

NEW CLEVELANDERS CLUB, INCORPORATED BY-LAWS

ARTICLE 1: Name

The name of this organization shall be The New Clevelanders Club (501c(7)), Incorporated.

ARTICLE II: Purpose

This club shall be a non-profit social organization, incorporated by the IRS as a 501c(7), operated to assist new residents in the eastern Cleveland suburban area by providing social, philanthropic and cultural experiences as they assimilate to their new area.

ARTICLE III: Membership and Dues

Section 1

Membership shall be open to all adult women who subscribe to the purpose of the club. We strive to be an all-inclusive club by welcoming new and current residents.

Section 2

Membership is contingent upon payment of annual dues. The fiscal year for New Clevelanders Club begins July 1.

Section 3

Yearly membership is confirmed with the payment of annual dues. Expired memberships can be reinstated with the payment of said dues and/or a consensus vote by the Board of Directors. Members can also elect to terminate their affiliation at any time. However, annual dues are non-refundable.

Section 4

Any members in good standing shall have the right to vote and to hold office.

Section 5

The fiscal year shall be July 1 to June 30.

Section 6

Full dues will be charged until the cut-off date of February 28 (29). From March 1 through April 30, dues will be a reduced amount as decided by the Board. Beginning May 1, dues will be full price and will be applied to the following year.

Section 7

Former members who leave the Cleveland area may choose to continue their membership at a reduced rate as determined by the board.

ARTICLE IV: Luncheon Programs

The New Clevelanders Club hosts luncheon programs for the membership. They are posted in the club's monthly newsletter. Luncheons usually occur on the fourth Thursday of the months they are held. Luncheons will be used as a forum for voting by the membership at large on club business.

ARTICLE V: Officers/Executive Board

Section 1

The officers of this club shall be President, Vice-President (Membership), Secretary, Treasurer and Activities Director. The President shall have served on a previous Board of Directors.

Section 2

The term of officers shall be two years. An officer may hold the same position for no longer than two consecutive terms.

Section 3

A member shall hold no more than one office at a time.

Section 4

A vacancy in office shall be filled by Presidential appointment.

ARTICLE VI: Responsibilities of Officers

Section 1

President: The President shall preside at all meetings of the general membership and the Board of Directors. She shall make all appointments of Directors and Committees with the exception of the Executive Board, and shall be ex-officio member of all committees, except the Nomination committee.

Section 2

First Vice-President: In the absence of the President, the First Vice-President shall perform the duties of the President. She shall be Chairman of Membership.

Section 3

Secretary: The Secretary shall keep duplicate minutes of Board meetings and other events as directed by the President and/or Board of Directors. Secretarial activities can include correspondence for the club when requested by the President and/or Board of Directors. A record of current by-laws is also maintained by the secretary.

Section 4

Treasurer: The Treasurer shall be custodian of all funds of the club. She shall maintain complete financial records, receive and disburse such funds as are approved by the Board of Directors.

Section 5

Activities Director: The Activities Director shall coordinate the calendar of activities for the club, and act as liaison between the individual chairman and the board of directors.

ARTICLE VII: Board of Directors

Section 1

The Board of Directors shall be composed of an Executive Board elected by the membership to include President, 1st Vice President, Secretary, Treasurer and Activities Director. The incoming President appoints other respective Board Members. Each President is responsible for appointing her own Board. Appointed positions include: Benefit Beat, Communications/Directory, Friendship/Ambassador, Hospitality, Luncheons, Newsletter Editor and Assistant Editor, Parliamentarian, Publicity and Website. The role of the Parliamentarian can be filled by a Past President or a past officer of the Executive Board.

Section 2

Members shall hold no more than one Directorship at a time within a year. Board positions may be shared at the discretion of the President. A shared position only gets one vote. It is suggested that a member be on the Board no more than five consecutive years and no more than two consecutive years in the same position.

Section 3

Vacancies in Board positions shall be filled by Presidential appointment.

Section 4

The organization shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the organization against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the organization.

ARTICLE VIII: Responsibilities of Board of Directors

Section 1

The Board shall have full power to enact all business of the Club and is responsible to the general membership for the performance of its duties.

Section 2

The Board shall meet monthly on a day designated by the current President and announced in advance to the general membership in the newsletter. All business shall be enacted at this meeting. A quorum of the Board of Directors shall be a majority plus one. On major issues, such as policy or finance, a majority vote of the entire board of directors shall be required.

