

BYLAWS OF THE NEW BERN CIVITAN CLUB, INC.

THE NEW BERN CIVITAN CLUB, INC.
North Carolina Nonprofit Corporation
Approved by Membership July 2020
Sent to Civitan International July 20, 2020

Article I: Name and Motto

Section 1. Name. The name of this organization shall be the New Bern Civitan Club, Inc. of New Bern, North Carolina. The Club operates under the charter granted by Civitan International. The Articles of Incorporation, dated September 12, 1973, are on file with the Secretary of State. The Charter, Bylaws and Policies and Procedures of this Club as well as the Civitan International Rules and Policies shall be considered the ruling documents of this Club.

Section 2. The motto of this organization shall be "Builders of Good Citizenship."

Article II: Purpose

The primary purpose of this club is to build good citizenship by providing a volunteer organization dedicated to serving individuals and community needs and to assist other charitable organizations in the conduct of similar activities when deemed appropriate.

Article III: Membership

Section 1. Membership: Membership in this club is open to all persons eighteen (18) years of age or older of good character and reputation. Membership shall continue until forfeited or resigned.

Section 2. Non-discrimination. Membership in Civitan International and this Club shall be open, except as limited by International Bylaws Article III to all persons without regard to sex, age, race, color, disability, familial status, national origin or religious faiths or beliefs.

Section 3. Membership Selection Process. A candidate for membership shall be sponsored by an active member. The proposal for membership shall be delivered in writing to the Club Secretary and shall contain the name, address, business or profession of the prospective member, note if retired, and other information deemed necessary to determine qualifications for membership. The Secretary shall notify the membership of the proposed candidate in all open meetings or through the club bulletin. The membership proposal shall go to the Board for approval. Upon the vote of the Board, the candidate shall be considered elected to membership and so notified.

Section 4. Protest Against Membership. Any protest against the admission of the candidate shall be brought to the attention of the Board of Directors. In the event there

is such protest, the Board of Directors shall submit the candidate's name and cite the protest to the membership at a regular meeting. If two-thirds of those active members in-good-standing present at the meeting approve said membership, then the candidate shall be accepted as a member.

Section 5. Classes of Membership

There are five classes of membership: Active, Honorary, Life, Support, and Corporate.

A. Active Member

A person possessing the basic qualifications described in the preceding paragraph may be elected to active membership in the New Bern Civitan Club. The active member pays membership fees and dues and may hold elective office in Civitan International, Civitan District East, and New Bern Civitan Club.

B. Honorary Member

- a. Civitan members may confer honorary membership on persons who have distinguished themselves in some unusual way or praiseworthy manner. Honorary members may attend meetings but may neither vote nor hold office. They pay no dues.
- b. Proposals for Honorary Membership shall be submitted in writing and shall be referred to the Board of Directors. If the Board of Directors unanimously approves the proposal, a nominating petition shall be prepared by the Board setting forth reasons why such Honorary membership should be bestowed and same shall be presented to the membership at a business meeting of the Club. The vote shall be taken by ballot of the membership, and if less than three members cast negative votes, Honorary Membership shall be bestowed upon the person.

C. Life Member

- a. The Club may, in recognition of distinguished service, confer life membership on an active member. The Club assumes all dues for life members, paying club, district, and International dues on their behalf. Past International presidents are automatically made life members in their "home" club.
- b. Proposals for Life Membership shall be submitted in writing and shall be referred to the Board of Directors. If the Board of Directors approves the proposal, a nominating petition shall be prepared by the Board setting forth reasons why such Life membership should be bestowed and same shall be presented to the membership at a business meeting of the Club. The vote shall be taken by show of hands of the membership following discussion. If a majority of those Club members present and voting approve the proposal, Life Membership shall be bestowed upon the person.

D. Support Member

- a. A Support Member provides financial assistance to support Civitan charitable activities but does not attend regular meetings or help in fund raising or other projects. When attending a club meeting, the Member should advise an officer of the club in order to be recognized at the meeting. The Member pays dues and has voting and other rights of an active member.

