

# **BY-LAWS OF NEWCOMERS & FRIENDS OF GEORGETOWN**

*Approved and Adopted: May 1, 2014*

*Amended and Approved: Article VII, Sections 3 & 4: November 5, 2015*

*Amended and Approved: Article IV, Section 5; Article VI, Section 2; Article VII, Sections 2, 3, 5, & 8: January 3, 2019*

*Amended and Approved: Article IV, Section 3: February 6, 2020*

## **ARTICLE I -NAME**

The name of the organization shall be Newcomers and Friends of Georgetown, hereafter referred to as the Club, and shall operate as a nonprofit organization supporting charitable endeavors.

## **ARTICLE II - PURPOSES**

**Social:** To introduce new residents to Georgetown and its resources; to acquaint long standing residents with newcomers and the community; and to facilitate new connections through shared benefits and social activities.

**Civic:** To provide members opportunities to contribute to and enhance the community.

**Charitable:** To assist charitable organizations and their endeavors with financial support.

## **ARTICLE III -NONPROFIT NATURE**

Section 1: The property of the Club is irrevocably dedicated to education and charitable purposes

Section 2: No part of the net earnings or assets of the Club, upon dissolution or otherwise, shall inure to the benefit of or be distributed to its members, directors, officers or individual(s), except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article II.

Section 3: No substantial part of the Club's activities shall promote propaganda or otherwise attempt to influence legislation. The Club shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office nor shall it engage in any political activity.

## **ARTICLE IV -MEMBERSHIP AND DUES**

Section 1: Any person residing in the Central Texas area wishing to subscribe to the purposes of the Club by paying membership dues and adhering to the Bylaws of the organization shall be eligible for membership. A Club membership shall include any adult residing at the same address. Membership is open to all persons regardless of race, creed, religion, sex, or origin of birth.

Section 2: A prospective member or guest may attend one event and/or act as a one-time substitute for one SIG before becoming a member.

Section 3: The membership year shall run from September 1 through August 31 of the following year.

Section 4: The annual membership dues rate shall be determined at the beginning of each fiscal year by the Board of Directors and shall be based on the prior year's expenditures and projected expenditures for the upcoming year.

Section 5: Annual dues must be paid by October 15 for the member's name to be included in the Club directory.

Section 6: Only paid members shall be eligible to vote and participate in Special Interest Groups. One Club membership equals one vote. No proxy votes shall be allowed.

Section 7: General membership meetings shall be held each month from September through May or on a date as determined by the Executive Board.

Section 8: The Club's membership directory, membership list and membership database shall be for the exclusive use of the Club members and shall not be used for advertising, business, political or charitable solicitation, or any commercial purposes. Club members and/or guests of the Club shall not engage in any type of solicitation during any Club meeting or at any activity of the standing committees, interest groups, or in any Club publication. An exception to this ruling may be made for the general membership meeting program, upon approval of the Board of Directors. Violation of the Bylaws or Standing Rules may result in termination of one's Club membership. Termination shall be determined by a majority vote of the Executive Committee.

Section 9: The following non-solicitation guidelines shall apply to any Club event, meeting or Special Interest Group activity:

- (1). Members may not distribute business cards at any Club event, unless such card is requested by another member.
- (2). Flyers, brochures, signs, printed materials, etc., relating to solicitation for business, political or charitable activities may be displayed only on the Club's Information Table with prior approval of the Executive Committee. Verbal announcements shall be made by the presiding officer.
- (3). Members shall not wear nametags or logos displaying business affiliations at any Club event.
- (4). Members shall not approach other members, or contact members by phone, mail or email, in order to solicit or advertise business, or promote political or charitable causes.
- (5). When communicating Club business or activities with other Club members, members' email address and email signatures shall not contain any references, logos, links, web page address, etc., relating to business, political or charitable enterprise in which a member is involved.

- (6). Members who feel they have received prohibited solicitations from another member may notify a member of the Executive Committee. The complaint will be discussed by the Board of Directors, and the member against whom the complaint has been lodged may appear before the Board of Directors to discuss the complaint. The Executive Committee will then determine what action is appropriate.

