

Rev: July 7, 2014

APEX NEWCOMERS AND FRIENDS CLUB BY LAWS

ARTICLE I – NAME OF ORGANIZATION

The name of this organization shall be the Apex Newcomers and Friends Club, hereinafter referred to as the "Club".

ARTICLE II - PURPOSE

The Club is a not-for-profit organization whose purposes are to:

- a. Stimulate new association and friendships through shared social activities;
- b. Help newcomers to the Apex area identify with their community; and
- c. Promote interest in and support local civic, cultural, and service programs.

ARTICLE III – MEMBERSHIP

SECTION 1. Membership Criteria - All individuals located in Apex and its surrounding area are eligible for membership, without regard to race, creed, sex, national origin or religion.

SECTION 2. Members and Prospective Members -

- a. Members – All individuals whose dues are current are considered "members" of the Club. All members may participate in all activities of the Club, including holding membership on the Executive or the General Board, regardless of the length of time a person has been a member.
- b. Prospective member – A prospective member is a guest attending a Club activity who is not a member of the Club. A prospective member is permitted to attend two (2) Club activities without the payment of dues. A prospective member will be charged dues for any subsequent Club activities attended.

SECTION 3. Conflict of Interest Policy for all Members, Prospective Members and Guest Speakers–

- a. No Club member or prospective member shall use the Club, its membership lists, or its directory as a means of self-promotion or for promoting commercial endeavors of any kind.
- b. The Club will not sponsor, promote or invite to speak any interest groups or speakers dealing with the topics of sex, race, religion, or politics.
- c. Guest speakers may be invited to the Club to provide general information about a subject matter of interest to the members. Upon prior approval from the Executive Board, a guest speaker may be permitted to provide promotional commercial material to the members related to that speaker's subject matter.

d. All members of the Club will avoid the direct or the appearance of a conflict of interest in its dealings with other entities that do business with the Club or its members. In that respect, individual members acting on behalf of the Club in any capacity (e.g., Officer, Chairperson, volunteer) may not receive anything of value from entities that do business with the Club unless the benefit to be received can be equitably shared among the entire membership or, depending on the circumstances, among the group of affected members.

e. If a conflict of interest issue arises, any member may request that the issue be reviewed and resolved by the Executive Board. If the issue is not resolved to the satisfaction of the member, the issue will be raised at a General Meeting by the President and determined by a majority vote of the members present at that meeting where there is a quorum present (See Article V, Section 3.)

SECTION 4. Denial of Membership - The Executive Board may deny membership renewal to anyone failing to comply with the Bylaws of the Club.

ARTICLE IV – DUES

SECTION 1. Establishment of amount of dues – The amount of membership dues will be established on an annual basis by the Executive Board.

SECTION 2. Payment of dues –

a. Dues are payable by the first meeting in September. Members whose dues are not paid will be dropped from the Club membership and the mailing list. No previous member may participate in activities until dues are received.

b. Members joining after December 31 will pay half the current annual dues for the remainder of the membership year (i.e., December 31 – May 31).

SECTION 3. No refunds or transfers of dues - Dues are non-refundable, non-transferable and are not tax-deductible for income tax purposes.

ARTICLE V - MEMBERSHIP MEETINGS

SECTION 1. General Meetings - A General Meeting shall be held each month except for June, July, and August. Any meeting may be canceled if deemed appropriate by the Executive Board provided the membership is notified at least thirty (30) days in advance, except in an emergency or extreme weather conditions. POLICY: In the event that Wake County Public Schools are closed, or have a delayed opening, due to weather conditions on the day of a General Meeting, the meeting will be canceled.

SECTION 2. Business Meetings - At least two (2) of the General Meetings shall be deemed Business Meetings; one of which shall be the May Business Meeting and shall include the election of officers. The other Business Meeting shall be held at the discretion of the Executive Board and shall include budget approval.

SECTION 3. Quorum for Voting at Meetings - For proposes of voting, a quorum will be considered established if twenty five percent (25%) of the members are present. A majority voice vote by those members present may determine any business requiring a vote.

