

## **Bylaws of the Salem-Keizer Newcomers' Club**

### **Article I: Name**

The name of this organization shall be the Salem-Keizer Newcomers' Club (referred to in these bylaws interchangeably as the "Club" and the "corporation").

### **Article II: Purpose**

Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Ch. 65 of the Oregon revised Statutes (or its corresponding future provisions).

The corporation's primary purpose shall be for the mutual benefit of its members.

The Salem-Keizer Newcomers' Club is dedicated to helping its members meet and make friends and become acquainted with the civic and cultural climate of the community through participation in a variety of Club activities and events.

### **Article III: Members**

#### **Section 1. Class of Membership**

There shall be one class of members of this corporation. Each member in good standing shall be entitled to one vote on all matters for which a membership vote is permitted by law, the articles of incorporation, or bylaws.

#### **Section 2. New Member Eligibility**

- a. Membership shall be open to any resident whose residence is within 20 automobile miles of the Salem or Keizer City Halls.
- b. A prospective member who meets eligibility criteria may attend Club functions as further described in the Club's standard operating rules (hereafter referred to as "rules").
- c. An individual who subscribes to the Club's purposes and meets eligibility criteria as stated in these bylaws will become a member upon receiving approval as described in the new member application procedure stated in the Club's rules. No prospective member may be entered into membership without their consent.

#### **Section 3. Previous Members**

Upon verification of past Club membership status, a previous member may rejoin the club at any time by paying the full year's membership dues. Previous members who have discontinued membership for more than one year will pay dues based on the amounts established for new members as published in the rules.

#### **Section 4. Continuation of Membership**

- a. A member may continue his/her membership indefinitely and participate in Club activities provided that dues are current and the member has no delinquent financial obligations to the Club.
- b. A member with delinquent financial obligations will not be considered a member in good standing and will not be eligible to vote or participate in Club functions until the financial obligation is met.

- c. A current member who relocates to a new address more than 20 automobile miles from either the Salem or Keizer City Hall may continue their membership.
- d. Membership in the Club may not be transferred to another individual.
- e. Membership will not be continued without a member's consent and action defined as: 1) the receipt of the completed membership renewal form and 2) payment of the upcoming year's dues to the Treasurer or Finance Director.

#### Section 5. Termination/Resignation of Membership

- a. A member who does not pay his/her dues as specified in the current rules is considered to have voluntarily terminated their membership.
- b. Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice of and reasons for the termination by first class or certified mail, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.
- c. A member may also choose to terminate their membership at any time by notifying the Secretary in writing.
- d. Termination or resignation of membership does not excuse any financial obligation that may be owed to the Club by the member.

#### Section 6. Nondiscrimination

The Club shall not discriminate against its members or those eligible for membership.

### **Article IV: Membership Meeting and Voting**

#### Section 1. Annual Membership Meeting

The Club will hold an Annual Membership meeting in May for the purpose of electing officers and conducting other Club business.

#### Section 2. Special Membership Meetings

Special meetings of the members shall be held at the call of the Board or by the call of at least five percent of the voting power of the corporation by a demand signed, dated, and delivered to the Secretary. Such demand by the members shall describe the purpose for the meeting.

#### Section 3. Notice of Annual Membership Meeting

- a. Notice of a Membership meeting is given to each member by electronic or first-class mail at least 7 days before the meeting and not more than 60 days before the meeting. The notice will include the date, time, place and purposes. In most instances, the Membership meeting notice will be published in the Club Newsletter.

- b. By indicating an email address on a membership or renewal form, a member assents to electronic notification. Electronic and mail notification are deemed adequate if sent to the most recent email or postal address on file with the Membership Directors.

#### Section 4. Quorum and Voting

Those votes represented at a meeting of members constitute a quorum.

A majority vote of the members voting is the act of the members, unless these bylaws or the law provide differently.

#### Section 5. Proxy Voting

There shall be no proxy voting.

#### Section 6. Voting by Absentee Ballot

If a member is unable to attend the Membership meeting, that member may submit a signed ballot to the President prior to the meeting. The written ballot will be verified by a sign in sheet at the Membership meeting to ensure there is no duplication when votes are counted.