E. Corporate Member

- a. Corporate Membership shall be conferred upon a specified number of individuals of a corporation or institution making a substantial financial contribution to the Club. The amount of the financial gift and the number of corporate employees eligible shall be determined by a vote of the Board of Directors. Corporate Members shall be included on the Club, District and International roster and shall be billed at the same rate and with the same privileges as an active Civitan Member.

Section 6. Duration of Membership

- A. Active membership shall endure for life unless terminated as hereinafter provided.
- B. Honorary memberships shall be subject to confirmation annually by the Board of Directors of the Club.
- C. Life Membership shall endure for life.

Section 7. Termination of Membership. Membership may be terminated as follows:

- A. By resignation (If in good standing).
- B. For misconduct. (Conduct which reflects discredit to the Club in the judgment of the Board of Directors).
- C. For nonpayment of dues. Any member whose dues are delinquent for more than (1) quarter (90 days) may be terminated by the Board of Directors after a recommendation from the Treasurer.

Section 8. Forfeiture of Interest in Club Property. Any member whose connection with this Club shall be severed by resignation, death, expulsion or otherwise shall forfeit all interest in any property belonging to the Club.

Section 9. Leaves of Absence. Any member, in good standing, who cannot attend meetings for an extended period of time (in excess of three months), because of illness, unemployment, or any other reason deemed valid by the Board of Directors, may request a leave of absence. When such leave is granted, the member is exempt from paying Club dues, but will continue to pay International and District dues, if required. Each request must be approved by the Board of Directors and the

Membership. The Board of Directors will review each Leave of Absence on a quarterly basis to determine whether or not the leave should be continued. The intent of this policy is to alleviate a financial hardship caused by the illness or any other reason the Board of Directors and Membership deem valid.

Section 10. Dues. Club dues shall be set by the membership and payable quarterly in advance which shall include International and District per capita dues.

All dues shall be payable when billed by the Treasurer. No member shall be deemed to be in-good standing who is in arrears more than thirty days in payment of his or her quarterly dues.

Article IV: Fees and Dues

Each member shall pay such initiation fees and periodic dues as recommended by the Board of Directors and approved by the membership of this Club.

Article V: Directors and Officers

Section 1. Board of Directors. The governing body of this club shall be the Board of Directors composed of the elected Directors, the President, President elect, Vice President, Secretary, Treasurer and Immediate Past President. The number of elected Directors shall be as prescribed by Civitan International and shall be a minimum of six (6.)

Section 2. Duties of the Board of Directors. The Board of Directors shall uphold the Articles of Incorporation, the Bylaws of the New Bern Civitan Club, Inc., and the Club's Policies and Procedures. The Board of Directors shall exercise general control over all Officers and Committees, and may, for good cause, declare any office vacant by a two-thirds (2/3) vote of the entire elected Board. It shall be the duty and responsibility of the Board of Directors to exercise strict financial control over the operating funds, the charitable funds, the scholarship fund and all other funds established by the Club.

The Board of Directors shall review and revise, as necessary, the operating, charitable and scholarship budgets and submit a proposal, for approval, to the membership at large at the next business meeting.

The Board of Directors shall not permit any expenditure of funds that exceeds the balance on hand in the operating and charitable funds or the return on principal in the scholarship fund.

Section 3. Elected Officers Composition. The elected officers of the Club shall consist of a President, a President-Elect, a Vice President, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer who shall be elected annually. Voting Officers on the Board of Directors are the President, President elect, Vice President, Secretary and Treasurer.

Section 4. Conflict of Interest. To avoid the appearance of a conflict of interest, all voting Officers and Members of the Board of Directors shall recuse themselves from Board votes involving financial assistance to non-Civitan affiliated organizations with which the voting Officer/Member may be affiliated. Should there be a dispute about recusal, the Civitan presiding at the meeting shall be the final arbiter. The limitation on voting does not restrict the right of the voting Officer/Member to propose or encourage financial support or other assistance to such affiliated organizations

Section 5. Terms of Office. The terms of office and fiscal year for the Club and its Officers shall commence October 1 and terminate September 30 providing a replacement is available.

