

Newcomers Club of New Bern

BY-LAWS

ARTICLE 1: NAME

The name of the club is NEWCOMERS CLUB OF NEW BERN, referred to hereinafter as the Club.

ARTICLE 2: OBJECTIVE

The purpose of the Club is to welcome and bring together newcomers to the New Bern area in order that they may become acquainted with each other and the New Bern community. The Club promotes various activities that foster opportunities for social interaction among its members and their assimilation into the social and civic life of the community.

The Club is organized and operated as a non-profit social club that is recognized as a tax-exempt social organization described in section 501(c)(7) of the Internal Revenue Code of 1986. The Club shall not sponsor, support, or participate in any legislative activities or political campaigns, nor shall it engage, other than as an insubstantial amount of its overall activities, in any activity that would constitute a regular business of a kind ordinarily carried on for profit.

ARTICLE 3: MEETINGS

Regular membership meetings of the Club will be held monthly from September through June, with the exception of December, unless the Board chooses otherwise and issues notice to the membership.

ARTICLE 4: MEMBERSHIP

- A. Eligibility. Any adult who has recently moved to the New Bern area (e.g., generally, within the past year) is eligible to apply for membership. Requests for exceptions will be voted upon by the Board. All adult members of a household who meet the eligibility requirements, pay annual dues, and agree to abide by the Club's rules and regulations, may be members. Membership in the Club and participation in its activities is not subject to any restriction based on race, ethnicity, religion, national origin, gender, political affiliation, or sexual orientation.
- B. Membership Year. The Club's membership year begins July 1 of each year and ends on June 30 of the following year. Unless renewed, each member's membership expires on June 30. After a member's initial year of membership, the member may renew his or her membership for up to two additional years. The initial membership year of a member joining on or after April 1 is considered to begin on July 1 of that year.
- C. Dues. The Board of Directors will set annual dues. All dues are non-refundable and non-transferable.
- D. Personal Information. All personal information contained in all Club membership lists and directories, including personal information on the Club's website and in the Club's newsletters, is collected, compiled, and distributed by the Club exclusively for the personal social use of its members and the Club's use consistent with the Club's objectives, purposes, and activities in Article 2. No other use may be made of any such personal information by the Club, any Club member, or any other individual or entity.
- E. Other. The Club is not responsible for any loss or injury that may occur during a Club-sponsored event.

ARTICLE 5: FINANCES

- A. Fiscal Year. The fiscal year of the Club commences on July 1 and ends on June 30.
- B. Financial Records Review. Within 30 days after the end of each fiscal year, an annual review of the Club's financial records for that year will be performed by an individual selected by the Board (ordinarily the incoming Treasurer, but not the outgoing Treasurer). The results of the review will be presented to the Board prior to the September Board meeting.
- C. Budget. At the September Board meeting, the Board will adopt a budget for the new fiscal year. Any proposed budget will provide for no debt at the end of the year, with a year-end balance that is adequate to fund the Club's initial expenses at the beginning of the following fiscal year. No expenditure in excess of \$50 that is not included in the budget, or commitment to make such an expenditure, shall be made without the Board's approval.

ARTICLE 6: BOARD OF DIRECTORS AND OFFICERS

- A. Board Members. The Board of Directors ("Board") will consist of the following elected officers and directors, who must be Club members in good standing: President, Vice-President, Secretary, Treasurer, Activities Director, Membership Director, Communications Director, and Social Director. Each officer or director position on the Board may be held by more than one person serving as co-officers or co-directors, but each such position will have one vote. In addition, a representative of Neighbors of New Bern will serve as Advisor to the Board. The Advisor does not pay dues, nor have any of the obligations of Club membership, but will be considered an honorary member of the Board with voting privileges.
- B. Board Meetings. The Board will hold regular meetings as necessary to manage the operations of the Club. A majority of the Board will constitute a quorum for Board meetings, and the vote of a majority of Board members present at a Board meeting at which a quorum is present will be considered the vote of a majority of the Board.
- C. Board Responsibilities. The Board has authority over all affairs and operations of the Club, including the Club's funds, and the responsibility to ensure that the Club operates in conformity with its Articles of Incorporation, these Bylaws, and all applicable federal, state, and local laws. Each Board member shall discharge his or her duties in good faith and in a manner he or she believes to be in the Club's best interest. Board members who do not actively participate in carrying out their responsibilities to the Club may be removed from the Board by a majority vote of the other Board members, but removal from the Board will not necessarily result in termination of membership in the Club.

ARTICLE 7: NOMINATION AND ELECTION OF BOARD MEMBERS

- A. Elections. Board members, with the exception of the Advisor, are elected for one-year terms. A Board member may serve more than one term. At the January Board meeting, the President will appoint a Nominating Committee who will solicit and select from the membership a list of candidates for elected Board positions. The Chair of the Nominating Committee will present the list to the Board at its April meeting and, with Board approval, will publish the list to the members at least 7 days prior to the May membership meeting. At the Club's May membership meeting the President will announce the list and solicit any new nominations from the floor. The general membership present at the meeting will then vote on the candidates. The candidates receiving a majority of votes of the members present will be declared elected. New Board members are installed at the last membership meeting of the fiscal year.
- B. Vacancy. In the event of a vacancy in an elected position (with the exception of the President, which is automatically filled by the Vice-President), the Nominating Committee will nominate, and the Board will appoint, a member to serve until the next regular election.

ARTICLE 8: AMENDMENT OF BY-LAWS

These By-laws may be amended at any regular meeting of the Club by a majority of those present provided that notice and a copy of the proposed amendment was given to the members by the Board at the previous regular meeting of the Club.

ARTICLE 9: CONFLICTS OF INTEREST

Any financial transaction involving the Club in which a Board member has a direct or indirect financial interest must be approved in advance by a majority, not less than two, of the Board members who do not have such an interest. For purposes of this provision, a Board member has an indirect interest in a transaction if (a) another entity in which he or she has a financial interest or in which he or she is a partner is a party to the transaction, or (b) another entity of which he or she is a director, officer, or trustee is a party to the transaction.

ARTICLE 10: INDEMNIFICATION

A Board member (including Directors, Officers and Advisor) shall not be liable for any action taken, or any failure to take action, in his or her role as Board member if he or she performed the duties of his or her position in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner he or she reasonably believed to be in the Club's best interest. In the absence of fraud or bad faith, Board members shall not be personally liable for the Club's debts, obligations, or liabilities. A Board member shall have the right to be indemnified by the Club against (a) reasonable expenses necessarily incurred in connection with any threatened, pending, or completed legal action or proceeding seeking to hold him or her liable by reason of the fact that he or she was acting as a Board member, and (b) reasonable payments made by him or her in satisfaction of any judgment, decree, fine, penalty or settlement for which he or she became liable as a result of such a legal action or proceeding. The Club may maintain Directors and Officers and General Liability insurance, at its expense, to protect itself and any person who is or was serving as a Board member against any liability asserted against and incurred by that person in such capacity or arising out of such status.

ARTICLE 11: DISSOLUTION

A decision to voluntarily wind up the Club's affairs and terminate its existence requires the affirmative vote of two-thirds of the Club's members. Upon liquidation or dissolution of the Club, the Board shall, after paying or making provision for the payment of all liabilities of the Club, distribute the Club's remaining assets to one or more non-profit organizations which are organized and operated for charitable or social welfare purposes.

These Bylaws were adopted by the Club's members on: _____
(date)