#### Section 7. Voting by Written Ballot in Lieu of Membership Meeting

- a. In ordinary circumstances members will vote on Club matters at a Membership meeting. Rarely, however, the Board may determine the need for a ballot to be distributed to every member instead of conducting a vote at a meeting. The Board may choose to deliver a written ballot to every member of the Club for a vote on a proposed action in lieu of a meeting at which the vote would take place.
- b. If it chooses to conduct a written ballot, the Board shall establish procedures to safeguard the confidentiality and integrity of the voting process prior to ballot distribution and shall adhere to procedural requirements for conducting written ballots as specified in Oregon State Statute 65 (or its corresponding future provisions).
- c. All members shall be given notice of the Board's intent to distribute a written ballot in lieu of a vote taken at a Membership meeting prior to the distribution of the ballot. A member who has agreed to acceptance of Club correspondence through electronic means as indicated on the Club's membership form may receive a ballot electronically. A member not accepting electronic means of correspondence may receive a hand or postal-delivered ballot.
- d. A quorum for the purposes of the written ballot shall be the number of ballots returned.

### **Article V: Board of Directors**

#### Section 1. Duties

The Club's affairs are managed by the Board of Directors; hereafter known as the Board. The Board is elected by the membership. The elected members (officers and directors) shall have voting power in matters of the Board. Each elected member shall have one vote. The Board has the authority from time to time to create such rules and regulations as the Board may deem to be in the best interests of the Club.

Each Board member shall discharge his/her duties as a director or officer, including his/her duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Board member reasonably believes to

be in the best interest of the corporation. Nothing in these Bylaws shall be construed to require the Board to take any specific action to enforce Standard Operating Rules.

## Section 2. Number

The number of Board members may vary between five and fifteen.

## Section 3. Term and Election of Board Members

- a. Voting members of the Board are elected by Club members at the Annual Membership meeting by a majority vote of the members attending and voting. The term of office for all elected members shall be one year beginning July 1. An elected Board member may serve two consecutive terms in the same position if re-elected by the membership. Additionally, a member may be elected to repeat service in the same Board position an unlimited number of times if the need arises.
- b. A member of the Club may serve on the Board in a variety of positions during their length of membership for as many years as they desire and is elected to do so.
- c. In the event no previous Board member is willing to serve as President, then the nominating committee will present for approval to the Board the name of a member who is willing to serve. Upon approval by the Board, that person will be included in the slate presented to the membership for vote.
- d. The Nominating Committee prepares a slate of proposed Board members. Any member who desires to be added to the ballot after the slate is announced may submit his/her name and the position they seek in writing and deliver it to the President prior to the election. Nominations may also be made from the floor at the meeting in which the election takes place. A member may not be nominated without their consent. If only one candidate is listed for a Board position, a voice vote of the membership may take place. If more than one candidate is listed for a position, then voting shall be by written ballot for that position.
- e. The Board sets the time and place of the installation at a date to take place no earlier than the first week of June and no later than the first week of July. An outgoing Board member is responsible for delivering all documents related to the position, both written and electronic, to their replacement no later than July 1 (excepting the Treasurer). Additionally, the outgoing Board member is responsible for conducting any necessary training related to the position. The outgoing Treasurer will continue to work with and train the incoming Treasurer in order to complete end-of-year fiscal records by July 31. In the event that the Board position is not continuing, the outgoing Board member shall return all position documents to the incoming President.

## Section 4. Removal

Any elected Board member may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote in an election of Directors.

## Section 5. Vacancies

Should a vacancy occur on the Board an interim Board member may be elected to serve for the remainder of the current membership year by a majority vote of the elected members then on the Board of Directors.

#### Section 6. Quorum and Action

A quorum at a Board meeting shall be a majority of the number of elected Board members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the Board members present. Where the law requires a majority vote of Board members in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

#### Section 7. Regular Board Meetings

Regular monthly meetings of the Board are held at a time and place to be determined by the Board of Directors. No other notice of the date, time, place or purpose of these meetings is required. Should there be no business to conduct at a regular meeting, the President may cancel the meeting.

#### Section 8. Special Board Meetings

Special meetings of the Board shall be held at the time and place to be determined by the Board. Notice of such meetings, describing the date, time, place and purpose of the meeting shall be delivered to each Director personally or by telephone or by electronic or postal delivery mail not less than two days prior to the special meeting.

