

**AMENDMENTS TO BYLAWS OF
THE SAN DIEGO SHELL CLUB, INC.**

At the annual general meeting of The San Diego Shell Club, Inc. on November 18, 2017, the membership approved the following amendments to the Bylaws of the corporation:

“Article IV, Section 1. Officers. The elected Officers of the Executive Board shall be the President, Vice President, Corresponding Secretary, Recording Secretary Treasurer, Past President and optionally the Board of Directors may include up to five Member-at-Large positions. Each year, the currently serving Executive Board will propose a slate of Officers for the preceding year to the Membership. This slate may include one or more Board of Directors Members-at-Large. The number of Board of Directors Member-at-Large positions must be an odd number and may be one, three or five. The number and individuals for the positions of Board of Directors Members-at-Large will be nominated and elected in the same manner as that for the Executive Board. There is no limitation on the number of consecutive terms a Board of Directors Member-at-Large may serve. However, the number of Board of Directors Member-at-Large positions will be determined at the discretion of the then serving Executive Board for the preceding year. Each member of the Executive Board and the Board of Directors Members-at-Large will have one vote on all issues concerning or brought before the Club for resolution.

The Board of Directors Member-at-Large:

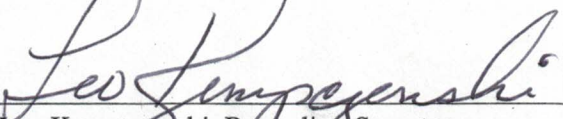
- (a) may, assist any Executive Board member in the performance of his or her duties at the Executive Board member’s request;
- (b) shall be present at all Executive Board meetings. The term “present” does not require that the Member-at-Large be physically present. The Member-at-Large may attend the Board meeting by teleconference or may provide their comments/suggestions and/or other input by memorandum to the Executive Board prior to the Executive Board meeting to satisfy their duty to be present at Executive Board meetings;
- (c) may, at the request of any member of the Executive Board and with the approval of the President, assist in any Committee Chairperson in the performance of his or her duties; and
- (d) shall serve as a member of the Executive Board.”

“Article IV, Section 1 (h) There are no term limits for the following officers; Treasurer, Recording Secretary, Corresponding Secretary and Board of Directors Member-at-Large.”

“Article V, Section 1 (a) The Executive Board shall convene at the call of the Club President, and shall meet monthly.”

“Article V, Section 1 (b) A simple majority of members of the Executive Board shall constitute a quorum at meetings of the Executive Board. In the absence of the Club President, the Club Vice President will preside; in the absence of both of these, the Club Recording Secretary will preside.”

Certified this 5 day of February 2018.



Leo Kempczenski, Recording Secretary
San Diego Shell Club, Inc.