Section 10: A member may resign or withdraw from membership in the Club at any time. If a member is indebted to the Club at the time of withdrawal, resignation or termination, all indebtedness must be paid. Club membership dues and related fees shall not be refunded.

## **ARTICLE V - EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS**

Section 1: The Executive Committee shall consist of the following elected officers: President, First Vice President, Second Vice President/Membership, Secretary, Treasurer. The Executive Committee may exercise all powers of that body, providing the President is presiding in accordance with the bylaws and policies of the Club.

Section 2: The Board of Directors shall consist of the Executive Committee, and the chairperson of all standing committees. The Board of Directors shall manage and supervise all Club business.

Section 3: At the beginning of each new term of office, the Executive Committee shall determine the times and dates of the Board of Directors meetings, which shall be held prior to the general membership meeting. The Board of Directors may conduct monthly meetings during the months of August through May, or when called by the President. Two-thirds of the Board of Directors members present at a meeting shall constitute a quorum.

Section 4: Members of the Board of Directors shall be required to attend all monthly Board meetings and general meetings. If more than three (3) consecutive meetings (Board meetings or General meetings) are missed, without just cause, an officer's position on the Board may be considered vacated, with the Executive Committee reserving the right to request the officer's formal resignation.

Section 5: Each office shall have one vote regardless of the number of persons filling that position.

Section 6: Any member of the Executive Committee may call a special meeting of that Committee. All members of the Executive Committee shall be notified at least twenty-four hours in advance of the special meeting. One half of the members of the Executive Committee shall constitute a quorum.

Section 7: With the exception of Executive Sessions all Board of Directors meetings are open to the general membership. A member's intent to attend a board meeting must be received by the President within 48 hours of the meeting. General members attending a Board meeting shall not have the privilege to vote.

Section 8: Each Board officer shall prepare an end-of-the-year report on the activities and accomplishments of that office during the preceding year. This report shall be presented to the President at the May board meeting.

Section 9: No officer or director of the Club shall be personally liable for any debts or obligations of the Club of any nature whatsoever nor shall any of the property or assets individually belonging to the officers or directors be subject to the payment of debts or obligations of the Club.

Section 10: Any director or officer involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law. The Club shall be authorized to purchase adequate insurance coverage for Officers' and Directors' liability and general liability insurance.

## **ARTICLE VI - ELECTION OF OFFICERS**

Section 1: Executive Officers and Standing Committee Chairpersons are elected and shall hold office for one year. An executive officer or Chairperson may be elected to the same office or committee for two or more years with Board approval. Prior to being elected to the Office of President, a member must have served at least one full term in an elected position on the Board of Directors. Terms of all Board members shall commence at the close of the May Board meeting. Special Interest Group leaders shall be chosen by the group participants.

Section 2: The First Vice President shall appoint a Nominating Committee no later than the January Board of Directors meeting. The Committee may include members of the Board of Directors and members from the Club membership at large. The First Vice President shall present the name of one or more candidates for each elected position of the Executive Committee and standing committees. If there is no First Vice President in place, then a member of the current Board of Directors shall be appointed by the president to serve as Chairperson of the Nominating Committee no later than the January Board of Directors meeting. The First Vice President (or Board of Directors Designee) shall present the name of one or more candidates for each elected position of the Executive Committee and standing committees to the Board of Directors at the February Board meeting for approval. Nominee's consent to serve must be obtained before the final slate of officers is presented to the Board of Directors in February.

Section 3: The proposed slate of executive officers and standing committee chairpersons shall be announced at the March general membership meeting and shall be published in the March newsletter and Club website.

Section 4: The election of officers and chairpersons shall be held at a meeting time as determined suitable by the Board. Nominations from the floor may be made at that time, providing the nominee's consent has been obtained before the name is entered on the slate. If there is more than one candidate for an office, paper ballots will be cast. All members present at the regularly scheduled general membership meeting shall constitute a quorum.