#### Section 9. Alternative Board Meeting Venue

Any regular or special meeting of the Board may be conducted through use of any means of communication by which all Directors participating may: 1) simultaneously hear each other during the meeting, or 2) by the electronic methods of an internet chat room or email in which all board members are able to immediately transmit all messages to all participating board members. A quorum is necessary to conduct a meeting using one of these venues. Prior to scheduling an alternative venue meeting the President or his/her designee shall verify that all elected Board members have adequate equipment and the skill necessary to participate in the meeting.

#### Section 10. No Salary

Directors shall not receive salaries in accordance with financial policies for their Board services, but may be reimbursed for Board-approved expenses.

#### Section 11. Action by Consent

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent is in writing, setting forth the action to be taken or so taken, is signed by all of voting members of the Board. This shall include assent in electronic form.

#### Section 12. Conflict of Interest

- a. If a Board member or their family member or any other organization in which he/she is a part stands to gain financially by a transaction made with the Club, he/she shall disclose that information prior to any Board decision related to the transaction.
- b. Any corporate transaction in which a Board member has a direct or indirect interest must be authorized, approved, or ratified in good faith, by a majority of the Board members present at a meeting in which there is a quorum who have no direct or indirect interest in the transaction.

## **Article VI: Committees**

### **Section 1. Voting**

Board members serving in ex-officio positions on standing and special committees shall have voting power in matters of the committee.

### **Section 2. Standing Committees**

The Board oversees the activities of the standing committees listed in the published rules. Each of these committees shall have at least one Board member serving in an ex-officio position as a voting member of the committee. Each of these committees meets a minimum of once per year with additional meetings taking place as needed. The Club's rules provide a description of the members, duties and major procedures of these committees.

### **Section 3. Special Committees**

The Board may establish other committees, as it deems necessary and desirable. At the time of the committee's establishment, the Board will determine the membership of the committee and its' purposes.

### **Section 4. Limitations on the Powers of the Committee**

- a. Unless previously authorized by the Board, a standing or special committee may not take any action on behalf of the Club or itself that requires Board authorization including matters such as contractual obligations or financial expenditures.
- b. No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles of Incorporation, bylaws, rules or any resolution by the Board of Directors.

## **Article VII: Officers**

The following positions on the Board are elected by the Club's membership at the annual meeting and serve simultaneously as officers of the Club and as voting members of the Board.

### **Section 1. President**

The President is the chief officer of the corporation and acts as the Chair of the Board. The President has other powers and duties as prescribed by the Board of Directors and stated further in the Board Policies Manual.

### **Section 2. Vice President**

The Vice President is the presiding officer in the event that the President must be absent from his/her duties. The Vice President has other powers and duties as prescribed by the Board of Directors and stated further in the Board Policies Manual.

### **Section 3. Secretary**

The Secretary has overall responsibility for: (a) official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions; (b) any other duties as prescribed by the Board Policies Manual.

#### Section 4. Treasurer

The Treasurer has overall responsibility for the financial matters of the corporation. He/she performs or causes to be performed the following duties: (a) keeping of full and accurate accounts of all financial records of the Club; and (b) any other duties as prescribed by the Board of Directors and stated further in the Board Policies Manual.

### **Article VIII: Directors**

#### Section 1. Election and Number

- a. Directors are elected by the Club's membership at the annual meeting and serve as voting members of the Board. The number elected and serving may vary dependent on the needs of the Club and the current Board. However, in no case will the size of the Board's voting members, inclusive of officers and directors, exceed fifteen.
- b. The Board shall determine any need for a change in the number or function of director positions and then present its recommendation to the membership for consideration. Upon receiving a favorable majority vote by Club members, the change in number and/or function shall be implemented in the manner voted on by the membership.

#### Section 2. Duties

In addition to serving as voting Board members who manage the Club's affairs, Directors coordinate activities crucial to the continuing success of the Club. Specific activities related to each Director's position are published in the Standard Operating Rules and detailed in the Board Policies Manual.

