



Cary Newcomers Club, Inc.

P. O. Box 5071, Cary, NC 27512-5071

Bylaws

Approved on January 5, 2011

ARTICLE I - NAME

The name of this organization shall be the Cary Newcomers Club, Inc. also referred to as "CNC" or the "Club".

ARTICLE II - PURPOSE

Cary Newcomers Club, Inc. is a not-for-profit organization whose purpose is to:

- stimulate new associations and friendships through shared social activities;
- help newcomers to the Cary area identify with their community;
- promote interest in local civic, cultural and service programs

ARTICLE III – MEMBERSHIP

Section 1. All residents of Cary and its surrounding area are eligible for membership, without regard to race, creed, sex, national origin, or any other social factor.

(a) One membership is defined as all members of a single household.

(b) One vote per membership.

Section 2. Active members may participate in all activities of CNC and dues must be current. Prospective members are invited to attend two club activities; dues are payable upon attending the third activity.

Section 3. Under the Federal Privacy Act, and in accordance with [ARTICLE XIII](#) of these Bylaws, no member, guest, or General Board member, as defined in [ARTICLE VIII Section 1](#), shall use the Club, its membership lists or directory as a means of self-promotion or for promoting commercial endeavors of any kind other than through paid advertising. The CNC Membership Directory and membership contact information shall be used solely for personal social purposes not inconsistent with the provisions of [Article XIII Section 6](#) of these Bylaws. Speakers invited to Club functions may be exempted from this provision.

ARTICLE IV – DUES

Section 1. Membership dues will be established on an annual basis by the Executive Board. The membership year will run from February 1st of one calendar year through January 31st of the next calendar year.

Section 2. Annual membership dues are payable on February 1st of each year. However, dues for any member joining after the month of February will be prorated on a monthly basis. After two notices, members whose dues are delinquent will be dropped from Club membership and the mailing list. No previous member may participate in CNC activities until delinquent dues are received.

Section 3. Dues are non-refundable and non-transferable.

Section 4. Dues and other donations to Cary Newcomers Club, Inc. are not tax-deductible.

ARTICLE V - MEMBERSHIP MEETINGS & ACTIVITIES

Section 1. GENERAL MEETINGS.

- (a) A General Meeting shall be held each month. Any meeting may be cancelled if deemed appropriate by the Executive Board provided the membership is notified at least thirty days in advance, except in an emergency or extreme weather conditions.

- (b) WEATHER CANCELLATION 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 shall be cancelled.
- (c) BUSINESS MEETING. At least two General Meetings shall be deemed Business Meetings, one of which shall be the last meeting of the fiscal year and shall include election of officers. The other Business Meeting shall be held at the discretion of the Executive Board and shall include Funds Allocation approval.
 - (i) VOTING. For purposes of voting, a quorum will be considered established if 20% of the membership is present. A majority vote by all memberships present will determine any business requiring a vote.

Section 2. ALL OTHER MEETINGS & ACTIVITIES.

- (a) WEATHER CANCELLATION 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 CNC miscellaneous meeting and/or activity, the meeting/activity shall be cancelled.
- (b) Club meetings/activities may be cancelled at the discretion of the Coordinator/leader for non-weather-related reasons; all those signed up to attend shall be contacted as early as possible but not less than one (1) hour prior to the scheduled start time.

ARTICLE VI - OFFICERS/DIRECTORS (Executive Board)

Section 1. The governing body of the Cary Newcomers Club, Inc. shall be the Executive Board, which will also be its Board of Directors.

Section 2. The Executive Board shall consist of the following officers: President, 1st Vice President (Programs), 2nd Vice President (Membership), 3rd Vice President (Newsletter), Secretary, Treasurer, and Parliamentarian.

Section 3. The Executive Board shall be elected annually by the membership. The officers shall perform the duties required by these Bylaws and the Job Responsibilities Addendum – Executive Board and may hold a single position for a maximum of two years, but may not serve as an officer for more than a total of three years. At least three of the Executive Board positions shall be filled by members who have not served on the Executive Board previously. A previous CNC Board member (preferably Executive Board) shall serve as Parliamentarian. Multiple members of a household shall not serve on the General Board (including Executive Board) simultaneously.

