

# **By-Laws of the Wilmington Newcomers Club**

## **Article I – Name**

The name of the organization will be the Wilmington Newcomers Club (the “Club”).

## **Article II – Organization**

**Section 1. Purpose.** The purpose of the Club is to help newcomers to New Hanover or Pender counties become better acquainted with each other and the Wilmington community at large. The Club is organized as a non-profit association established for social purposes only.

**Section 2. Fiscal Year.** The Club’s fiscal year begins on June 1 of each year and ends on May 31 of the following calendar year.

**Section 3. Tax-Exempt Status.** The Club is recognized by the Internal Revenue Service as a §501(c)7 entity and is exempt from income tax under United States and North Carolina tax laws for the Club’s business-related income. The Club will file an annual Form 990, which will be available for review by all Club members.

## **Article III – Membership and Dues**

**Section 1. Eligibility for Initial Membership.** Initial membership is open to an Adult, as such term is defined by North Carolina statutes, who has moved to New Hanover or Pender counties within the four (4) year period prior to submitting an application for membership. Any Adult who has completed four full Membership Years, as defined in Section 3 below, or who is deemed to be a Graduate, as defined in Section 3 below, is not eligible for initial membership.

**Section 2. Initial Membership Requirements.** An applicant will be deemed to be a member of the Club upon:

- a) Submission of the completed application form. By signing the Club's application form, the applicant acknowledges that he/she will be responsible for compliance with the provisions of these Bylaws, as they are posted on the Club's website ([www.wilmingtonncnewcomers.com](http://www.wilmingtonncnewcomers.com));
- b) Submission of a signed Hold Harmless Agreement, a condition of membership to limit the liability of the Club;
- c) Payment of the applicable Dues, as defined in Section 4 below; and
- d) Introduction to the membership at one of the Club's monthly general membership meetings.

Once accepted as a member of the Club, a member will be referred to as a "Newcomer" for the term of membership.

**Section 3. Term of Membership.** A Newcomer may be a Club member for four (4) full membership years, each such year beginning on September 1 and ending August 31 of the following year ("Membership Year"). Any Newcomer who has completed four Membership Years is deemed a "Graduate" and no longer a Newcomer. A Graduate is not eligible for membership for any additional period.

**Section 4. Membership Dues.** Annual membership dues will be \$50.00, which will be due and payable at the beginning of each Membership Year ("Dues"). Dues for new members joining in months between September and May will be \$50.00; for new members joining in June or July, Dues will be \$20.00. For those new members joining in August, Dues will be \$50.00, which amount will be effective for the following Membership Year beginning on September 1.

**Section 5. Membership Renewal.** Membership will be automatically terminated for those Newcomers renewing their membership whose Dues are not paid on or before August 31 of the applicable year. In order to rejoin after the August 31 deadline, returning Newcomers must pay the full \$50.00 Dues, plus a \$15.00 reinstatement fee. Membership will not be renewed for any Newcomer until all outstanding balances owed to the Club are paid in full.

**Section 6. Use of Membership Dues.** All monies collected from Newcomers, as set forth in Sections 4 and 5 above, are considered to be business-related income and, as such, may be expended only to fulfill the Club's organizational purpose as set forth in Article II above. Monies derived from other Club activities may be expended on such Board-designated activities approved by membership in the Annual Budget, as defined in Article VIII, Section 1.

**Section 7. Member Participation in Satellite Groups.** Satellite Groups are smaller activity groups focusing on specific member interests ("Satellite Groups"). Satellite Groups are open only to Newcomers, except when a Newcomer is specifically permitted to include a guest at an event. Graduates and former Newcomers are not eligible to participate in Satellite Group functions, except as a spouse or significant-other of a current Newcomer.

**Section 8. Termination of Membership.** In addition to the nonpayment of Dues, as set forth in Section 5 above, a Newcomer may be terminated by a vote of two-thirds of the members of the Board, as defined in Article V, if such Newcomer has been found to:

- a) Knowingly assert false information on the Club's application,
- b) Move out of New Hanover or Pender counties, or
- c) Sell, provide, or use the Club's membership roster to promote or solicit personal business from any Newcomer.