### **Article IX: Advisors to the Board**

#### Section 1. Administrative Positions

- a. The Board must depend on Club members to perform certain administrative tasks. After receiving Board approval, administrative positions for the upcoming membership year are appointed by the Nominating Committee which is chaired by the Vice President. Current positions are published in the rules. The Board may add or remove administrative positions during the year as needed.
- b. Those appointed assume their responsibilities at the start of each membership year, July 1. They may continue in their positions for multiple years as desired and subject to Board approval.
- c. Administrative positions are advisory positions. As such, an individual holding an administrative position may attend Board meetings as necessary to his/her function or as the President requests. In this advisory position he/she may participate in Board meeting discussions, but does not have voting power or meeting attendance requirements, and is not counted for quorum purposes.
- d. Any member interested in holding an administrative position may express his/her desire to be considered for appointment by informing the Vice President or through the Nominating Committee survey.
- e. Any member holding an administrative position may be removed from the position, with or without cause, by a vote of a majority of Board members entitled to vote on Board matters.

## Section 2. Past President

The immediate Past President serves in an advisory, nonvoting capacity to the Board and regularly attends Board meetings. He/she may also be elected to hold a voting Board position and serve in that additional capacity.

## **Article X: Activity Groups**

A new special interest activity group, prior to its formation, must have Board approval. The Board has authority to modify or prohibit a group's activity if it finds that the group is in violation of the Club's governance procedures or is operating in a manner that poses unnecessary risk to the Club. The Club's Standard Operating Rules more fully describe procedures related to these groups.

## **Article XI: Corporate Indemnity**

### Section 1. Indemnification of Directors and Officers

- a. Except as provided in Section 1c to the extent of any insurance purchased and maintained on behalf of a Board member (including officers and directors), the Club will indemnify an individual made a party to a proceeding because the individual is or was a Board member against liability incurred in the proceeding if:
  - 1) the conduct of the individual was in good faith; and
  - 2) the individual reasonably believed that the individual's conduct was in the best interests of the Club, or at least not opposed to its best interests.
- b. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of no contest or its equivalent is not, of itself, determinative that the Board member did not meet the standard of conduct described in the Oregon Nonprofit Corporation Act.
- c. The Club may not indemnify a Board member under this Section:
  - 1) in connection with a proceeding by or in the right of the Club in which the Board member was adjudged liable to the Club; or
  - 2) in connection with any other proceeding charging improper personal benefit to the Board member in which the Board member was adjudged liable on the basis that personal benefit was improperly received by the Board member.
- d. Indemnification permitted under this Section in connection with a proceeding by or in the right of the Club is limited to reasonable expenses incurred in connection with the proceeding.

### Section 2. Mandatory Indemnification

To the extent of any insurance purchased and maintained on behalf of a Board member, the Club must indemnify a Board member who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Board member was a party because of being a Board member of the Club, against reasonable expenses incurred by the Board member in connection with the proceeding.

### Section 3. Advance for Expenses

The Club may pay for or reimburse the reasonable expenses incurred by a Board member who is a party to a proceeding in advance of final disposition of the proceeding to the extent of any insurance purchased and maintained on behalf of a Board member if:

- a. the Board member furnishes the Club a written affirmation of the Board member's good faith belief that he/she has met the standard of conduct described in XI.1.a; and,
- b. the Board member furnishes the Club a written undertaking, executed personally or on their behalf, to repay the advance if it is ultimately determined that he/she did not meet the standard of conduct. This undertaking must be an unlimited general obligation of the Board member but need not be secured and may be accepted without reference to financial ability to make repayment.
- c. Any authorization of payments under this Section 3 may be made by provision in the Articles of Incorporation, or these bylaws, by a resolution of the members, or the Board, or by contract.

#### Section 4. Report to Members of Indemnification

If the Club indemnifies or advances expenses to a Board member under this Article in connection with a proceeding by or in the right of the Club, the Club will report the indemnification or advance in writing to the members with or before the notice of the next meeting of the members.

#### Section 5. Insurance

The Club may purchase and maintain insurance on behalf of an individual against liability asserted or incurred by the individual who is or was a Board member or on behalf of the Club in the type and amount deemed advisable or necessary.

#### Section 6. Indemnification of Agents

The Club may indemnify and advance expenses under this Article to an agent of the Club to the same extent as to a director or officer.

### **Article XII: Amendments to Bylaws**

The Club's members must vote to amend or repeal these bylaws or to adopt new ones by a majority of the votes of those attending a meeting of the membership. Prior to any vote taken, the proposed change in the bylaws shall be published at least 30 but not more than 60 days prior to the meeting at which consideration is to take place. Date, time and place of the meeting at which the proposed amendment is to be considered will also be published.