Section 4. In the event that the office of the President is vacated during the course of the term, the 1st Vice President shall automatically fill the office. A vacancy in any other office shall be filled by a majority vote of the Executive Board. Should the Treasurer resign before the end of the term, all records shall be reviewed by an independent auditor before the new Treasurer assumes the position.

Section 5. 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 of its members.

Section 6. Officers are expected to attend all meetings of the Executive Board, the General Board, and the General Membership.

Section 7. A quorum will be considered established if a majority of the Executive Board members are able to participate in the meeting. An Executive Board member is deemed to be participating in a meeting if she is physically in attendance or available by any means allowed by law, so long as the member is able to actively participate in said meeting. A majority vote by Executive Board members participating will determine any business requiring a vote. One vote per person or position whichever is fewer.

Section 8. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board under any provision of law, the Articles of Incorporation of these Bylaws may be taken without a meeting if a majority of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the meeting. Such action by written consent shall have the same force and effect as any other vote of such Board. The minutes shall state that the action was taken by majority consent of the Board without a meeting and that the Bylaws of the Club authorize the Board to so act. A "writing" may be sent in any form of electronic record pursuant to law. (A teleconference is to take place if there is an absence in the quorum.)

ARTICLE VII - ELECTION OF OFFICERS

Section 1. **NOMINATING COMMITTEE.** A Nominating Committee of at least three memberships shall be selected by the Executive Board no later than three (3) months prior to elections. The committee shall not have more than one member from the Executive Board. Members of the Nominating Committee shall produce a single slate of nominees for Executive Board positions for the coming year in accordance with [ARTICLE VI Section 3](#). One nominee per position. The Nominating Committee shall be anonymous to the General Membership until the slate of nominees is announced.

The Chairperson of the Nominating Committee shall present the proposed slate of officers to the Executive Board and be responsible for the slate presentation to the General Membership one month prior to elections.

Section 2. **NOMINATIONS.** The General Membership is encouraged to submit written nominations to the Nominating Committee during the two (2) months preceding the elections. All submitted nominations (written/email) must include the name of the member submitting the nomination; anonymous nominations will be deemed invalid. After the updated slate is announced, written nominations will only be accepted for vacant slate positions through the General Meeting prior to elections. A member, who wishes to volunteer for a vacant slate position, may contact the nominating committee directly, after the General Meeting.

Section 3. **ELECTIONS.** Elections will be held at a Business Meeting during the last month of the fiscal year. The updated slate of nominees will be presented to the membership at this meeting. Volunteers may self-nominate from the floor for any slate vacancy prior to the vote being called. Installation of the new Executive Board will take place at the following General Meeting.

ARTICLE VIII - GENERAL BOARD

Section 1. The General Board shall consist of the Executive Board and Chairpersons of the Standing Committees. Multiple members of a household shall not serve on the General Board (including Executive Board) simultaneously.

Section 2. The General Board shall meet at the discretion of the President to coordinate the activities of the Club, but no fewer than three times a year.

Section 3. Any General Board member may attend meetings of the Executive Board in a non-voting capacity.

Section 4. General Board members are expected to attend all meetings of the General Board and CNC General Meetings.

Section 5. A quorum will be considered established if a majority of the positions of the General Board are able to participate in the meeting. Should one person hold multiple positions she will only count as one position for purposes of establishment of a quorum and for voting. A General Board member is deemed to be participating in a meeting if she is physically in attendance or available by any means allowed by law, so long as the member is able to actively participate in said meeting. A majority vote by all General Board members participating will determine any business requiring a vote. One vote per person or position, whichever is fewer.

ARTICLE IX - COMMITTEES

Section 1. All Committee Chairpersons shall be appointed by the President with the approval of the Executive Board and shall serve for a term of one fiscal year or until completion of task.

Section 2. The President shall be an ex-officio member of all committees, except the Nominating Committee.

Section 3. **STANDING COMMITTEES.**

(a) A Standing Committee is defined as a body of one or more person(s) who fulfill all of the following criteria:

(i) Perform(s) a function instrumental to the smooth operation of the Club.

(ii) Make(s) recommendations to the Executive Board for decisions to be made on behalf of the Club.

(iii) Represent(s) the Club to other businesses/entities with approval of the Executive Board.

(b) Standing Committee Chairpersons are members of the General Board. Standing Committees of the Club are listed by name in the Job Responsibilities Addendum-General Board.