ARTICLE VI – THE EXECUTIVE BOARD

SECTION 1. The Executive Board - The governing body of the Club shall be the Executive Board. The Executive Board serves the same function as a Board of Directors.

SECTION 2. Composition of the Executive Board - The Executive Board shall consist of the following officers:

- a. President
- b. First Vice- President (Fundraising),
- c. Second Vice- President (Membership)
- d. Secretary
- e. Treasurer
- f. Immediate past President

SECTION 3. Election of the Executive Board - The Executive Board shall be elected annually by the membership. The officer shall perform the duties required by these bylaws as described in Addendum A - Job Description of Executive Board and Officers. The officer may hold a single position for a maximum of two (2) consecutive years. Any member of the Executive Board may not serve as an elected officer for more than a total of three years unless approved by a quorum majority of the members at a General Meeting.

SECTION 4. Vacancy of Presidency - In the event that the office of President is vacated during the course of the term, the office shall be automatically filled by the 1st Vice-President. A vacancy in any other office shall be filled by majority vote of the Executive Board. Should the Treasurer resign before the end of the term, all records will be reviewed by an audit committee before the new Treasurer assumes the position.

SECTION 5. Executive Board Meetings - The Executive Board shall meet monthly, or as deemed necessary by the President. Special meetings of the Executive Board may be called by the President or by three (3) of its members.

SECTION 6. Attendance at Meetings - Officers are expected to attend all meetings of the Executive Board, the General Board, and the General Membership.

SECTION 7. Voting Quorum of Executive Board - A quorum will be considered established if three (3) of the Executive Board members are present.

SECTION 8 – Job Description of Executive Board Positions – A job description outlining the duties and responsibilities of the Executive Board and its officers is attached to and incorporated by reference into the by laws as Addendum A.

ARTICLE VII - NOMINATION AND ELECTION OF OFFICERS FOR THE EXECUTIVE BOARD

SECTION 1. Nominating Committee - A Nominating Committee of at least three (3) members shall be selected at the February General Meeting. The Committee shall not have more than one member from the Executive Board.

SECTION 2. Nominating Process –

- a. The Nominating Committee will select a single slate of officers after receiving permission from each nominee with respect to his or her nomination.
- b. The Chairperson of the Nominating Committee shall present the proposed slate of officers at the April General Meeting. Nominations for any office may be received from the floor provided the consent of the nominee has been previously obtained. Voting will be conducted at the May General Meeting.

ARTICLE VIII – THE GENERAL BOARD

SECTION 1. Composition of the General Board - The General Board shall consist of the Executive Board and Chairpersons of the Standing committees.

SECTION 2. Meetings of the General Board –

- a. The General Board shall meet monthly unless it is determined by the President that a meeting is unnecessary. Nevertheless, a monthly meeting will be scheduled at least quarterly throughout the year.
- b. General Board members are expected to attend all meetings of the General Board and the Club General Meetings.

ARTICLE IX - STANDING COMMITTEES

SECTION 1. Standing Committee Chairpersons - Standing Committee Chairpersons are members of the General Board.

SECTION 2. Role of the President in Standing Committees - The President shall be an ex-officio member of all committees except the Nominating Committee.

Section 3. Annual identification of Standing Committees and Chairperson Responsibilities - The specific Standing Committees (e.g., Dinner, Lunch, Breakfast, Game Night etc.) can fluctuate from year to year depending on the interests of the members of the Club. At the beginning of each Fiscal Year, the Executive Board after receiving input from the membership at a General Meeting will generate documents listing the specific committees to be established for that year and specifying the Chairperson’s responsibilities with regard to those committees.

ARTICLE X- OFFICERS DUTIES AND LIABILITY

SECTION 1. Duties - Each officer of the Club shall discharge the duties as an 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 officer reasonably believes to be in the best interest of the Club.