*Adopted by the members of the Salem-Keizer Newcomers' Club on June 2, 2011, at the June membership meeting.*

*Amended by vote of the membership on April 5, 2012. See Article V, Section 3, paragraph 4.*

*Amended by vote of the membership on May 4, 2017. See Article III, Sections 2(a) and 2(b).*

*Amended by vote of the membership on May 2, 2019. See Articles III, IV, V, and VII.*

*Amended by vote of the membership on May 6, 2020. See Article V, Section 3.*

*Amended by vote of the membership on May 5, 2023. See Article III, Section 2.*

*Amended by vote of the membership on May 7, 2026. Replaced gender specific pronouns in numerous locations.*

## **Standard Operating Rules of Salem-Keizer Newcomers' Club**

These procedural rules are used by the Board to manage Club affairs and are to be followed by all Club members. As stated in the bylaws, the Board may change this document by majority vote with the exception of Rule 4 which requires majority approval by the Club membership if it is to be modified.

### **1. Membership**

a. The Membership Director or his/her designee shall review a prospective member's application to assure that eligibility requirements are met. The Treasurer or his/her designee shall assure successful deposit of dues. Upon verification from the Membership Director and Treasurer, membership shall be granted to the applicant. Prospective members who have submitted an application and dues may participate in Club activities during the review process, but will not have voting rights until membership is granted. The Membership Director shall notify all Board members and the Newsletter Editor of all membership approvals.

b. Payment of membership dues entitles a member to receive one copy of the Club's annual roster and email copies of all issues of the Club's newsletters published during the year. Newsletter distribution may be by print or electronic means. If a member wishes to receive the Newsletter by US mail, they must pay an additional fee based on printing and mailing expenses. Additionally, dues payment will cover the expense of the first nametag issued to a member when he/she joins the organization.

c. Member information is not to be used for any purpose other than Club business. Members are not authorized to use any Club information channel, including but not limited to the roster, newsletters, and social media, for political, business or charitable solicitation or to share member information with any person or group outside the Club. Members not wishing to save previous years' rosters for personal or Club reference are requested to shred them prior to discarding in order to help protect member privacy.

d. No member, prospective member or guest is authorized to use Club activities as a means for self-promotion or for promoting commercial endeavors from which they stand to benefit.

e. Members must pay for their expenses associated with all Club activities such as Luncheons, Coffees, and admissions to activities.

f. It is a member's right and obligation to participate actively in the Club in order to help fulfill its purposes. Crucial to the successful continuation of the Club as an all-volunteer organization are members willing to serve in leadership roles as well as to help conduct activities throughout the duration of their membership. As such, members may participate in all Club activities and volunteer to serve in leadership and administrative positions within the Club.

g. A member whose contact information changes must immediately notify the **Membership Director** in writing so that Club records can be updated. The Membership Director shall provide an updated copy of the membership list on a quarterly basis to the Secretary.

### **2. Prospective Members and Guests**

a. A prospective member meeting eligibility requirements may attend no more than **three** activities before applying for membership. A prospective member pays any fee associated with a function

he/she attends at which a fee is due. He/she is also responsible for following any reservation procedure required for the function.

b. A guest may attend a Club activity only at the invitation of a current member. A guest accompanying a member (such as spouse, significant other, out-of-town family/ friend) may participate in a limited number of activities as specified in the activity's description provided all members have been accommodated and space remains available. Some activity groups as described in the current roster include spouses and significant others as regularly invited participants in their activities. In those instances, a spouse or significant other will not be asked to give up attendance in favor of a member who reserves after any maximum number of participants is reached.

### **3. Payment of Dues and Renewal of Membership**

a. The Board has set membership dues for the current membership year at \$25. The membership year is defined as July 1 – June 30.

b. The annual amount of \$25 will usually cover the twelve-month period as defined above. When a member joins in May or June, the dues will be \$25 and that payment shall cover the period from their join date through June 30 of the following year.

c. Membership renewal forms are distributed beginning in May at Club activities, included in the newsletter, and posted on the Club's website.

d. Renewal dues must arrive at the Club's post office box or be delivered in person to the Membership Director(s) ***no later than June 30*** in order for a member to continue membership in the upcoming membership year and to be guaranteed a listing in the new roster. A member who does not renew his/her dues by June 30, but wishes to rejoin, may do so by paying a full year's dues. A previous member whose membership has lapsed for more than one full membership year is eligible to pay dues in the same manner and amount as set for new members.

e. In the event of membership termination or resignation, dues will not be refunded and are not transferable.

