



BYLAWS

Approved January 7, 2015

ARTICLE I – NAME and PURPOSE

Section 1. The name of this organization shall be the Cary Newcomers Club, Inc. also referred to as ‘CNC’ or the “Club”.

Section 2. 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 II – TERMS

Terms as used in these Bylaws and all Addenda are as follows:

- (a) The Articles of Incorporation are the Club’s official documents filed with the NC Secretary of State (1997).
- (b) The terms Budget and Funds Allocation shall be interchangeable.
- (c) The masculine gender shall be deemed to include the feminine, and the feminine the masculine.
- (d) Chair, chairperson and chairman shall be interchangeable.
- (e) General Board consists of the members of the Executive Board and Chairpersons of the Standing Committees.
- (f) Job Responsibilities Addenda (JRA) are the Club’s job descriptions/duties for our elected and appointed positions. There are three: JRA – Executive Board, JRA – Standing Committees, and JRA – Ad Hoc.
- (g) Robert’s Rules of Order, Newly Revised (RONR) is the Club’s official reference for parliamentary matters.

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 adult members of a single household.
- (b) One vote per membership.

Section 2. Active members may participate in all activities of CNC provided dues are current. The focus of Special Interest (SI) activities must not violate IRS regulations for 501(c)(7) Social Clubs. Prospective members are invited to attend two Club activities; dues are payable prior to attending the third activity.

Section 3. Under the Federal Privacy Act, no member or guest 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 May 1st of one calendar year through April 30th of the next calendar year.

Section 2. Annual membership dues are payable on May 1st of each year. However, dues for any member joining after the first month of the membership year may be adjusted according to the Club's current dues schedule. Members whose dues are delinquent will be dropped from the Club's membership and the Club's mailing list and may not participate in CNC activities until reinstated. Anyone returning after an absence of less than one year will pay full annual dues. Former members returning after at least one year's absence will pay according to the Club's current dues schedule. The current dues schedule is posted on the Club's public website.

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 except July. Any meeting may be cancelled if deemed appropriate by the Executive Board provided the membership is notified at least 30 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) GENERAL BUSINESS MEETING. At least two General Meetings shall be deemed General Business Meetings, one of which shall be the last meeting of the fiscal year and shall include election of officers. The other General 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 hour prior to the scheduled start time.

Article VI – EXECUTIVE BOARD

Section 1. The governing body of the Cary Newcomers Club, Inc. shall be the Executive Board.

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

Section 3. The Executive Board shall be elected annually by the membership and shall perform the duties required by these Bylaws and the JRA – Executive Board. Executive Board members may hold a single position for a maximum of two years, but may not serve on the Executive Board 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 an Executive Board member) shall serve as Parliamentarian. Multiple members of a household shall not serve on the General 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 takes office.

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. 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 7. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Executive Board under any provision of law, the Articles of Incorporation, or these Bylaws may be taken without a meeting if a majority of the Executive 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 Executive Board. The minutes shall state that the action was taken by majority consent of the Executive Board without a meeting and that the Bylaws of the Club authorize the Executive 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 - ELECTIONS

Section 1. NOMINATING COMMITTEE. A Nominating Committee of at least three memberships shall be selected by the Executive Board no later than three 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 months preceding the elections. All submitted nominations (written or electronic) 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 be accepted only 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 General 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 – STANDING COMMITTEES

Section 1. A Standing Committee is defined as a body of one or more person(s) which fulfills all of the following criteria:

- (a) Performs a function instrumental to the smooth operation of the Club;
- (b) Makes recommendations to the Executive Board for decisions to be made on behalf of the Club;
- (c) Represents the Club to other businesses or entities with the approval of the Executive Board.

Section 2. 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.

Section 3. The President shall be an ex-officio member of all committees except the Nominating Committee. (RONR)

Section 4. Standing Committee Chairpersons may attend meetings of the Executive Board in a non-voting capacity unless an Executive Session (closed) has been called by a majority of the Executive Board present. (RONR).

Section 5. Standing Committee Chairpersons are expected to attend all meetings of the General Board and CNC General Meetings.

Section 6. Standing Committees of the Club are listed by name in the JRA-Standing Committees.

ARTICLE IX – 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 simultaneously.

Section 2. The General Board shall meet as required to conduct the Club's business and at the discretion of the President to coordinate the Club's activities.