The term of office for Directors shall be two years, with the term of office commencing October 1 of the year of their election.

Section 6. Vacancies. Vacancies on the Board of Directors occurring during the fiscal year shall be filled by the Board of Directors by appointment. Such appointment shall terminate on the next September 30. The remaining portion of a vacancy for a two-year term shall be filled by election of the membership.

Section 7. Election of Officers. The election of Officers and Directors shall be held at the Club's Annual Meeting which shall be in New Bern, North Carolina during the month of March, April or May. The Club shall report said Officers and Directors to Civitan International by July 1.

Half the number of Directors shall be elected annually. If there is an odd number of directors, half the directors plus one shall be elected every other year.

Not less than four weeks prior to the election meeting, the President shall appoint a Nominating Committee chaired by the President elect and composed of two additional Club members.

The Nominating Committee shall prepare a list of nominees of at least one person for each office to be filled, who have consented to serve if elected. The slate shall be submitted to the membership two weeks prior to the election.

Upon motion of any member duly seconded, nominations may be made from the floor at the meeting one week prior to the annual election, and such nominees who have consented to serve if elected, shall be placed upon the ballot as duly nominated candidates.

At the election meeting, there shall be furnished to the members in good standing, a ballot containing the names of the nominees for the respective Officers, upon which each member shall indicate his choice. Votes shall be counted by at least two Past Presidents of the Club appointed by the current President.

Balloting: Election shall be by a majority of members present and voting so long as a quorum exists.

Article VI: Duties of the Officers

Section 1. President

The President shall appoint all committees, and shall preside at all meetings of the Club, and of the Board of Directors, and shall perform other duties as ordinarily pertain to such office. The President shall be an ex-officio member of all standing and special committees. The Club President must attend the International Training Seminar. The Club President should attend every Area meeting and District meeting. The President may delegate such duties as he/she may see fit to the President-Elect or Vice President.

If the President is not available to preside at a Club meeting, the President-elect shall preside. If the President-elect is unavailable, the Vice President shall preside at Club Meetings.

The President shall appoint the Sergeant at Arms annually.

Section 2. President-elect

The President-elect should be familiar with all aspects of the Club's Operations. The President-elect will work under and in cooperation with the Club President and automatically succeed the President at the end of his/her term.

It shall be the duty of the President-Elect to preside at meetings of the Club and Board of Directors in the absence of the President and to perform other duties as ordinarily pertain to the office and/or assigned by the Club President.

The Club President-elect should attend as many as possible of the Area and District meetings and must attend the Civitan International Training Seminar.

Section 3. Vice President

The Vice President will work under, and in cooperation with the Club President and become familiar with the duties of the President and President-elect. The Vice President will preside at meetings of the Club and Board of Directors in the absence of the President and President-elect.

The Club Vice President should attend as many as possible of the Area and District meetings and must attend the Civitan International Training Seminar.

The Vice President will work with the President to develop a yearly calendar defining the timing of events to take place over the year.

The Vice President shall supervise the Club's speaker program, selecting a club member to be responsible for speakers each quarter.

The Vice President shall perform other duties as ordinarily pertain to the office and/or assigned by the Club President.

Section 4. Secretary

It shall be the duty of the Secretary to keep the records of the membership, send out notices of meetings of the Club, Board of Directors and Committees, record and preserve the minutes of each meeting, make the required reports to Civitan International each month of the attendance at the Club meetings and of the active membership of the Club immediately following the final meeting of the month. The Secretary shall take attendance at Club meetings and perform other duties as customarily pertain to such office or that may be assigned by the President or the Board of Directors. These responsibilities may be delegated by the Club President with approval of the Board of Directors to other Civitan members.

Section 5. Assistant Secretary

It shall be the duty of the Assistant Secretary to work with the Secretary in the performance of all duties and responsibilities assigned to the Secretary except the cosigning of checks.

