance with Section 2.02 The election of new members

Proposed #3: (Additional)

- (e) If a former member who resigned in good standing wishes to re-join the Corporation, the VP of Membership (I) will investigate potential conflicts, and if no conflicts exist, recommend and submit the former member for a two-thirds (2/3) vote of the membership committee in accordance with section 2.02.

2.02 Election of New Members. New members shall be elected in accordance with the following procedure:

Original #4:

- (a) Any member (the “Sponsoring Member”) may propose an individual for membership in the Corporation as provided herein.

Proposed #4:

- (a) Any member (the “Sponsoring Member”) may propose or nominate an individual for membership in the Corporation as provided herein by soliciting a resume or biographical statement from the prospective member, informing the VP of Membership (I), and providing a letter of recommendation. The resume or biographical statement should provide detailed background on the prospective member’s professional qualifications, family, and other relevant information. The letter of recommendation containing: i) Length and nature (business or professional) of his relationship with the prospect and his family; ii) A statement of why the prospective member would be a beneficial member of the club; and iii) Disclosure of and explanation of any prospective member’s direct relationship to an existing member.

Original #5:

- (b) The Sponsoring Member must write a letter of recommendation to the Membership Committee via the VP of Membership, providing the Membership Committee with a completed and signed application and professional resume or detailed background on the prospect’s professional qualifications, family, and other factors which may be relevant. The Sponsoring Member should indicate the length and nature (business or professional) of his relationship with the prospect and his family, and a statement of why the prospect would be a beneficial member of the Corporation. If the prospect is related to any existing member, this shall also be disclosed to the Membership Committee.

Proposed #5:

- (b) A membership candidate shall be presented to the Membership Committee for “first round” membership approval after the following has occurred: 1) At least one visit as a guest; 2) Any and all conflicts have been checked and cleared by the VP of Membership (I); 3) the prospective member has completed a membership application; 4) the prospective member has supplied a professional resume or biographical statement; and 5) the Sponsoring Member has provided a Letter of Recommendation.

Original #6:

- (c) The Sponsoring member should then arrange for two additional members (after meeting the prospect) to supply letters of recommendation to the Membership Recruitment Committee. After receiving the prospect’s resume or detailed background, and all three letters of recommendation, the Vice-President -Membership will solicit comments on the prospect from any members who it is believed may have a conflict with the proposed business or professional classification of such prospect.

Proposed #6:

- (c) After receiving “first round” membership committee approval, the VP of Membership (I) shall inform and provide biographical information to the broader membership of the prospective member’s candidacy. In addition, the Sponsoring Member or his surrogate shall invite the prospective member to make at least two “official” prospective member visits at breakfast meetings. Up to two official prospective member visits will be paid by the club. Only visits following first round membership committee approval qualify as official prospective member visits.

Original #7:

- (d) The Sponsoring Member and the VP of Membership is responsible for conducting a reasonable investigation of each prospect’s background to endeavor to confirm his integrity, determine his business or professional classification, and determine whether there are conflicts with other members which would justify denying membership.

Proposed #7:

- (d) Further, to ensure that members (in addition to the Sponsoring Member) have an opportunity to visit with the prospective member, the VP of Membership (I) may wish to arrange a lunch, or additional interviews as needed with current member(s). Concurrently, the VP of Membership (I) should arrange for at least two additional

members to supply letters of recommendation to the Membership Committee. The sponsoring Member and other active members share in the responsibility for identifying potential conflicts that a prospective member's professional classification may have with any member in good standing.

Original #8:

- (e) After the VP of Membership has received comments from interested members, and after any potential conflict has been resolved, the Membership Committee will approve or disapprove the prospect's application for further consideration or determine that further information is needed. A two-thirds (2/3) vote of the members of the Membership Committee present at a meeting at which a quorum is present is required for final approval of a Prospective Member application. If the application is approved for further consideration, the VP of Membership will notify the membership of the Corporation, and the individual will become a Prospective Member who will be asked to attend two regular meetings of the Corporation. It shall be the responsibility of the Sponsoring Member to introduce the Prospective Member to the Membership and collect from the prospect a check for one (1) year's dues.

Proposed #8:

- (e) After the VP of Membership (I) has; 1) resolved any potential conflicts; 2) received the prospective member's membership application, resume or biographical statement and letters of recommendation; 3) ensured that the prospective member has visited with a sufficient number of members of the Corporation; and 4) ensured that the prospective member has attended two breakfast meetings as an official prospective member, the VP of Membership (I) shall submit the candidate and supporting documentation to the Membership Committee for a final or "second round" vote. The Membership Committee will approve or disapprove the prospect's application with a two-thirds (2/3) vote or determine that further information is needed.

Original #9:

- (f) The Sponsoring Member will notify the VP of Membership when the Prospective Member has attended the two required meetings, at which time the Membership Committee will consider the Prospective Member's application for membership for final approval. A two thirds (2/3) vote of the members of the Membership Committee present at a meeting at which a quorum is present is required for final approval of a Prospective Member's application. Upon final approval the President of the Corporation shall write a letter of congratulations to the new member informing him that his membership has been approved. In the event that the membership is denied, the check for one year's dues will be returned promptly to the prospective Member. The President shall introduce the new member at the next meeting of the Corporation.

