

SERTOMA CLUB BYLAWS

ARTICLE I - Name and Location

Section 1. Name. The name of this club is _____ and it is chartered by Sertoma in Kansas City, Missouri, USA.

Section 2. Location. The club is located in _____
_____.

ARTICLE II - Purpose.

Section 1. Said organization is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future tax code.

Section 3. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of pursuant to the laws of the state in which the principal office of the organization resided for such charitable purposes as they were organized and operated.

ARTICLE III - Limits of Authority

No individual(s) or club is authorized to commit Sertoma to any obligation without specific approval of the Sertoma Board of Directors.

ARTICLE IV - Membership

Section 1. Membership in this club is open to any person regardless of race, national origin, sex or religion.

Section 2. The qualifications for membership and types of membership shall be as provided in the club Bylaws.

Section 3. Procedure for Membership. Upon receipt of an application for membership, the Board of Directors shall cause the name of each prospective member to be published immediately in two successive issues of the club bulletin. Such publication shall be under the heading "Proposed Members." Each insertion shall be accompanied by a notice that any member having any objection to the admission of such prospective member shall file such objection, in writing, with a club Officer before acceptance by the Board of Directors.

The above provisions having been carried out, the Board of Directors shall immediately vote to accept or reject such prospective member, acceptance to be an affirmative vote of a majority of the entire membership of the Board of Directors. When and if objections are filed, the Board of Directors shall give such objections due consideration and in its judgment may ask objectors to appear before the Board in person at a regular or special meeting of the Board. The Board of Directors, however, reserves the right to elect or reject but under no circumstances shall objections be considered unless made in writing as stated above.

Section 4. Voting by Club on Application. In the event of disagreement in the Board of Directors as to the admission of any applicant for membership, upon request by two members of the Board, a vote of the club must be taken upon the question of admission or rejection of the applicant. In any such vote, an affirmative vote of two-thirds of the members present shall be required to elect the applicant to membership. Such vote may be taken only when every member has been notified in writing that such vote is to be taken. Such notice may be made in the club bulletin.

Section 5. Honorary Membership. Any member of the club shall have the privilege of nominating suitable individuals for Honorary membership in the club. Such individuals, after their selection and approval as herein set forth, to be known as Honorary Members. Nomination of candidates for Honorary membership shall be made in writing, addressed to the Board of Directors and shall be acted upon by the Board at its next regular meeting following receipt of such nominations.

A unanimous vote of the entire Board of Directors shall be necessary for the election of an Honorary Member, except that any member of the Board not present at such meeting may be considered as voting in favor of such Honorary membership by filing a written consent with the Secretary.

A candidate for Honorary membership shall be someone who has performed distinguished public service and who is not a member of a Sertoma club. Each Honorary Member shall be elected to such membership for a period of one year but may be re-elected from year to year.

An Honorary Member shall pay neither admission fee nor annual membership dues. The club shall not be required to pay annual per capita dues Sertoma or its Divisions for any Honorary Member. An Honorary Member shall be entitled to all the rights and privileges of the club except those of voting and holding office. An Honorary Member shall not be obliged to attend regular meetings and shall not be counted for the purpose of recording attendance.

Section 6. Guest Privileges. Members may bring guests to the regular club meetings, except to those meetings for members only and for which members have received proper notice. No member shall bring the same person as a guest to more than four meetings in each fiscal year. Appropriate records shall be kept of all guests. Amounts to be charged for guests shall be determined by the Board of Directors.

Section 7. Expelling Members. The Board of Directors shall have the power by a three-fourths vote of the entire Board to expel members of this club from membership for the following causes:

- A. Before any member can be expelled for misconduct of character deemed by the Board to be a violation of the ethics and standards of the club, the member shall be notified by certified mail of these charges at least ten (10) days before the Board meeting in which the charges are to be considered. The member shall be given an opportunity to appear before the Board meeting in defense of the charges.
- B. Non-attendance of any member at regularly scheduled meetings of the club for a period of time which shall be considered by the Board of Directors to be unreasonably long in view of the circumstances.
- C. Failure to pay obligations due to the club within thirty (30) days after demand has been made in writing by personal delivery by the Treasurer or by certified letter. The Board shall have the power, however, to extend the time of payment of such obligation for more than thirty (30) days where considerations of equity and fairness would entitle the member to such extension.

