

# **BYLAWS**

## **Salem City Club**

### **Article I**

#### **Name**

The name of this organization is SALEM CITY CLUB.

### **Article II**

#### **Purposes**

#### **Section 1.**

The purposes of SALEM CITY CLUB are:

- a) To provide a common meeting ground for persons of divergent beliefs, politics, and occupations for the interchange of ideas and stimulation of informed thinking and action on civic affairs.
  
- b) To inform and activate its members and the community in public matters, and to arouse in them an appreciation of the responsibilities of citizenship.

#### **Section 2.**

SALEM CITY CLUB achieves these purposes by providing regular meetings, lectures, discussions, committee work, and other means the membership or the Board may deem appropriate.

### **Article III**

#### **Membership**

#### **Section 1.**

Any interested person may apply for membership by completing an application form and tendering the completed form together with one year's annual or prorated dues. The Board shall approve the application form as prepared by the Membership Committee and may change its requirements from time to time at its sole discretion.

**Section 2.**

**Membership dues shall be determined by action of the Board.**

**Section 3.**

**Annual dues become due and payable during the month chosen by the Board.**

**Article IV**  
**The Board**

**Section 1.**

**The Board of SALEM CITY CLUB shall consist of annually elected officers as set forth in Article V, six governors elected for staggered three year terms, and the immediate past president who shall be a voting member of the Board. The Board shall constitute the executive body of the Club.**

**Section 2.**

**The Board shall consider such matters as may be referred to it and shall devise and propose measures which in its judgment may advance the purposes of the Club. The Board shall transact the business of the Club and shall direct its activities. A majority of the voting members of the Board shall constitute a quorum.**

**Section 3.**

**The Board shall meet regularly, except that by a two-thirds vote of those present it may adjourn to a future definite date. Special meetings of the Board may be called by the president or by two members of the Board upon written notice given by mail or e-mail to each member of the Board at least one week in advance of the proposed meeting. The Board could at its discretion agree to be polled by e-mail for votes on selected issues.**

**Section 4.**

**No member shall be eligible for election as an officer or governor who is at the time a candidate for or who is holding elected public office. If any Club office holder accepts or becomes a candidate for such office, this constitutes an automatic resignation from the Club office.**

**Section 5.**

**No Board member is authorized to express the opinion of the Club unless the opinion is adopted by a majority vote of those members attending a regular membership meeting.**

**Section 6.**

**If a member of the Board fails to attend three consecutive regular meetings of the Board without an excuse deemed valid by a vote of the Board and duly recorded by the Board, the Board shall notify the member by mail or e-mail that this shall be deemed a resignation by such member and shall create an automatic vacancy in the office. The member will have resigned by failure to attend.**

**Section 7.**

**Any vacancy which occurs on the Board during the Club year may be filled by appointment by the Board. The appointee will serve until the next annual meeting, at which time the unexpired term of office, if any, will be filled by election of the membership, according to procedures defined under Elections in Article VII.**

**Section 8.**

**Any member of the Club dissatisfied with any action of the Board may contact the Board in writing and explain the objection. The Board shall consider the issue in question. If the Board does not take action satisfactory to the member, the member may give notice of objection at any regular membership meeting or through the *Bulletin*. Discussion and vote on the objection shall be scheduled at the next meeting of the members after notice is given. Decisions reached by a two thirds (2/3) vote of the members present in this manner shall supersede the action of the Board.**

## Article V Officers

### Section 1.

The president shall preside at all meetings of the Board and of the Club, shall be an ex officio member of all committees, and shall perform such other duties as are usually incident to such office. A candidate for president must have served at least one year on the Board unless that requirement is specifically waived by a vote of the Board

### Section 2.

The Vice President of Programs shall serve as chair of the Program Committee and shall lead that committee in performing the duties set forth in Article VI.

### Section 3.

The Vice President of Membership shall be the chair of the Membership Committee, and shall lead that committee in performing the duties set forth in Article VI.

### Section 4.

The Treasurer shall be the chair of the Finance Committee and shall lead that committee in performing the duties set forth in Article VI and shall perform such other duties as are incident to the office or as designated by the Board.

## Article VI Committees

### Section 1.

#### Standing Committees

- a) Program Committee: The Program Committee shall arrange the programs for the luncheon meetings of the club and for any additional program meetings as scheduled. The Vice-president of Programs shall schedule and facilitate meetings of the Program Committee. Members of the Club in good standing may volunteer to serve on the Program Committee.
- b) Membership Committee: The Membership Committee shall recruit new members of the Club. The Vice President of Membership shall

schedule and facilitate meetings of the Membership Committee. Members of the Club in good standing may volunteer to serve on the Membership Committee.