Proposed #9:

- (f) The "Second Round" or final vote of the members of the Membership Committee shall be conducted in person, virtually, or electronically whereby a quorum is required for final approval of full membership for the Prospective Member with a two-thirds (2/3) vote. After final approval, the VP of Membership (I) will notify the membership of the Corporation, officially welcome the new member, and request that the new member pay for one (1) year's dues before attendance at his first meeting as a full member. The President of the Corporation or the VP of Membership (I) will introduce the new member to the Corporation at the next regular meeting.

Proposals 2.04 Termination of Membership. A member's membership in the Corporation shall be terminated under any of the following circumstances:

Original #10:

- (a) If a member ceases to have his place of business in the Houston metropolitan area if the line of business or profession under which he is classified in the Corporation.

Proposed #10:

(Remove (a) – the present technological and business culture changes make it feasible to live and subsequently "do business" in other locations, thus negating the intent of this clause)

Original #11:

- (e) Any member physically attending fewer than fifty percent (50%) of the regular scheduled meetings of the Corporation held during any consecutive four-quarter period shall lose his right to object to the application of any Prospective Member applying in his category during the next quarter. Further, such member's membership may be terminated with a two thirds (2/3) vote of the Membership Committee present at the meeting at which a quorum is present. The member will then be notified in writing that his membership has been terminated. The Vice President-Retention may, in his sole discretion, waive absences from a member's record if said member has encountered significant extenuating circumstances. The above notwithstanding, and disputes as to the appropriateness of "extenuating circumstances" shall be determined by the President.

Proposed #11:

- (e) Any member physically attending fewer than fifty percent (50%) of the regular meetings of the Corporation held during any consecutive two semi-annual periods

ending June 30th and December 31st shall lose his right to object to the application if any Prospective Member applying in his category during the next semi-annual period and thereafter until he completes the 50% attendance requirement for a semi-annual period. Further, such member's membership may be terminated by a two-thirds (2/3) vote of the Membership Committee present at a meeting at which a quorum is present. The member will then be notified in writing that his membership has been terminated. The Vice President-Retention may, in his sole discretion, waive absences from a member's records if said member has encountered significant extenuating circumstances. The above notwithstanding, any disputes as to the appropriateness of "extenuating circumstances" shall ultimately be determined by the President.

Original #12:

2.07 Member Emeritus Status. At any time after seven (7) years of active membership status a member in good standing, who is greater in age than fifty years old may make written application to the Membership Committee for *Emeritus Status*. If such application is favorably approved by two-thirds (2/3) of the Membership Committee present at a meeting at which a quorum is present the member will become an Emeritus Member of the Corporation and become exempt from the membership attendance requirements set out in Section 2.04 or any other section of the By-Laws with respect to mandatory attendance levels.

Proposed #12:

2.07 Member Emeritus Status. At any time after seven (7) years of active membership status a member in good standing, said member may automatically assume emeritus status upon written notification to the Membership Committee and will be announced at the following business meeting of the Club after receipt of the written notification. If the member has less than seven (7) contiguous years of active membership status as a member in good standing, the member may make written application to the Membership Committee for *Emeritus Status*. If such application is favorably approved by two-thirds (2/3) of the Membership Committee present at a meeting at which a quorum is present the member will become an Emeritus Member of the Corporation and become exempt from the membership attendance requirements set out in Section 2.04 or any other section of the By-Laws with respect to mandatory attendance levels.

Original #13:

2.08: Immediately upon granting a member emeritus status, said member's classification shall become available to other prospective members. The member's emeritus status will thereafter be made clear in any announcements made at regular meetings without reference to prior classification. Should the emeritus member at any time thereafter wish to return to regular membership status, they must apply to the

Membership Committee for either new membership or change of classification, in accordance with the By-Laws.

Proposed #13:

2.08: Immediately upon granting a member emeritus status, said member's classification shall become available to other prospective members. The member's emeritus status will thereafter be made clear in any announcements made at regular meetings and reference to the member's professional history prior to emeritus status is encouraged to recognize that member's professional expertise to the membership. Should the emeritus member at any time thereafter wish to return to regular membership status, they must apply to the Membership Committee for either new membership or change of classification, in accordance with the By-Laws.

Original #14:

5.05 Vice President-Membership

5.06 Vice President-Membership Retention

5.07 Vice President-Program

5.08 Vice President- Social

5.09 Secretary

5.10 Treasurer

Proposed #14:

5.05 Vice President-Membership I

5.06 Vice President-Membership II

5.07 Vice President-Program I

5.08 Vice President-Program II

5.09 Vice President-Social I

5.10 Vice President-Social II

5.09 Secretary

5.10 Treasurer

Original #15:

6.01 Membership Committee: The Membership Committee shall consist of the past five (5) most immediate past--Presidents electing to serve on the committee, and the then President and Vice Presidents of Programs and Membership of the Corporation. Any past-- President that cannot actively attend at least 50% of anticipated committee meetings are encouraged to elect not to serve. It shall perform the duties set out in Section 2.02 herein. Any past--President who is not a member of the Membership Committee may attend any Membership Committee, with no voting privileges.

Proposed #15:

6.01 Membership Committee: The Membership Committee shall consist of; 1) the past five (5) most recent past Presidents choosing to serve on the committee; 2) the current President; 3) the current Vice President of Programs I and 4) the Vice President of Membership I of the Corporation. Any past President that cannot actively serve on the committee may be replaced by a different (previous) President by the active Chairman of the board of the Corporation. The 8-person committee shall perform the duties set out in Section 2.02 herein. Any past President who is not a member of the Membership Committee may elect to be involved with the Membership Committee, with no voting privileges.