Section 8. Resignation. The resignation of a member shall become effective upon delivery of the same to the President, Secretary, or Treasurer, in writing, and its acceptance by the Board of Directors, provided that all indebtedness of such member to the club shall have been paid.

Section 9. Disposition of Fees and Dues. Any member who resigns or forfeits membership in any of the ways herein provided, shall also forfeit any fees, dues or other monies paid to the club, subject to the right of the Board of Directors to waive such forfeiture in any individual case.

Section 10. Leave of Absence. By action of the Board of Directors or of the club, a member may be granted a leave of absence for a limited period of time. During the term of such leave, the member may be relieved of dues obligations to the club. During or at the end of any such leave of absence, the member may resume active membership status, with the club dues payable from the date determined by the Board of Directors of the Club.

Section 11. Reinstatement. A member whose membership has been terminated for any reason may be reinstated by a majority vote of the Board of Directors.

ARTICLE V - Officers

The Officers of the club shall include the President, immediate Past President who shall serve as Chairman of the Board, the President-Elect, three Vice Presidents, Secretary, Treasurer and Sergeant-at-Arms. The Secretary and Treasurer may be the same person.

ARTICLE VI - Board of Directors

Section 1. Administration. The administration of the affairs of the club shall be vested in a Board of Directors.

Section 2. Composition of Board. The Board of Directors shall consist of the elected Officers of the club and six Directors, three of whom shall be elected annually, at the annual meeting of the club, to serve for a two-year term. All Officers and Directors must be members in good standing.

Section 3. Responsibilities of Board. The Board of Directors shall be the governing body of the club, and its decision in all matters shall be final, subject only to appeal to the club. It shall have the power and authority to adopt suitable Bylaws for the operation of the club and shall have general control over all Officers and committees of the club and may, for good cause, declare any office vacant. Appeal from the decision of any committee or from the ruling of any Officer may be made to the Board of Directors. A decision of the Board of Directors may be overruled by a two-thirds majority of the entire membership at a regular club meeting.

The Board of Directors shall meet at least once a month.

Section 4. Chairman of the Board. The immediate Past President shall be the Chairman of the Board of Directors but shall be entitled to vote at the meetings of the Board only in the case of a tie.

Section 5. Attendance at Board Meetings. In the event that any member of the Board of Directors shall be absent for two consecutive meetings of the Board, the Board may, if it deems the reasons for such absence to be insufficient, declare the Board membership of such delinquent Director to be vacant.

ARTICLE VII - Executive Committee

Section 1. Composition. The Chairman of the Board, the President, President-Elect, three Vice Presidents, the Treasurer and the Secretary shall constitute the Executive Committee of the club.

The President shall be Chairman of the Executive Committee.

Section 2. Responsibilities. The Executive Committee shall be charged with making plans for the operation of the club activities, shall devise plans for providing for the financial requirements of the club, shall audit the books and accounts of the club whenever requested by the Board to do so and shall be charged with such duties as assigned and delegated to it from time to time by the Board of Directors.

Section 3. Meetings. The Executive Committee may meet at last once a month and may at each meeting of the Board of Directors, submit its plans for the operation of the club activities for the ensuing month.

ARTICLE VIII - Duties of Officers

Section 1. President. The President shall preside at all meetings of the club and shall perform such other duties as are necessary and incidental to the proper administration of the affairs of the club, except such duties which are specifically delegated herein to other Officers. The President shall be charged with the responsibility of appointing Officers and Directors to committees and supervising all Officers, Directors and committees. It shall be the duty of the club President to conduct an annual Club Leadership Conference for Officers, Directors and committee chairmen, preferably in the month just prior to the beginning of the fiscal year and to attend the Regional Leadership Education and Development program.