SECTION 2. Officer conflict of interest rules - In addition to the requirements set forth in Article III, Section 3, any Club transaction in which an officer has a direct or indirect interest must be authorized, approved, or ratified in good faith by a majority, but not less than two (2) officers who have no direct or indirect interest in the transaction. Notwithstanding these restrictions, no transaction where an officer has a direct or indirect interest shall be authorized, approved, or ratified by a single officer. For purposes of this Section, an officer has an indirect interest in a transaction if:

- a. Another entity in which the officer has a material financial interest; or
- b. Another entity, of which the officer is a director, officer or trustee, is a party to the transaction.

SECTION 3. Certain Officer Liability - In addition to other liabilities imposed by law upon the officers, an officer shall be subject to the following liabilities:

- a. All officers who vote for or assent to any distribution of assets of the Club contrary to any lawful restriction in the North Carolina Nonprofit Corporation Act (the "ACT"), the Articles of Incorporation or these by-laws shall be jointly and severally liable to the Club for the amount of the distribution that exceeds the lawful restriction.
- b. An officer of the Club shall not be liable under the provisions of subparagraphs (a) above, if the officer performed his/her duties in compliance with Section 1 of this Article X or (unless his actual knowledge concerning the matter in question make such reliance unreasonable) the officer relied on information opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by (i) one or more officers of the Club whom the officer reasonably believed to be reliable and competent in the matters present; (ii) legal counsel, public accountants, or other persons as to matters the officer reasonably believe were within their professional or expert competence; or (iii) a committee of the Board of which the officer was not a member if the officer reasonably believed the committee merited confidence.

ARTICLE XI - INDEMNIFICATION

SECTION 1. Officer and Agent Indemnification - Each person who was or is a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (hereinafter, a "proceeding" and including without limitation, a proceeding brought by or on behalf of the Club itself), by reason that the officer or agent is or was an officer or agent of the Club, or is or was serving at the request of the Club as an officer or agent, where the basis of such proceeding is alleged action in an in an official capacity as an officer or agent or in any other capacity while serving as an officer or agent, shall be indemnified and held harmless by the Club to the fullest extent permitted under the Act against all expense, liability, and loss (including attorney's fees, judgments, fines, excise taxes, or penalties and amounts paid in settlement) reasonably incurred or suffered by such person in connection

therewith, and such indemnification hereunder and shall inure to the benefit of the officer's or agent's his heirs, executors and administrators; provided, however, that the Club shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person **only** if such proceeding (or part thereof) was authorized by the Executive Board.

The right to indemnification conferred in Article XI Section 1 shall be a contract right and shall include the right to be paid by the Club the expenses incurred in defending any such proceeding in advance of its final disposition.

SECTION 2. Right of Claimant to Bring Suit –

- a. If a claim under Article XI Section 1 hereof is not paid in full by the Club within ninety (90) days after a written claim has been received by the Club the claimant may at any time thereafter bring suit against the Club to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim.
- b. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Club) that the claimant has not met the standards of conduct which make it permissible under the Act for the Club to indemnify the claimant for the amount claimed but the burden of proving such defense shall be on the Club.
- c. The failure of the Executive Board to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set in the Act, nor an actual determination by the Club that the claimant has not met the applicable standard of conduct, shall be a defense to the action or create the presumption that the claimant has not met the applicable standard of conduct.

SECTION 3. Non-exclusivity of Rights - The right to indemnification and the advancement and payment of expenses conferred in these Articles shall not be exclusive of any other right which any person may have or hereafter acquire under any law (common or statutory) these bylaws, any agreement, the vote of disinterested officers, or otherwise.

SECTION 4. Insurance - The Club may maintain insurance, at its expense, to protect itself and any person who is or was serving as an officer or agent of the Club against any liability asserted against and incurred by that person in any such capacity, or arising out of that person's status as such, whether or not the Club would have the power to indemnify that person against such liability under the Act.

SECTION 5. Saving Clause - If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Club shall nevertheless indemnify and hold harmless each officer and agent of the Club as to costs, charges, and expenses including attorneys' fees, judgments, fines, amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative, or investigative to the full extent permitted by any applicable portion of this Article that shall not have been invalidated and to the full extent permitted by applicable law.