### **4. Elected Board Members – Directors**

As specified in the bylaws, Directors are voting Board members, elected by the membership. Through their regular attendance at Board meetings they help to manage the affairs of the Club and additionally perform primary tasks related to the Club's purpose. Elected Co-Directors shall each have a vote on issues before the Board. (Officers are also voting members of the Board, and their positions are included in the bylaws). Detailed job descriptions are kept in the Board policies manual. The Directors and their functions are as follows:

Membership Director—the liaison for prospective and new Club members.

Luncheon Director—coordinates luncheon arrangements.

Activities Director—the Board's liaison with the Club's activity leaders.

Programs Director—secures speakers for luncheon programs.

Coffee Director—coordinates arrangements for the Club's Coffees.

Finance Director—assists the Treasurer in all financial and monies collection duties as needed and requested. He/she becomes Treasurer in the following term if possible.

Hospitality Director—organizes volunteers to welcome guests and members at Luncheons and Coffees.

## **5. Standing Committees of the Board**

### **a. Finance Committee**

The tasks of the Finance committee are to:

- ◇ compare the current budget to income and expenditures in order to prepare and recommend a budget for the upcoming fiscal year
- ◇ identify who will review the year-end financial statement (see related Rule 7) during the budgeting process in order to determine if professional fee payment will be a necessary budget line item
- ◇ present the proposed budget to the Board for review and approval
- ◇ recommend budget changes as needed in order to insure the Club maintains adequate operational funds
- ◇ review Club income and expenditures and make recommendations to the Board related to any changes in member dues that may be warranted
- ◇ consider other financial matters as requested by the Board

Generally the Committee includes: the Treasurer (chair), Finance Director, President, and Vice President. Additionally, the Treasurer may appoint additional Club committee members-at-large to serve for one membership term. A member-at-large may serve additional terms if reappointed by the following year's Finance chair.

### **b. Governance Committee**

The Vice President chairs this committee. The Secretary serves as a member and the Chair (VP) appoints additional Club and Board members-at-large to serve as needed.

As requested or on its own initiative, the Governance Committee studies questions about the Club's governance processes and documents including the Articles of Incorporation, bylaws, standard operating rules and all other Board documents. Tasks may include:

- \*research of procedural questions
- \*drafting of amendments for proposal to the Board and membership
- \*recommendation of solutions to any governing document-related problems
- \*review of proposed policies and procedures for compliance with existing governing documents
- \*consideration of other governance matters as requested by the Board

### **c. Nominating Committee**

The Vice-President organizes this committee. This committee strives to offer a diverse, qualified slate of Board members for consideration and election by Club members.

\*A request for members-at-large to serve as part of the nominating selection process is published in the newsletter and/or by announcement at a membership meeting before slating decisions begin. The chair appoints at least two additional committee members to serve in the nominating selection process, none of whom must be current Board members.

- \*An interest form prepared by the chair and distributed to members is used in determining Board candidates. A member is encouraged to submit their name for any position of interest. Self-nominations and committee recommendations are the basis for slating decisions.
- \*Any member serving on this committee may be considered for an elected position.
- \*By majority vote the committee determines who will be asked to accept nomination for a Board position.
- \*The committee confirms that prospective nominees are willing and able to accept the position if elected. They also apprise potential nominees of Board requirements and individual duties of the position. A member should not accept nomination for any position he/she is unable or unwilling to carry out if elected.
- \*The proposed slate is presented to Club members at least 30 days prior to election at the annual meeting.
- \*Any member who desires to be added to the ballot after the Nominating slate is announced may submit his/her name and the position he/she seeks in writing and deliver it to the President prior to the election. Nominations may also be made from the floor at the meeting in which the election takes place. A member may not be nominated without their consent.

## **6. Appointed Administrative Positions**

As stated in the bylaws, the Vice President is responsible for the Nominating Committee which also appoints administrative positions for the upcoming membership year. Considered to be advisory positions to the Board, they do not carry regular board meeting attendance requirements or voting power on the Board, and they must comply with written job descriptions for the position, if applicable. Additionally, the Vice President or a person holding, or selected to hold, a Board or an administrative position may appoint one or more assistants to help with the performance of duties related to a particular position.