Section 3

Upon being appointed to the board, it is the responsibility of the member to attend all board meetings and to fulfill her specific duties to the best of her ability. The President must be informed of all absences. If any board member is unable to fulfill the responsibilities of her position, the executive board may review the member's position, and a replacement appointed by the President.

Section 4

All Board meetings are open to the general membership.

Section 5

There shall be a joint Board meeting with outgoing and incoming Boards.

Section 6

The outgoing Board is responsible for continuing their duties through June 30.

ARTICLE IX: Committees

Section 1

The members of the audit committee shall consist of the President, the incoming Treasurer, or an appointed board member if the treasurer is entering her 2nd year in her term, and two other board members as determined at the April or May meeting.

Section 2

The by-laws Committee shall consist of the President, Parliamentarian, the current Secretary and a member-at-large appointed by the President to annually review the by-laws and Standing Rules.

Section 3

The Financial Guidelines Committee shall consist of the President, Treasurer and two members appointed by the Incoming President at the Joint Board meeting to develop a budget for the operation of the club during the ensuing twelve-month term of office. This budget shall be presented at the August Board meeting for approval. The treasurer shall present a 6-month budget review at the January board meeting.

Section 4

The Nominating Committee shall consist of the Parliamentarian, one Board member, and three non-board members appointed by the President by the January Board Meeting, for the purpose of choosing a single slate of candidates for the executive officers. This slate will be presented at the February board meeting as well as in the March newsletter and at the March luncheon.

Section 5

The President may create additional committees and/or Board positions as deemed necessary and appropriate.

ARTICLE X: Election and Installation of Officers

Section 1

The Parliamentarian shall present the slate of nominated officers in the March newsletter and at the March luncheon. Nominations may be made from the floor but no candidate's name shall be presented without her consent.

Section 2

Officers shall be elected by voice or ballot by majority vote of the Members present and voting at the Luncheon in May.

Section 3

Officers shall be installed at the Board Meeting in June.

ARTICLE XI: Parliamentary Authority

The Parliamentary authority shall be the current edition of Robert Rules of Order, Newly Revised.

ARTICLE XII: Amendment of By-Laws

A proposal to amend the By-Laws may be presented by any member to the Board of Directors. Such amendments must be approved by majority vote of the entire Board of Directors. The amendment and rationale shall be published in the newsletter. The amendment shall be voted upon at the next luncheon meeting. Approval shall require a two-thirds vote of those voting. Voting shall be by voice or ballot.

ARTICLE XIII: Dissolution of the Club

The club may be dissolved at any time by the written consent of at least two-thirds of the members. In the event the club disbands, the Board of Directors shall determine to which charitable organizations any funds and property shall be given provided all debts have been paid.

REVISED: January 2019 APPROVED: March 2019

NEW CLEVELANDERS CLUB, INCORPORATED STANDING RULES

ADVERTISEMENTS

No political, commercial, or religious handbills or verbal endorsements are permitted at club functions. Items concerning community involvement or volunteer services are permissible with Board approval.

DUES

Dues shall be collected to pay expenses as approved by the Board of Directors.

NEWSLETTER

The newsletter shall be published on the website to the membership eleven times per year.

MEMBERSHIP DIRECTORY

Section 1

The Membership Directory shall be published annually and distributed to the members. It shall be updated periodically and posted on the website.

Section 2

The Membership Directory shall not be used for any business purpose.

LUNCHEONS

All luncheon reservations must be prepaid and received by the reservation deadline. After such time, refunds are not possible.

MEMBERSHIP COFFEES

Coffees shall be held monthly (except July and August) at the discretion of the board, preferably in the homes of members, to welcome new residents and extend an invitation of membership. The Hospitality director shall extend an invitation to coffees for several months to new and prospective members who meet membership requirements.

ACTIVITIES

Section 1

All Club sponsored activities shall be organized through and coordinated through the Activities Director. Participation in activities is contingent upon membership. The Club expects all activities to be self-supporting and must be organized so that they are open to all members. The Board of Directors must approve all new activities.

Section 2

Participation in Activities is not to be used for any business purpose.

COMMUNICATIONS

The Communications Director shall contact the general membership about Club business only. e.g. socials, dues, priority information between newsletters, as needed. The Communications Director shall publish the membership directory.

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