Section 6. Treasurer

It shall be the duty of the Treasurer to:

- a. Have custody of all funds of the Club.
- b. Maintain the books, records and accounts of the operation fund, charitable fund, scholarship fund and other such funds as directed by the Board of Directors or the membership.
- c. Keep the accounts of the current operating and charitable funds by budgeted line item and not make any disbursement which shall exceed the unexpended balance of the budgeted line item.
- d. Make disbursements of each special fund in such a manner as has been prescribed or approved by the Club.
- e. Promptly deposit all money received in the depositories designated by the Board of Directors to the credit of the fund to which the same belongs.
- f. Render an accounting, supported by voucher or invoice, of all funds at the annual meeting of the Club.
- g. Upon departure from the office, to turn over to the successor or the President all monies, books of accounts, records and other properties of the Club then in the Treasurer's possession and for which The Treasurer is accountable.

- h. Arrange that electronic access as well as bank statements are made available to the current President-Elect, who shall review these documents and inform the Treasurer of the results of the review.

To provide the Board of Directors and the membership with a clear and concise accounting of the Club finances monthly, the Treasurer's written report will include the following:

- a. Delinquent Dues.
- b. Operating Account (Monies derived from club dues and other designated events.
- c. Charitable Account (Monies derived from the Charitable Fund as of the previous September 30.)
- d. Charitable Fund (Derived from monies earned from charitable projects during the current Civitan year, October 1 to September 30 and interest earned from the charitable account for this same period.)
- e. Pennies from Heaven (Monies derived from the Pennies from Heaven cup and other donations from the membership.)
- f. The New Bern Scholarship Fund (to be reported semiannually).
- g. Ramps (to be reported semiannually).

Section 7. Assistant Treasurer

It shall be the duty of the Assistant Treasurer to work with the Treasurer in the performance of all duties and responsibilities assigned to the Treasurer including the preparation and signing of checks in the absence of the Treasurer. The Assistant Treasurer is not authorized to countersign checks prepared by the Treasurer.

Article VII: Meetings

Section 1. Frequency of Meetings. A minimum of two regular meetings of the Club per month shall be held at dates, times, and places designated by the Board of Directors. Special meetings may be held at such time and place as designated by the Board of Directors.

Regularly scheduled Club meetings may be canceled or postponed as set forth in the Club's Policies and Procedures.

Section 2. An Annual Installation and Awards Meeting shall be held in September in New Bern, North Carolina. The installation of new officers and directors shall take place at said meeting.

Section 3. Meetings of the Board of Directors. Monthly meetings of the Board of Directors will be called and chaired by the Club President at a time and place designated by the Club President. Special meetings may be called at the discretion of

the President or his/her designated representative with notice to all Officers and Directors.

Directors may call a meeting of the Board of Directors if a majority of Directors petition in writing to hold such a meeting.

The President, with the unanimous concurrence of the Elected Directors, may cancel a Board of Directors meeting. Concurrence may be obtained electronically by the Club President.

Electronic (email, telephone or other non-face-to-face) meetings may be held under certain circumstances as set forth in the Club's Policies and Procedures.

Section 4. Quorums. One-third of the membership in good standing shall constitute a quorum at any meeting of the Club. Fifty percent shall constitute a quorum of the Board of Directors.

Article VIII: Fees and Dues

Section 1. The Board of Directors shall establish required fees and dues to meet operating expenses. Dues are due and payable on the first day of each quarter.

Section 2. Delinquent Dues. Any member 30 days delinquent in dues shall be reported by the Treasurer to the Board of Directors for their determination of proper action.

Article IX: Scholarship Committees

Section 1. There shall be a Scholarship Fund Committee and a Scholarship Awards Committee. A Member (except for the President's ex officio membership) may serve on only one of these Scholarship Committees at a time.

Section 2. The Scholarship Fund Committee shall consist of the President, one member of the Finance Committee as designated by the President, and one member appointed by the President.

Section 3. The Scholarship Fund Committee shall work with the North Carolina Community Foundation and Civitan International to maximize returns while preserving principal. The committee shall review and recommend investments as funds or investments mature and, as needed, to the Board of Directors. These investments shall be approved by the membership.