The Board will provide seven (7) days prior written notice to such Newcomer regarding the Board meeting at which the Board will vote on any such proposed termination. At such Board meeting, the Newcomer subject to such termination may appear before the Board to provide mitigating information in connection with the proposed termination. The Board will adjourn into executive session to determine the outcome of the proposed termination.

#### **Article IV – Officers**

**Section 1. Club Officers.** Officers of the Club will be: President, First Vice-President, Second Vice-President, Secretary and Treasurer.

**Section 2. Election of Officers.** Officers will be elected annually as specified in Section VII hereof – Elections. Officers may not succeed themselves ("Rule of Succession"), except as described in Section 4 below.

**Section 3. Duties of Club Officers.** The duties of Club officers will be as set forth in Article VIII hereof – Duties of Club Officers.

**Section 4. Vacancy in Club Officer Position.** A vacancy in the office of President will be automatically filled by the First Vice-President. A vacancy in any other office will be filled by a vote of the Board, provided in writing to membership within seven (7) days of the membership vote and ratified by the Club membership at the next general membership meeting. The Rule of Succession will not apply to any Newcomer filling an unexpired term.

## **Article V – Executive Board**

### **Section 1. Executive Board.**

- a) The Executive Board (“Board”) is the governing body of the Club and consists of the Officers, as set forth in Article IV, the Standing Committee chairs, the at-large Board members and at-large committee chairs. Standing Committees are defined as: Hospitality, Membership, New Member Welcome Brunch, Newsletter & Website Manager, and Programs. The at-large Board members and committee chairs are as determined by the Board and subsequently approved by the general membership to assist with fulfilling the Club’s Purpose.
- b) The immediate past President serves at the request of the President as a non-voting, advisory member of the Board.
- c) No Board member will receive compensation for service as a member of the Board.

**Section 2. Board Meetings.** The Board will meet monthly and at other times deemed necessary. The minimum number of Board members needed to establish a quorum shall be a simple majority of the voting members. A voting member is deemed to be each Officer, one representative of each Standing Committee, each at-large member, and one representative of each at-large committee. Except when adjourned into executive session, Board meetings are open to any Newcomer with thirty (30) days prior notice to the President.

**Section 3. Term of Executive Board.** The term of office for each Board member begins on June 1 of the Fiscal Year and ends on May 31 of the following calendar year and shall be in accordance with Article VII hereof.

**Section 4. Executive Board Authority to Interpret Bylaws and All Other Rules of the Club.** The Board shall be the final authority in all matters pertaining to the interpretation of the Bylaws and other rules of the Club.

**Section 5. Termination and Resignation of Board Members.**

- a) **Termination:** Any member of the Board may be removed for cause, following seven (7) days prior written notice of such action to such Board member. Such action will require a two-thirds majority vote of the Board. The Board member receiving the removal notice may appear before the Board to provide mitigating or other factors in connection with the recommended removal. The Board will adjourn into executive session for determination of removal.
- b) **Resignation:** The Board will accept the written resignation of any sitting Board member. The full membership of the Club will be notified of a resulting vacancy on the Board no later than the next general membership meeting.
- c) **Filling Vacant Positions:** In order to fill the vacant position with a Newcomer in good standing, the Board will notify the full membership, in writing, of the potential replacement on the Board within seven (7) days prior to the meeting at which general membership is scheduled to vote on such replacement. Any new appointment to the Board requires a simple majority vote of the members present at the general membership meeting at which such vote is scheduled.

**Article VI - General Membership Meetings**

Unless otherwise ordered by the Board or by a majority vote of the general membership, general membership meetings of the Club will be held on the second Thursday of each month.

## **Article VII - Elections**

**Section 1. Nominating Committee.** A nominating committee (the “Nominating Committee”) is charged with selecting potential new Board members for the following Fiscal Year (“Potential Board Members”). The Potential Board Members will be chosen from Newcomers who volunteer to serve in such positions. A Newcomer is not eligible to serve as a Potential Board Member if such member is scheduled to become a Graduate during the applicable Board’s term of office. At its December meeting, the Board will elect three (3) members in good standing to serve on the Nominating Committee, designating one of the three to be chairman of the committee. Two (2) additional committee members will be selected from the floor at the January general membership meeting.