Members are strongly encouraged to volunteer for these administrative positions, and should do so by notifying the Vice President. Positions for the year may include:

**Fundraiser Chairperson**—coordinates a fundraiser event and recruits members to participate in the all-volunteer event. Proceeds from the fundraiser are donated to charities selected by the membership.

**Charities Chairperson**—coordinates a short-term committee to research local 501(c)(3) organizations and recommends finalist recipients for the charity fundraiser (See related Rule 11b).

**Sunshine Coordinator**—mails cards and notes to members in need of a bit of sunshine.

**Historian**—provides a pictorial account of the years' activities.

**Newsletter Editor**—creates and publishes the Club's monthly newsletter.

**Proofreaders**—provide proofreading for club documents such as newsletters and rosters.

**Luncheon Prize Ticket Sales**—sells tickets for Luncheon prizes.

**Roster Coordinator/Team**—prepares and publishes the annual membership roster

**Web Admin**—coordinates necessary changes to Club's website, Facebook page, and Google Drive.

**Assistant(s) to Director(s)**—appointed as desired by the Vice President or a Board Director to assist in coordinating Club activities.

## **7. Financial Policies**

- a.** The Club's fiscal year runs concurrently with its membership year: July 1–June 30.
- b.** The June 30 financial statement must reflect at least a minimum ending balance (MEB) determined by the following formula: # of members on January 1 x full year's dues per person = MEB (For example: If on Jan 1, the Club has 150 members and the dues amount that year is \$25, the MEB required to be on hand in the Club's treasury on June 30 would be \$3,750). The MEB assures operating funds for the Club during the upcoming membership year.
- c.** Members are not reimbursed for unbudgeted Club expenditures unless the Board approves the expenditure prior to the purchase. Any purchase that exceeds the budgeted amount must also be approved prior to the expenditure. Any budgeted expenditure that exceeds \$50 must be reviewed by the Board prior to the expenditure.
- d.** A member attending a Coffee is expected to help defray the cost of each Coffee he/she attends by the payment of a nominal amount at the door.
- e.** Luncheon fees are charged in order to include all costs associated with the luncheon such as: food, use of room and equipment, labor costs and gratuities. The Club will pay the cost of the President's lunch through special fundraising activities. Any costs not expected to be recovered through member luncheon fees must be approved by the Board prior to expenditure.
- f.** The Club recognizes that emergencies and illness may make it impossible for a member who has made a reservation to attend a Club event such as a luncheon. A member who makes a reservation to attend and then cancels within the requirements of the published cancellation procedure is released from payment obligation. The Club is not able to subsidize the financial obligations of its members. Therefore, members who do not cancel according to the published procedure within the stated cancellation date will not be entitled to a refund of the luncheon payment. A member who finds that he/she cannot attend and is not able to cancel by the deadline date may ask another member who has not previously made a reservation to substitute in his/her place.

If a member substitutes and pays the Club for the reserved amount, then the member who originally made the reservation is released from obligation. Otherwise, the member not attending is required to meet the financial obligation.
- g.** A member making an event reservation for a guest or prospective member is responsible for ensuring that the Club receives payment for the guest or prospective member if that person does not pay and the reservation is not cancelled according to the published procedure and date on the reservation form.
- h.** All Club activities are self-supporting with the exception of luncheons and coffees whose authorized additional expenditure amounts are determined by the Board.
- i.** In the event of a current member's death, the Club will make a \$50 donation in remembrance to a charity specified by the member's family. If no charity is specified, then the donation will be made to a charitable 501(c)(3) organization determined by the Board.

j. The President and Treasurer shall review on a monthly basis, the Bank Statement and Reconciliation Report in accordance with procedures stated in the Board Policy Manual.

k. Club finances are reviewed annually by a person who understands financial data. This person may be a Club member but not on the Board during the year being reviewed. This person should prepare a report for the Board within 75 days of the fiscal year's end.

l. In the event that the Club incurs bank fees from a member's returned check, that member shall reimburse the club for the original amount plus any expenses incurred by the club including bank charges and collection fees.