## **Section 2.**

### **Special Committees**

- a) **Finance Committee**: The Finance Committee shall be comprised of the Treasurer and two or more other members of the Board. In consultation with the Finance Committee the Treasurer shall advise the Board on all financial matters of the Club and shall prepare the proposed budget for approval by the Board. The Finance Committee shall prepare an annual financial report to be presented to the members of the Club.
- b) **Annual Meeting Committee**: The Annual Meeting Committee shall arrange the program and events for the annual meeting of the Club. The chair of the Annual Meeting Committee shall be appointed by the Board at the regular meeting of the Board by February.

## **Section 3.**

**Nominating Committee**. See Article VII, Elections

## **Article VII** **Elections**

### **Section 1.**

**Nominating Committee**: The Immediate Past President may serve as chair of the Nominating Committee. Before the first of February the Board shall appoint two additional members of the Board to serve on the Nominating Committee. The Nominating Committee shall include five members of the Club, including the three sitting members of the Board. The chairperson shall invite Club members to serve as the additional two committee members.

### **Section 2.**

Notice of the Nominating Committee chairperson and members, and of offices to be filled, shall be published in the next *Bulletin*, along with an invitation for members to suggest names of possible candidates to the members of the committee.

**Section 3.**

The Nominating Committee shall nominate one or more candidates for each office to be filled. The Nominating Committee chairperson shall submit to the Board a list of all persons nominated not later than April first. The list of persons nominated shall be published in the next scheduled *Bulletin* along with an invitation to members to nominate additional candidates. Additional nominations are made to the Executive Staff not later than May first. No member shall be nominated for any position without his/her consent.

**Section 4:**

If the Nominating Committee nominates more than one person for one or more offices, or if there are additional nominations from the membership, an election shall be conducted as established by the Board. Ballots shall be sent to each member of the Club by mail or e-mail and must be returned to the Executive Staff at least four business days prior to the annual meeting by mail or electronically by e-mail.

**Section 5.**

If the Nominating Committee nominates no more than one candidate per office, and if there are no additional nominations received before May first, the persons nominated by the Nominating Committee are declared elected.

**Article VIII**

**Staff**

The Board may retain the services of professional staff to work under the direction of the Board president or the president's assignee to perform such duties as may be required by Board action.

**Article IX**

**Meetings**

**Section 1.**

An annual meeting date shall be designated each year by the Board to occur before the end of the fiscal year.

**Section 2.**

Meetings of the Club shall be scheduled by the Board at such times and places as the Board may designate.

**Section 3.**

Special meetings of the Club may be called by the President, or by the Board, or upon receipt by the Board of a petition signed by twenty percent of the members. The Executive Staff shall mail or e-mail to each member of the Club notice of such special meeting at least seven days prior to the date fixed for such meeting, stating the purpose of said meeting.

**Section 4.**

Twenty-five members shall constitute a quorum for the transaction of business at any regular or special general membership meeting.

**Article X**  
**Procedure**

Procedure at all business meetings of the Club shall be governed by Robert's Rules of Order, except as otherwise expressly provided for in the Bylaws

**Article XI**  
**Fiscal Year**

The fiscal year of SALEM CITY CLUB shall be from July 1 to June 30.

**Article XII**  
**Solicitation of Funds**

**SALEM CITY CLUB shall not endorse or authorize solicitation or collection of funds at membership meetings for any public or private cause other than the Club itself. Any such solicitation or collection of funds requires approval of the Board. This shall not prohibit distribution at membership meetings of materials that are primarily informational that relate directly to that meeting's program.**

**Article XIII**  
**Distribution of Written/Printed Material**

**Distribution of pamphlets, political materials, posters, and other materials not related directly to the program shall be prohibited from meetings of the general membership.**

**Article XIV**  
**Amendments to the Bylaws**

**Any member of the Club may submit a proposed amendment to the Bylaws in writing to the Board. If endorsed by a majority vote of the Board, the proposed change will be voted on at the next annual meeting. The text of the proposed change must be mailed or e-mailed to all members of the Club at least seven (7) days prior to the annual meeting. A proposed amendment may be adopted by an affirmative vote of two-thirds (2/3) of the members present.**

**Article XV**  
**Dissolution**

**Provisions for the distribution of assets upon dissolution or final liquidation are:**

- 1. The 501©(3) Corporation known as SALEM CITY CLUB may be dissolved upon a two-thirds (2/3) vote of the membership appearing at a meeting**



**after at least thirty (30) days prior notice has been sent in writing by mail or e-mail to each member stating the purpose of the meeting.**

- 2. Upon the dissolution of the Corporation or the completion of its affairs, the assets of the Corporation, after payment of all liabilities, shall be distributed exclusively to charitable organizations which qualify under the provisions of Section 501 ©(3) of the Internal Revenue code and its regulations, as they now exist, or as they may hereafter by amended. The organization to which such assets are to be distributed, and the character and amount of the assets to be distributed shall be determined by the Board in existence at the time of the dissolution of the Corporation.**