**Section 2. Election and Installation Process.** The Nominating Committee will present a slate of Potential Board Members to the current Board for its approval no later than the March Board Meeting. The Nominating Committee will present the approved slate to the full membership no later than the March general membership meeting. At such meeting, nominations will be accepted from the floor, provided that each such nominee has consented to serve in that Board position, if elected. The final slate of Potential Board Members will be sent to membership in writing within seven (7) days prior to the membership vote. At the April general membership meeting, elections will be held by a simple majority voice vote, unless requested otherwise. At the May general membership meeting, the newly elected Board will be installed into office for the term beginning on June 1 of the then-current calendar year and ending on May 31 of the following calendar year.

## **Article VIII – Annual Budget.**

**Section 1. Annual Budget.** The Annual Budget of the Club will be on the cash-basis of accounting for the Club’s next Fiscal Year.

**Section 2. Annual Budget Approval Process.** As set forth in Article IX, Duties of Officers, the Treasurer will work with the President and any special committee established by the Board to develop the Annual Budget for presentation to the Board no later than at its May Board meeting. Upon approval by the Board, the Treasurer will provide the proposed budget in writing to the full membership no later than seven (7) days prior to the May general membership meeting. As needed, any non-recurring expenditures of \$300.00 or more shall be separately identified in a transmittal to the full membership prior to the adoption of the budget. At the May general membership meeting, the budget will be presented for a vote by those in attendance. If not ratified at the May meeting, any revisions made to the budget will be subject to membership vote at each succeeding general membership meeting.

**Section 3. Process for Revising the Previously-Approved Annual Budget.** As set forth in Article IX – Duties of Officers, the Treasurer will provide to the Board monthly and year-to-date cash-basis schedules of revenues and expenditures and budget-to-actual comparisons. The Treasurer will identify and recommend any necessary revisions to the proposed budget based on current-year projections of revenues, expenditures, and/or budget shortfalls and overages.

**Section 4. Ratification of Revisions.** Revisions to the previously-approved budget are subject to Board approval. Any revision exceeding one thousand dollars (\$1,000.00) will be presented to the full membership, in writing, no later than seven (7) days prior to a vote at the next general membership meeting. Ratification will be made by a simple majority vote of those members present at the meeting.

**Section 5. Availability of Budget-Related Reports.** Upon completion and submission of the approved request form, a Newcomer may request access to budgetary reports. The Treasurer will provide access to the requested report(s) to such Newcomer.

## **Article IX – Duties of Officers**

### **Section 1. Duties of the President. The President**

- a) Presides at all general membership meetings and Board meetings.
- b) Authenticates all legally binding actions of the Club.
- c) Appoints such special committees as are necessary to carry out the Club Purpose.
- d) Is authorized to sign checks in the Treasurer's absence.
- e) Represents the Club in public relations and other social contacts.
- f) Is an ex-officio member of each special committee, except the Nominating Committee.
- g) Provides for an audit of books by appointing a committee of two (2) Newcomers to serve as auditors. The appointment of the auditors will be done at least one month prior to the expiration of the Treasurer's term on May 31. The Assistant Treasurer and the incoming Treasurer are not eligible to serve as auditors.
- h) Works with the Treasurer to prepare the Annual Budget.
- i) Is responsible for requesting that members of the Board review the Bylaws maintained on the Club's website.

### **Section 2. Duties of the First Vice-President. The First Vice-President**

- a) Acts for the President in case of the President's absence or disability
- b) Coordinates activities of all Satellite Groups.
- c) Approves the formation of new Satellite Groups and the dissolution of existing Satellite Groups.
- d) Sets up periodic meetings with Satellite Group chairs and co-chairs as deemed necessary.
- e) Provides Satellite Group chairs and co-chairs with the list of Graduates and terminated members to be deleted from Satellite Group rosters.