Section 2. President-Elect. The President-Elect shall utilize the term of office to prepare for the administrative year during which he/she will serve as club President. In the absence of the President, the President-Elect shall preside at club meetings. The President-Elect shall handle other assignments given by the President or Board of Directors.

Section 3. Vice President. The three Vice Presidents shall serve as assistants to the President in the administration of the affairs assigned to them by the President.

Section 4. Treasurer. The Treasurer shall have custody of the funds of the club, accounting to the club at its annual meeting and at such other times as may be prescribed by the Board of Directors. The Treasurer shall, upon retirement from office, turn over to the successor, or to the President, all funds in possession and all records of the club. The Treasurer shall perform such duties as ordinarily pertain to the office, or as may be prescribed by the Board of Directors or provided herein, and shall give a fidelity bond (to be paid for by the club) if required by the Board of Directors.

Section 5. Secretary. The Secretary shall, under the direction of the Board of Directors, keep all records of the business transactions of the club, send notices of all meetings to members, committees and Directors of the club, make necessary arrangements for all such meetings, arrange for the publication of the official club bulletin, maintain a complete roster showing at all times any unfilled and possible membership classifications and maintain the social and fraternal relations with allied

clubs. The Secretary shall perform such other duties as ordinarily pertain to the office of Secretary, or as specified herein for the Secretary, or as may be prescribed by the Board of Directors. The Secretary shall give a fidelity bond (to be paid for by the club) if required by the Board of Directors.

Membership Records and Reports. Membership record changes shall be submitted to Sertoma International by each club Secretary by noon central time on the last day business of the quarter. Each club shall also submit such other reports as may be required by the Board of Directors of Sertoma.

Section 6. Sergeant-at-Arms. The Sergeant-at-Arms shall preserve order at the meetings of the club. The Sergeant-at-Arms shall have custody of the recognition badges worn by the members and see that each member is supplied with such badge. The Sergeant-at-Arms shall perform such duties as ordinarily pertain to the office, or as may be prescribed by the Board of Directors, or provided for herein and shall have supervision of the reception committee.

ARTICLE IX - Election of Officers and Directors

Section 1. Time of Election. The annual meeting of the club shall be held by the first meeting in April each year, at which time the Officers and three Directors shall be elected.

Section 2. Term of Office. Officers shall serve for a period of one year beginning July 1 or until their successors take office. Directors shall serve for a period of two years beginning July 1, three Directors being elected each year, as provided in Article VI, Section 2.

Section 3. Vacancies in Office. If an office becomes vacant during the year, the Board of Directors shall fill the office for the un-expired term.

Section 4. Succession of Office. No Officer or Director may immediately succeed himself or herself in office, except that a Vice President may be re-elected providing that the Vice President shall be delegated different duties and responsibilities from those formerly held. No person shall hold more than one elective office at the same time. However, the office of Secretary and/or Treasurer may be held by one person and such person may succeed himself or herself in office.

In the case of a club organized after December 1, the provisions of this section shall not apply during the first year of existence of this club. All such Officers and Directors shall be eligible for re-election at the end of the fiscal year following the chartering of the club. Thereafter, the provisions of this section shall apply.

Section 5. Certification to Sertoma. Immediately following elections, the Secretary shall certify to the Executive Director of Sertoma the names of the Officers and Directors who are to serve during the ensuing year.

ARTICLE X - Club Fiscal Year

The fiscal year of a Club shall begin annually on the 1st day of July and close on June 30.

ARTICLE XI - Amendments

These Bylaws may be amended at any regular meeting of the club by a two-thirds vote of all members present, provided that a copy of such proposed amendment shall have been mailed to every member at least ten days prior to the meeting at which it is to be voted on. Changes or modifications in such proposed amendment germane to such proposal may be adopted at such regular meeting without further notice.

Amendments to the Bylaws shall become effective only upon approval by the Board of Directors of Sertoma.

ARTICLE XII - Sertoma

All provision of the Bylaws and Policy Statements of Sertoma as amended, are hereby subscribed to.

No provision of the Bylaws and Policy Statements of this club may be in conflict with any provision of the Bylaws or Policy Statements of Sertoma unless specifically approved by the Board of Directors of Sertoma.