Section 3. 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 X – AD HOC COMMITTEES

Section 1. Ad Hoc Committees are listed by name in the JRA – 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 XI – DUTIES, LIABILITY, and INDEMNIFICATION

Section 1. DUTIES. Each Executive Board member shall discharge his duties, 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 he reasonably believes to be in the best interest of the Club.

Section 2. EXECUTIVE BOARD CONFLICT OF INTEREST. Any Club transaction in which an Executive Board member has a direct or indirect interest must be authorized, approved, or ratified in good faith by a majority, not less than two, of the Executive Board members 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 Executive Board member. For purposes of this section, an Executive Board member 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 EXECUTIVE BOARD MEMBER LIABILITY. An Executive Board member, with or without discretionary authority, shall not be liable under the provisions of ARTICLE XI Section 2(a) or (b) above if he performed his duties in compliance with ARTICLE XI 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 or more Executive Board members of the Club whom the Executive Board member reasonably believes to be reliable and competent in the matters presented;
- (b) legal counsel, public accountants, or other persons as to matters the Executive Board member reasonably believes are within their professional or expert competence; or
- (c) a committee of which he is not a member if the Executive Board member reasonably believes the committee merits confidence.

Section 4. LOANS. No loans shall be contracted on behalf of the Club and no evidences of indebtedness shall be issued in its name, unless and except as authorized by the Executive

Board. Any officer or agent of the Club thereunto so authorized may affect loans or advances for the Club and for such loans and advances may make, execute, and deliver promissory notes, bonds and other evidences of indebtedness of the Club. 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 Club any real property and all stocks, bonds, other securities, and other personal property of any kind held by the Club, 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. LIABILITY. In the absence of fraud or bad faith, the Executive Board of the Club shall not be personally liable for its debts, obligations, or liabilities. An Executive Board member is not liable for any action taken, or any failure to take action, if he performed the duties of his office in compliance with ARTICLE XI Section 1 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:

- (a) one or more Executive Board members of the Club whom he reasonably believed to be reliable and competent in the matters present; or
- (b) legal counsel, public accountants, or other persons as to matters he reasonably believed are within their professional expert competences.

Section 6. INDEMNIFICATION. Any person who at the time serves or has served as an Executive Board member 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 him 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 him liable by reason of the fact that he was acting in such capacity, and
- (b) reasonable payments made by him in satisfaction of any judgment, money, decree, fine, penalty, or settlement for which he may have become liable in any such action, suit or proceeding. The Executive Board shall take all such action as may be necessary and appropriate to authorize the Club to pay the Executive Board member'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 him.

Section 7. INSURANCE. The Club will maintain insurance, at its expense, to protect itself and any person who is serving or has served as an Executive Board member 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 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 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 Club 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 Executive Board approval to be reimbursed.

Section 4. Philanthropic projects must be approved by the Executive Board. Upon approval, such projects must be brought to the General Membership for a vote of approval. All such projects shall be self-supporting.

Section 5. All activities 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 of at least three individuals from separate households. This Audit Committee will be appointed by the Executive Board no later than the last month of the fiscal year. General Board members shall not serve as members of the Audit Committee. The results of the review will be presented to the Executive Board no later than 60 days after the end of the fiscal year.

Section 7. The Club will normally spend its funds solely on its operating expenses and civic/charitable causes.

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. The Club shall be governed, in order of priority and in all cases to which they are applicable, by the Club's Articles of Incorporation, the Club's Bylaws, all Addenda to the Club's Bylaws, and RONR.

Section 2. The failure of CNC to exercise or enforce any provision within these Bylaws or any of the Bylaws 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.

Section 3. The Club's Dissolution Plan is defined in the Club's Articles of Incorporation.

Section 4. BYLAWS CHANGES. The Bylaws may be amended as follows:

- (a) The Executive Board shall appoint an Ad Hoc Bylaws Committee to review and consider Bylaws changes.
- (b) 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 30 days before a scheduled General Business Meeting. Changes to the Bylaws shall be approved by a majority vote of members present, provided a quorum is established, at an announced, scheduled General Business Meeting and become effective at the discretion of the Executive Board.

Section 5. JOB RESPONSIBILITIES ADDENDA CHANGES. The Executive Board may appoint an Ad Hoc Committee to review and consider major changes to the Job Responsibilities Addenda. Changes to any JRAs shall be approved by a vote of the General Board. Upon approval by the General Board, the amended JRAs become effective immediately.

Section 6. 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, advertising, 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, advertising, 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.