### **Section 3. Duties of the Second Vice-President. The Second Vice-President**

- a) Presides at meetings in the absence of the President and the First Vice- President.
- b) Plans and organizes the December holiday luncheon, the May luncheon for Board transition, and the August Graduate event.
- c) Plans and organizes all other events approved in the Annual Budget.

**Section 4. Duties of the Secretary.** The Secretary

- a) Takes and retains minutes of all Board meetings and all general membership meetings.
- b) Writes letters concerning Club business as directed by the President or Board.
- c) Updates the Bylaws and/or other policies and procedures posted on the Club's website, upon approved revision or amendment.

**Section 5. Duties of the Treasurer.** The Treasurer

- a) Collects Dues and other monies and fees at each general membership meeting and deposits such funds no later than one (1) week following the date of receipt.
- b) Maintains the Club's books and records.
- c) Maintains one or more bank accounts in the name of Wilmington Newcomers Club and pays bills and reimburses Board members for monies expended upon receipt of appropriate documentation and approvals.
- d) Insures that the Club has appropriate liability insurance.
- e) With input from the President, develops the Annual Budget for approval by the current year's Board no later than the May Board meeting.
- f) Reports monthly and year-to-date cash-basis schedules of revenues and expenditures and budget-to-actual comparisons to the Board for its monthly meetings.
- g) Identifies and recommends any needed revisions to the Annual Budget based on current-year projections of revenues, expenditures and/or budget shortfalls and overages, as provided in Article VIII, Section 3.
- h) Presents a Treasurer's Report at each general membership meeting. A newcomer may submit a written request to obtain a copy of the Treasurer's Report.
- i) Files all required tax filings within the filing deadlines. Makes a Form 990 available to all members upon request.

**Article X - Matters Requiring Membership Vote.**

**Section 1. Bylaws Revisions and Amendments.** Upon approval by the Board, these Bylaws may be revised or amended. The Board will provide written notice of any proposed revision or amendment to the full membership at least seven (7) days prior to the membership vote at the next general membership meeting. Any proposed amendment or revision must receive a two-thirds majority vote of the members in attendance for passage.

**Section 2. Election of Executive Board Members.** As provided in Article VII hereof, the Board will present, in writing, the slate of Proposed Board Members for the succeeding Fiscal Year at least seven (7) days prior to the membership vote at the April general membership meeting. The election of the new Board requires a simple majority of members in attendance at the meeting for passage.

**Section 3 – Election to Fill Vacancy on the Board.** As provided in Article V and Article VI hereof, the full membership shall vote on the filling of any vacant Board position. The Board will present to the general membership the name of the proposed member to fill the vacant position at least seven (7) days prior to the general membership meeting at which the vote will be taken. The ratification for filling a vacant Board position requires a simple majority vote of members in attendance at the designated meeting.

**Section 4. Approval of the Annual Budget.** As specified in Article VIII hereof, the Annual Budget shall be submitted to the membership no later than the May general membership meeting. The Board will provide the proposed budget to the membership at least seven (7) days prior to the May meeting. The passage of the Annual Budget or any subsequent revisions, requires a simple majority of members in attendance at the meeting.

**Article XI – Parliamentary Authority.** The rules contained in the current edition of Robert’s Rules of Order New Revised will govern the Club.

## Appendix A

### Bylaws of the Wilmington Newcomers Club Revision and Amendment Table

	<b>Description of Revision or Amendment</b>	<b>Date Approved by Membership</b>	<b>Effective Date</b>
1.	Constitution and Bylaws Revision – January 2016	January 14, 2016	Effective for all members joining the Club after January 14, 2016. Superseded by Revision Re: Membership Term – May 2018
2.	Revision and Name Change to Bylaws – April 2018	April 12, 2018	Effective immediately
3.	Revision Re: Membership Term – May 2018	May 10, 2018	Retroactively applied to membership term of all members joining after January 14, 2016
4.	Revision to Membership Dues – March 2019	March 14, 2019	Effective for 2019-2020 Membership Year Each Succeeding Membership Year
5.	Revision – Updating of Bylaws – April 2019	April 11, 2019	Effective for Fiscal Years Beginning on or After June 1, 2019