### **8. Distribution of Community-related Information**

In furthering the Club's purpose of acquainting members with community civic and cultural activities, a member may share information with members about other nonprofit cultural, civic and charitable groups in the following ways:

a. Written information (flyers and brochures) may be distributed at Coffees and Luncheons if table space allows and does not compromise space needed to share Club information. The member providing the information must remove it at the end of the event.

b. Due to meeting time constraints, members may only make oral announcements pertaining specifically to Newcomers' activities and Club business.

c. The Club does not endorse political candidates or ballot measures and does not authorize the distribution of any partisan materials to Club members. The Club will not allow the distribution of any materials containing defamatory or discriminatory information at any Club activities.

### **9. Parliamentary Authority**

The current edition of THE STANDARD CODE OF PARLIAMENTARY PROCEDURE governs the Club in all parliamentary situations not provided for in the law, or in the Club's Articles of Incorporation, bylaws or these standard operating rules.

### **10. Correspondence with Members**

In order to express care and concern for members experiencing illness or crisis, the Sunshine Coordinator, on behalf of the Club, sends a card or note to those members in need of support and provides information for the newsletter. The Club will respect the wish for privacy from any member who requests it, and will also comply with duties stated in the job description.

### **11. Club Activities**

a. The Board is responsible for scheduling the Club's luncheons, held on first Thursdays of certain months and the monthly Coffees held on third Thursdays unless announced otherwise. Membership meetings are conducted as needed, with the Annual Membership meeting held in May. Details for these events are announced in the Newsletter or by other means if needed.

b. The Club may hold a charity Fundraiser. Funds raised are donated to community organizations recommended by the Charities committee and selected by the membership. The Board will approve the amount of the distribution to each charity.

c. A variety of special interest activity groups (“AG”s) contribute to the Club’s purposes. These activities are open to all members with the understanding that some groups may have limitations due to space constraints or the nature of the activity.

**d. The following procedural rules apply to all AGs:**

- ☐ An AG must be self-supporting. No Club funds are used to subsidize its activities.
- ☐ An AG selects its own activities and meeting locations. An AG is responsible for identifying a leader (AL) for its group who coordinates its activities and promotes those activities to the Club’s membership. The AL may serve as the leader for as long a time as he/she and the group desire. AG activities must adhere to any applicable governing documents of the Club.
- ☐ An AG whose regular activity involves a limited number of participants such as Bridge and Bunco may establish a regular player/participant list of Club members, and must include members as substitutes who request to play after the regular player list is established. At no time may a group overlook an available Club member in favor of a nonmember. In an emergency situation, a nonmember may be invited to substitute in a games group twice per membership year.
- ☐ If a group’s participation is limited due to size or type of activity, the group’s AL will maintain a current waiting list of members who would like to participate on a regular basis. First opportunity to fill a regular position is given to the member who has been on the wait list for the greatest amount of time. A member participating as a regular player/attendee in one group may not join another like group if a waiting list exists. However, a member participating as a regular player/attendee in one group may have an option to join another like group if enough members wish to start a second group and it has a designated leader.
- ☐ Club members may visit groups occasionally without the need to become a regular member of the AG. And, those who do participate regularly in an AG are expected to help with its operation through hosting, contributing refreshments, planning an activity or other duties needed for the successful functioning of the group.
- ☐ AGs must select their AL for the upcoming membership year and notify the Activities Director no later than June 30 in order to be considered an active AG. An AG losing its active status must receive Board approval before beginning activities again.
- ☐ A member interested in forming a new AG should contact the Activities Director for assistance with the implementation process. The Board will make a decision to approve a new activity group.
- ☐ A member having a concern about the operation of an AG should discuss it with the Activities Director for review and action if necessary.

## **12. Insurance**

a. The Club maintains two insurance policies: a general liability policy on behalf of the Club as an organization and a Directors and Officers liability policy. These policies may not substitute for the potential need of a member’s homeowner policy in the event that someone is injured or harmed during a Club event that takes place at a member’s home.

**b.** The Club does not have insurance for carpooling arrangements to and from Club events and assumes no liability for them; carpooling, ride sharing, or anything similar is strictly a private arrangement among the drivers and riders. When a member carpools as driver or rider it is at his/her sole risk.

### **13. Data Security**

The Club will make every effort to protect member information from unauthorized distribution. Access to the member information record set is limited to persons administering official Club business.