ARTICLE XII - FINANCE/BUDGET

SECTION 1. Fiscal year - The fiscal year of the Club will run from June 1 through May 31.

SECTION 2. The Finance Committee - The Finance Committee shall be composed of the Treasurer, the immediate past Treasurer (if available), the President, the Fund-raising Chairperson, and one member at large to be appointed by the Executive Board. An annual budget will be presented to the General Board by the Finance Committee before the first General Membership Meeting of the fiscal year. After approval by the General Board, the budget shall be presented to the general membership for a vote.

SECTION 3. Budget limitations - Any General Board member who has been granted a budget amount must seek Executive Board approval before exceeding this budget. Unbudgeted expenditures over twenty-five dollars (\$25) must have Executive Board approval to be reimbursed. No expenses will be reimbursed without receipt and/or proper documentation.

SECTION 4. Charitable and philanthropic donations and projects - Philanthropic projects shall be approved by the Executive Board before being brought to the membership for a vote of approval. All such projects shall be self-supporting.

SECTION 5. Special Interest Standing Committees - Individual groups under the Special Interest Standing Committee will be self-supporting.

SECTION 6. Annual review - An annual review of the club's financial records will be conducted by an Audit Committee appointed by the Executive Board. The annual review shall be conducted after the close of the fiscal year and before turning over the books to the new Treasurer. The audit Committee will consist of a minimum of three members; two (2) from the general membership and one (1) from the General Board (other than the Treasurer). The outgoing Treasurer and the incoming Treasurer shall be present at the annual review; but shall not be a part of the Audit Committee.

SECTION 7. Authorized expenditure of funds - The organization will normally spend its funds solely on Club operating expenses and civic/charitable causes. However, an exception may be made to purchase a gift in recognition of outstanding service by a member.

ARTICLE XIII - GENERAL PROVISIONS

SECTION 1. Gender terms - As used in these bylaws, the masculine gender shall be deemed to include the feminine and feminine the masculine.

SECTION 2. Amendment, alteration or repeal of bylaws - These bylaws may be amended, altered, or repealed in the following manner:

1. The Executive Board shall appoint a committee to review and consider bylaw changes and changes in the job descriptions as deemed necessary.
2. The Executive Board will review the committee recommendations and submit them to the General Board for approval,

3. After approval of the committee recommendations by the General Board, the proposed changes to the bylaws must appear in the Club newsletter or be provided in writing to the members at least thirty (30) days before an announced, scheduled Business Meeting.

4. At the Business meeting, the committee recommendations to the by laws approved by the General Board can be amended by a majority vote of the members present, provided a quorum is established.

SECTION 3. Job Descriptions (Addendum A) - The Job Descriptions can be amended or revised by vote of the General Board and do not require going through the formal process outlined in Article XIII Section 2.

HISTORY OF CLUB BYLAWS

1. The bylaws of the Club were formally approved September 1999.
2. The bylaws were amended to change the club name to "Apex Newcomers and Friends Club," at the September 12, 2001 General meeting. Four names were submitted and voted on by the members. The list of six choices is available for review in the President's notebook September 2001 agenda. All previous references were changed in Article I, Article II, Article III, Article IV Article VI and Article VIII.
3. The change to associate member status in Article IX was made ~~at~~ the September 12, 2001 at a General membership meeting.
4. The budget amendment change to Article XII Section 2 was accepted May 8, 2002 at the General meeting.
5. On March 22, 2005, Jane Knight updated the bylaws with changes that were previously approved on May 14, 2003.
6. At the February 10, 2010 General Meeting the membership voted to change Article VI: Officers/Directors Section 3. Changes were updated on February 19, 2010.
7. At the September 10, 2014 General Meeting, the membership voted to approve the complete revision of the Club's bylaws as presented by a Bylaws Committee chaired by Esther Thomas. Others on the committee were: Elaine Charney, Howard Lem, Bette Foster, Eileen Kirkbride, Eleanor Staats, and Sandy Vaughan.