Section 4. **AD HOC COMMITTEES.**

- (a) Ad Hoc Committees are appointed as needs arise to carry out specific tasks and to facilitate specific purposes and objectives of CNC.
- (b) Ad Hoc Committees are non-voting positions.

ARTICLE X - DUTIES/LIABILITY

- Section 1. **DUTIES.** Each Director shall discharge his duties as a Director, including his 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 Director reasonably believes to be in the best interest of the Corporation.
- Section 2. **DIRECTORS CONFLICT OF INTEREST .** Any corporate transaction in which a Director has a direct or indirect interest must be authorized, approved, or ratified in good faith, by a majority, not less than two (2), of the Directors who have no direct or indirect interest in the transaction even though less than a quorum; provided, however, no such transaction shall be authorized, approved or ratified by a single Director. For purposes of this section, a Director has an indirect interest in a transaction if:
- (a) another entity in which he has a material financial interest or in which he is a general partner is a party to the transaction; or
 - (b) another entity, of which he is a director, officer, or trustee, is a party to the transaction and the transaction is or should be considered by the Board.
- Section 3. **CERTAIN DIRECTOR LIABILITY.** A Director shall not be liable under the provisions of subparagraphs [ARTICLE X Section 2 \(a\) or \(b\)](#) above if he performed his duties in compliance with [ARTICLE X Section 1](#) or (unless his actual knowledge concerning the matter in question makes such reliance unreasonable) he relies on:
- (a) information, opinions, reports, or statements, including financial statements and other financial data prepared or presented by one (1) or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
 - (b) legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within their professional or expert competence; or
 - (c) a committee of the Board of which he is not a member if the Director reasonably believes the committee merits confidence.
- Section 4. **LOANS.** No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors. Any officer or agent of the corporation thereunto so authorized may affect loans or advances for the corporation and for such loans and advances may make, execute, and deliver promissory notes, bonds and other evidences of indebtedness of the corporation. Any such officer or agent, when thereunto so authorized, may mortgage, pledge, hypothecate, or transfer as security for the payment of any and all loans, advance indebtedness, and liabilities of the corporation any real property and all stocks, bonds, other securities, and other personal property of any time held by the corporation, and to that end, may endorse, assign, and deliver the same, and do every act and thing necessary or proper in connection therewith. Such authority may be general or confined to specific instances.
- Section 5. **DUTIES OF OFFICERS.**
- (a) An officer with discretionary authority shall discharge his duties under that authority in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he reasonably believes to be in the best interest of the Corporation.
 - (b) An officer is not liable for any action taken as an officer, or any failure to take action, if the officer performed the duties of his office in compliance with subparagraph (a) above, or (unless his actual knowledge concerning the matter in question makes such a reliance unreasonable) he relied on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by
 - (i) one or more officers or employees of the corporation whom the officer reasonably believes to be reliable and competent in the matters present; or

- (ii) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within their professional expert competences.

ARTICLE XI – INDEMNIFICATION

- Section 1. **LIABILITY.** In the absence of fraud or bad faith, the directors and officers of the Club shall not be personally liable for its debts, obligations, or liabilities
- Section 2. **INDEMNIFICATION.** Any person who at the time serves or has served as an officer of this Club, shall have the right to be indemnified by the Club to the fullest extent permitted by law against
 - (a) reasonable expenses, including attorney fees actually and necessarily incurred by her in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the Club, seeking to hold her liable by reason of the fact that she was acting in such capacity and
 - (b) reasonable payments made by her in satisfaction of any judgment, money, decree, fine, penalty, or settlement for which she may have become liable in any such action, suit or proceeding. The board shall take all such action as may be necessary and appropriate to authorize the Club to pay the officer's indemnification provided by the Bylaws, including without limitation, to the extent necessary, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due her.
- Section 3. **INSURANCE.** The Club may maintain insurance, at its expense, to protect itself and any person who is serving or has served as an officer of the Club. The Club will not allow any kind of activity, function or service that will jeopardize the Club's insurability.