Section 5: The installation of newly elected officers shall be held at the May meeting or at such time and place as approved by the Board of Directors.

Section 6: A vacancy in any office or standing committee chairperson position shall be filled by a majority vote of the Executive Committee, with the exception of the office of President, which shall automatically be filled by the First Vice President.

## **ARTICLE VII - DUTIES OF OFFICERS AND CHAIRPERSONS**

Section 1: The President shall preside at all meetings of the general membership, the Executive Committee and the Board of Directors, and shall be an ex-officio member of all committees, with the exception of the Nominating Committee. The President shall appoint special committees, fill vacancies as necessary with the approval of the Board of Directors, and shall have the authority to sign checks in the absence of the Treasurer. The President, Treasurer and Hospitality Chairperson shall contract for a facility to hold general membership meetings.

Section 2: The First Vice President shall assist the President with the organization and planning of meetings; shall preside in the absence of the President; shall serve as chairperson of the Nominating Committee and shall appoint members to serve on said committee. If there is no First Vice President in place, then a member of the current Board of Directors shall be appointed by the president to serve as Chairperson of the Nominating Committee no later than the January Board of Directors meeting. The First Vice President shall be in charge of welcoming and greeting current and prospective members at the monthly meeting. The First Vice President shall assume the role of President upon installation of new officers and may appoint a Parliamentarian.

Section 3: The Second Vice President/Membership shall preside in the absence of the President and the First Vice President and shall serve as Membership Chairperson. The Second Vice President/Membership/Membership Chair shall register all members and visitors attending the monthly meeting; submit all dues to the Treasurer; maintain a master membership list for distribution as needed which shall include the compilation and distribution of the annual membership directory.

Section 4: The Secretary shall be the custodian of the permanent and historical records of the Club, which shall include a copy of the annual directory and the monthly newsletter. The Secretary shall keep and make available the minutes of all Board of Directors meetings, all Executive Committee meetings, and general membership meetings, and shall provide the Board of Directors with copies of said documents. The Secretary shall prepare a monthly communication with the membership. The Secretary shall be responsible for correspondence as directed by the Board of Directors. The Secretary may appoint a Correspondence Secretary to assist with the handling of correspondence and other duties as required.

Section 5: The Treasurer shall have custody of all funds of the organization, shall receive all dues and related fees, and shall make all authorized disbursements as approved by the Board of Directors. The Treasurer shall maintain a financial status of the master membership list for distribution to the Membership Chairperson and Board of Directors as needed. The Treasurer shall present a financial report at every Board meeting and a year-end report that reflects the actual income and expenditures compared with the budgeted income and expenditures, and shall report the financial status of the Club to the membership. The financial records shall be open for inspection or review at any time the Board of Directors deems necessary. An audit will be conducted on an annual basis after close of the May financials by a minimum of two non-Board members of the organization, appointed by the President. At the beginning of the fiscal year, the Treasurer shall present the proposed annual budget for approval by the Board of Directors.

Section 6: The Hospitality Chairperson shall be in charge of facility room set up for general meetings, and may assist the Program Committee with any planned luncheons or events.

Section 7: The Publicity Chairperson shall coordinate, write and produce any press releases required by the Board of Directors and shall be responsible for all publicity notices.

Section 8: The Communications Chairperson shall be responsible for the Club website and digital applications.

Section 9: The Program Chairperson shall determine program(s) for the general membership meetings; coordinate programs for each meeting with the Board of Directors; provide program information specifically to the Publicity, Membership, Communications and Hospitality chairpersons, and shall write thank-you notes to guest speakers.

Section 10: The Coffee and Conversation Chairperson shall coordinate and oversee all gatherings for Coffee and Conversation.

Section 11: The Special Interest Groups (SIG) Chairperson shall oversee and coordinate the activity of all SIG groups; provide SIG information for the website; act as liaison with other event coordinators and ensure that all SIG members are paid Club members.

Section 12: The Immediate Past President shall serve for one year as an ex officio member to the Board of Directors in an advisory capacity without the power to vote.