Section 4. The Scholarship Fund Committee shall solicit contributions to the Scholarship Fund from foundations and other appropriate sources, and shall not solicit the membership as Club contributions to the Scholarship Fund are made from the charitable fund as approved in the normal budgeting process.

Section 5. The return on principal may be reinvested or may be used to fund, by transfer to the charitable account, current annual scholarships awarded by the Scholarship Awards Committee. The principal may not be used to fund current annual scholarship awards except upon approval of the Board of Directors and two-thirds of the membership.

Section 6. The President shall appoint a Scholarship Awards Committee Chairman who shall select Committee members in accordance with North Carolina Community Foundation and Civitan International rules.

Section 7. The Scholarship Awards Committee shall solicit applications and award scholarships to one or more high school seniors from Craven County each year according to the number and amounts of scholarships contained in the charitable budget. The winners shall be announced to the membership annually.

Section 8. Scholarships of \$3,000 or greater shall be paid one-half in the fall semester and one-half in the spring semester upon proof to the Treasurer by the awards recipient of enrollment as a student in good standing in a four-year institution of higher learning. Scholarships less than \$3,000 shall be made in a single payment in the fall semester with the same conditions applying. Failure by the recipient to qualify for payment after being awarded the scholarship shall cause the funds to remain in the charitable fund for use as scholarships to future awards recipients as approved in the charitable budget.

Article X: Finance Committee

Section 1. The President shall appoint a Finance Committee consisting of four members in good standing: one should be from the accounting profession with tax experience.

Section 2. The Finance Committee shall:

- A. Review Club accounts as appropriate (See Article XIII, Section 1.)
- B. Serve as an advisory council to the Treasurer and the Board of Directors.
- C. Prepare, with the assistance of the Treasurer, an annual operation budget and charitable budget based on the charitable fund, as of the previous September 30, for the charitable budget and the projected membership dues and other designated events for the operating budget. After review by the Board of Directors, the budget will be presented to the membership for approval.

Article XI: Finances

Section 1. All bills shall be paid by check including electronic checks. All checks issued by the Club up to \$500.00 may be signed by the Treasurer (or Assistant Treasurer in the absence of the Treasurer.) All checks issued by the Club for \$500.00

or above shall require two signatures; those permitted to countersign checks (or invoices in the case of electronic checks) are the President, President-Elect, or Secretary.

Transactions requiring signatures for the Scholarship Fund shall be signed by the Treasurer and counter signed by the President, President-Elect, or Secretary. At the start of each fiscal year, an internal review shall be made annually two months after the close of the previous fiscal year by a committee appointed by the President composed of two past club Presidents (excluding the immediate past President.) The report shall be submitted to the Board of Directors and the Club's Finance Chair.

Section 2. Bonding Authority. The President, President-elect, Secretary, Treasurer, and/or check signing members authorized by the Board in Section 1 of this Article, and committee chairpersons in charge of Fruit Cake, Christmas Tree, Peanuts, and Special Olympics, shall be bonded.

Section 3. Financial Year. The financial year of Civitan Clubs is from October 1 to September 30. Payment of per capita taxes to Civitan International and to the District shall be made quarterly and shall be based upon the active membership of the Club at the end of the previous quarter.

Section 4. Spending Limits. The commitment for funds and expenditures shall not exceed current balances.

Section 5. Charitable Funds May Cover Operating Expenses. Up to ten percent (10%) of the monies derived from charitable projects may be placed in the operating account (general account) and may be utilized, if required, for operating expenses with the approval of the Board of Directors and the membership. At no time will these funds exceed what is considered reasonable by the IRS in order not to jeopardize the Club's nonprofit status.

Section 6. Charitable Projects. Charitable projects are defined as projects that earn funds for the charities this club supports. All these funds will be placed in the charitable fund within the Civitan fiscal year they are earned for disbursement within the following fiscal year. They include:

- A. Fruit cake sales
- B. Christmas trees and wreaths sales
- C. Peanut sales
- D. Booth sales/Special sales
- E. Yard sales
- F. Special concerts/Programs
- G. Rib Sales

This list is shown as an example only, and projects may be added to or deleted from this list as the Club may deem necessary.