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JOB DESCRIPTIONS OF THE EXECUTIVE BOARD AND ITS OFFICERS

ADDENDUM

A

The **Executive Board** (i.e., President, First Vice President, Second Vice President, Secretary, Treasurer, and past President (if available)) is responsible for:

- a. Transacting necessary business in the intervals between Club meetings and such other business as may be referred to it by the Club;
- b. Creating standing and special committees;
- c. Approving the plans of work of all officers and committee chairpersons;
- d. Presenting a report at the regular meetings of the Club;
- e. Appointing an audit committee consisting of not less than three (3) members at least 30 days before the annual meeting, to audit the Treasurer's accounts;
- f. Preparing and submitting a budget for the year to the Club for adoption;
- g. Approving routine bills within the limits of the budget; and
- h. Filling vacancies of the officers and chairpersons

The **President** is responsible for:

- a. Coordinating the work of the officers and committees for the Club;
- b. Confirming that a quorum is present before conducting any business at any meeting of the Club;
- c. Presiding at all meetings of the Club and of the Executive Board;
- d. Overseeing Special Committees subject to the approval of the Executive Board;
- e. Being authorized to sign on bank accounts (two of three authorized signatures shall be required on all checks) (See Treasurer responsibilities Section i.);
- f. Being a member ex-officio of all committees except the Nominating Committee; and
- g. Performing such other duties as may be prescribed by the by-laws or assigned by the Club.

The **First Vice President of Funding** is responsible for:

- a. Acting as aide to the President;
- b. Presiding in the absence of the President;
- c. Attending Board meetings;
- d. Presenting fundraising options to the Executive Board and to the membership for approval;
- e. Reporting on the progress of fundraising on a need-to-know basis; and
- f. Preparing an article each month for the Club Newsletter as to fundraising progress.

The **Second Vice President of Membership** is responsible for:

- a. Acting as aide to the President;
- b. Presiding in the absence of the President and 1st Vice President;
- c. Enrolling new members and compiling a directory;
- d. Encouraging new members and returning members to remain active;
- e. Welcoming any new members and giving them a copy of the Club newsletter;
- f. Sending out follow up letters to guests and new members;
- g. Updating membership lists as necessary; and
- h. Relaying pertinent information to appropriate officers when appropriate.

The **Treasurer** is responsible for:

- a. Keeping accurate financial records for the Club;
- b. Attending membership and Board meetings;
- c. Paying bills incurred by the Club on a timely basis;
- d. Reimbursing members for their expenses for the Club. Having members fill out ___ reimbursement forms, and if money is given in advance, have them bring receipts back;
- e. Obtaining bank statements and reconciling the Club's checking/savings accounts at the ___ end of each month;
- f. Presenting a monthly financial spreadsheet to President, Secretary & have one for the ___ membership to view
- g. Working closely with the membership committee;
- h. Keeping current year's bank deposits, receipts, statements, membership reimbursement slips, paid bills and disbursed donation checks/information in a file. All pertinent financial information should be maintained for 7 years
- i. Personally visiting the bank used by the Club and registering with the bank as a signatory ___ for check writing purposes. If there is a new President, the new President must also ___ register as an alternate party to sign the checks in the event the Treasurer is unable to ___ perform this duty. The Treasurer must maintain a copy of the Club minutes identifying ___ the Treasurer's appointment to provide to the bank at the time of the visit.
- j. Conducting an audit at the end of the fiscal year (The fiscal year starts on June 1st and ends on May 31st of the next year). The audit must be done with the Treasurer, 2 ___ general members and one board member. The President may observe the audit. At the ___ end of the audit, the Audit Form must be signed by all of the persons who conducted the ___ audit.

The **Secretary** is responsible for:

- a. Recording the minutes of all meetings of the Club (and of Executive Board meetings) in an appropriate permanent record book;
- b. Reading the minutes from the previous meeting for approval;
- c. Performing other duties as assigned by the President or the Club;
- d. Maintaining a copy of the agendas; and
- e. Maintaining a copy of the Treasurer's Report.