Section 13: The President may appoint a Parliamentarian who is knowledgeable in Robert's Rules of Order. The Parliamentarian will serve as an ex officio member to the Board of Directors without the power to vote.

## **ARTICLE VIII - STANDING COMMITTEES, SPECIAL INTEREST GROUPS, AND SPECIAL COMMITTEES**

Section 1: Standing Committee Chairpersons shall select their own committee members from the general membership.

Section 2: Special Interest Groups, hereafter referred to as SIG(s), shall select their leaders from their own group membership, not to exceed one leader and one Assistant leader. The SIG leaders and Assistant leaders may serve consecutive or repeat terms with approval of the SIG.

1. Each SIG shall be self-supporting. The Club will not be used to reimburse any SIG. SIG participants will be solely responsible for any debt incurred in the course of their activities. SIG leader(s) are responsible for collecting sufficient funds from the participants to cover the cost of their activities.
2. Only paid members may participate in a SIG.

3. The formation of a new SIG shall be presented to the Board of Directors for approval.

Section 3: The Nominating Committee shall be appointed by the First Vice President no later than January and may include existing members of the Board of Directors. The committee shall meet to name at least one (1) nominee to fill each position on the Board. Nominee's consent to serve must be obtained before the final slate of officers is presented to the Board of Directors in February.

Section 4: A Financial Review Committee shall review the financial records prior to the end of each fiscal year and prior to transferring financial responsibility to the incoming Treasurer. The current Treasurer shall make arrangements for a review of the financial records of the Club by a committee composed of the current Treasurer, incoming Treasurer and two (2) people from the general membership as selected by the current Treasurer and approved by the Board of Directors. The current Treasurer will submit a written report of the review to both the past and new President as soon as possible prior to the end of the fiscal year. A report of the financial review shall be presented to the members in September at a general membership meeting.

Section 5: The Board of Directors shall reserve the right to review, modify or discontinue any Club activity.

#### **ARTICLE IX -MEETINGS**

Section 1: The general membership meeting of the Club shall occur each month from September through May. The meeting shall include a business meeting and program. The Board of Directors may change the general membership meeting to a different date provided due notice of such a change is given to all members of the Club.

Section 2: A joint meeting of the outgoing and incoming Board of Directors shall be held at the regularly scheduled May Board of Directors meeting at which time the newly elected Board members shall assume their duties. Each outgoing Board member shall review their responsibilities with and turn over all records to their elected successor; prepare a job description for their position and give a copy to the President and elected successor.

#### **ARTICLE X - FINANCES AND FISCAL YEAR**

Section 1: The fiscal year shall run from August 1 to July 31.

Section 2: All records of account shall be submitted to the Treasurer for review by the Financial Review Committee by June 15.

Section 3: All charitable donations approved by the Board of Directors shall be made prior to the end of the fiscal year.

Section 4: Sufficient funds shall be maintained by the treasury as to meet all budgeted financial obligations incurred by the Club.

Section 5: All expenditures shall be approved by the Board of Directors. Expenditures over \$100 must have prior approval by the Board. Expenditures exceeding a committee's allotted budget must have prior approval of the Board. All reimbursement requests must be accompanied by receipts and submitted to the Treasurer within 30 days of purchase.

#### **ARTICLE XI - ORGANIZATION TERMINATION OR DISSOLUTION**

Upon termination or dissolution of the Club, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying nonprofit organization(s) that have a charitable purpose aligned with the purposes and goals of the Club. The organization(s) to receive the assets of the Club shall be selected at the discretion of the Board of Directors.

#### **ARTICLE XII - AMENDMENTS AND RULES**

Section 1: These Bylaws may be amended or discontinued by a majority vote of the regular membership in attendance at a general membership meeting upon 30 days prior notice.

Section 2: Proposed Bylaw changes shall be published in the newsletter and website prior to voting at a general membership meeting.

Section 3: The Bylaws and Standing Rules shall be published annually.

Section 4: All rules not covered by these Bylaws or by the Club's Standing Rules shall be governed by the latest revision of Robert's Rules of Order.