Section 7. Ramp Program. The program funding is separate from both the operations account and the charitable account in that it is a self-sustaining outreach program of the Club. The Treasurer shall maintain a record by line item of all ramp related expenditures and all incoming donations as may be designated by the ramp program. The Ramp Program Chairperson(s) shall endeavor to maintain a positive balance in this fund by collecting reimbursement for materials whenever possible. The Board of Directors may choose to fund the Ramps Program additionally, but the funds within this Program are to be used only for Ramp Program related purposes.

Section 8. Other Sources of Charitable Funds. This includes, but is not limited to Pennies from Heaven, gifts, and donations from the membership.

Section 9. Non-Charitable Projects. Non-charitable projects are defined as those projects that earn funds for the Club's operating fund.

Article XII: Resolutions and Subscriptions

Section 1. Resolutions and Motions. No resolutions or motions to commit this Club on any matter shall be considered by the club until it has been considered by the Board of Directors. Such resolutions or motions, if offered at a Club meeting, shall be referred, without discussion to the Board, which after having considered the matter, shall submit its recommendations to the Club. Having received the recommendations of the Board, the Club may then proceed to take such action as may seem proper to the majority.

Section 2. Assessments. No assessment shall be permitted to be placed upon the membership of the Club without the approval of the majority of the members of the Club voting at a regular meeting. Notice of the proposed assessment must be provided to the members ten (10) business days prior to the vote.

Section 3. Non-budgeted Expenditure Proposals. Any proposal for an expenditure of non-budgeted funds in excess of \$200.00 shall be referred to the Board of Directors, and their recommendation shall be submitted to the Club for final action. Prior to the vote by the Board of Directors, the Treasurer shall certify that funds are available.

Article XIII: General Provisions

Section 1. Conduct of Business.

- A. Parliamentary procedure in all meetings of the Club, Board of Directors and Committees shall be in accordance with Robert's Rules of Order, newly revised.
- B. The business of this organization shall be transacted by voice vote, except when designated otherwise by the presiding officer or provided for by the Bylaws.

C. There shall be no voting by proxy.

Section 2. The Standing committees of this organization shall consist of the following:

- A. Finance Committee
- B. Program and Entertainment Committee
- C. Civitan Education Committee
- D. Publicity and Club Bulletin
- E. Junior Civitan

Section 3. Corporate Seal. The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the corporation and in the center of which is inscribed "Seal," and such seal, in the form approved by the Board of Directors, shall be adopted by said Board as the corporate seal of the Corporation.

Section 4. Waiver of Notice.

Whenever any notice is required to be given to any member or Director under the provisions of the North Carolina Nonprofit Corporation Act, or under the provisions of the Charter of Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to giving of such notice.

Section 5. Politics and Religion. This Club shall not be used in any way for political purposes, nor shall it as a club actively participate in the political candidacy of any person or persons.

This Club subscribes to the principle of religious freedom for its members and all other persons.

Section 6. Guests. Each member is encouraged to invite potential members as guests; the meal cost will be covered by the Club. For any other guest not considered to be a potential member, the Club member will be charged.

Section 7. Disposal of Assets Upon Club Dissolution

Should the Club dissolve, the Treasurer shall pay all outstanding bills as quickly as possible. Any remaining financial assets shall be paid to charitable causes approved by the Board of Directors. All physical property of value owned by the club shall be sold and the proceeds placed in the charitable giving account. Any items that belong to the Club that are particular to Civitan shall be offered to Carolina District East for its use. Any documents and papers shall be offered to the Craven County Library for use in the Kellenberger collection.

Article XIV: Amendments

These Bylaws may be amended by the majority vote of the members in good standing present at any meeting of the Club after recommendations by the Board of Directors and where there is a quorum, provided written notice of such proposed amendments shall have been given to the Club Members a minimum of ten (10) business days prior to the date of the meeting.

No amendments or additions to these Bylaws can be made which are not in conformity with the Bylaws of Civitan International.

Article XV: Approval

These Bylaws and all amendments thereto shall be forwarded to Civitan International for its review, and inclusion in this Club's permanent file of records at that office.