ARTICLE XII - FINANCE/FUNDS ALLOCATION

- Section 1. The fiscal year of the Club will run from June 1st through May 31st.
- Section 2. The Finance Committee shall be composed of an odd number of at least five (5) memberships including the incoming Treasurer, the outgoing Treasurer, and the incoming President. The remainder of the committee shall be comprised of memberships-at-large to be appointed by the current Executive Board. An annual Funds Allocation Report will be presented to the General Board by the Finance Committee no later than sixty (60) days after the beginning of the fiscal year. After approval by the General Board, the Funds Allocation Report shall be presented to the General Membership for a vote.
- Section 3. Any General Board member who has been granted a Funds Allocation amount must seek Executive Board approval before exceeding this Funds Allocation. Unallocated expenditures over twenty dollars (\$20) must have the Executive Board approval to be reimbursed.
- Section 4. Philanthropic projects shall be approved by the Executive Board before being brought to the general membership for a vote approval. All such projects shall be self-supporting.
- Section 5. Individual groups under the Special Interest Standing Committee will be self-supporting.
- Section 6. An annual review of the Club's financial records will be conducted by an auditing committee appointed by the Executive Board. The committee shall not be members of the General Board and need not be Club members. The results of the review will be presented to the Executive Board no later than sixty (60) days after the end of the fiscal year.
- Section 7. 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 token gift in recognition of outstanding service by a member.
- Section 8. Any activities that produce monies which filter through the Club's bank accounts including but not limited to all opportunities of any type of games of chance must comply with all North Carolina General Statutes including but not limited to *14-309.15 Raffles* as well as all provisions under **ARTICLE XIII** of these Bylaws.

ARTICLE XIII - GENERAL PROVISIONS

- Section 1. Robert's Rules of Order, Newly Revised (RONR 10th ed.) shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or Articles of Incorporation.
- Section 2. The failure of CNC to exercise or enforce any provision within these Bylaws or addenda will not invalidate the intention of that provision. If one statement is found to be in error, all remaining clauses will still be in force. (RONR 10th ed. §56 ARTICLE 9).

- Section 3. The Club's Dissolution Plan is defined in the Club's Articles of Incorporation, which are filed with the North Carolina Secretary of State.
- Section 4. Clarification of terms as used in these Bylaws and all Addenda.
- (a) The masculine gender shall be deemed to include the feminine, and the feminine the masculine.
 - (b) The terms Budget and Funds Allocation shall be interchangeable.
 - (c) The terms Board of Directors and Executive Board shall be interchangeable. Likewise, the terms Director and Executive Board member shall also be interchangeable.
- Section 5. The Bylaws may be amended, altered, or repealed by the following: The Executive Board shall appoint a committee to review and consider Bylaws changes and changes in the Job Responsibilities Addenda as deemed necessary. After approval by the General Board, proposed changes in the Bylaws must appear in the Club newsletter or be provided in writing to the membership at least thirty (30) days before a scheduled Business Meeting. The Bylaws shall be amended by a majority vote of members present, provided a quorum is established, at an announced, scheduled Business Meeting.
- Section 6. The Job Responsibilities Addenda shall be amended or revised by vote of the General Board.
- Section 7. RESTRICTIONS. CNC is an Income Tax Exempt social/recreation club under Internal Revenue Code section 501(c)(7) and must follow all restrictions in the IRS Code pertaining to this type of nonprofit organization. In addition, all Federal, State, Local, and meeting location laws & policies shall be followed including, but not limited to:
- (a) POLITICS. No meetings, activities, outings or events shall include any materials relating to partisan politics in publication, distribution of statements or public forum attempting to influence position.
 - (b) RELIGION. No meetings, activities, outings or events shall include any materials relating to religious beliefs in publication, distribution of statements or public forum attempting to influence position.
 - (c) SALES. To maintain standing as an Internal Revenue Service Income Tax Exempt Organization under section 501(c)(7) of the Internal Revenue Code and in accordance with Public Law 94-568, the sale of any product or service for profit from sources other than nonmember use of Club facilities is disallowed. All CNC fundraising activities for Charities are also governed by the Internal Revenue Code for organizations under IRS section 501(c)(7) as well as Federal, State, Local and meeting location laws and policies. To ensure all Club income is within IRS allowable percentage guidelines, all sales by the Club or its representatives must receive prior Executive Board approval. The direct sale of alcohol by CNC or its representatives is strictly prohibited.
 - (d) RECORD KEEPING. All Club documents, including all receipts for Club assets, must be retained as described in the Job Responsibilities Addenda.

--- END OF CARY NEWCOMERS CLUB INC. BYLAWS ---