

BYLAWS OF NEWCOMER FRIENDS OF GREATER PLANO

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BYLAWS

Article I. Membership

Section 1: Membership in Newcomer Friends of Greater Plano

Membership will be open to all women in the greater Plano area. Prospective members may attend any or all activities of the club for one month prior to paying dues. Upon payment, all members will be eligible to attend all club functions, serve on committees except as noted in Section 2, serve as Interest Group Chairs and receive the monthly Newsletter.

Section 2: Classifications of Membership

There will be two classes of membership:

Active Membership: Women who have been members for five years or less. Active members may hold board positions, and have voting privileges.

Legacy Membership: Women who have sustained membership in excess of five years. They have voting privileges but are ineligible to serve in any position on the board.

Section 3: Combined Years of Membership

Members who drop membership status for any period of time, then rejoin at a later date, will fall into that classification of membership for which their accumulated years of membership makes them eligible.

Section 4: Membership Year, Renewals, and Good Standing

A membership year will be the fiscal year of the club, May 1 to April 30. The first partial year of membership will count as a full year for the purpose of determining membership classifications.

The membership year of the Club will run from May 1 to April 30 of the following year. Membership renewals will be due in the month of May. Women whose dues have not been received by the last day of June will no longer be in good standing and may not participate in Club activities, until such time as full payment has been received. Membership in good standing will be required to be able to vote and to hold an office in the Club.

Section 5: Dismissal

Members will abide by the Constitution, Bylaws, and Standing Rules of the Club. Any member, or affiliated group, which fails to abide by these documents will be accountable to the Board of Directors. The Board of Directors reserves the authority to rescind membership, in accordance with due process. Due process will include discussion of the issue by the Board of Directors and simple majority vote of the Board of Directors.

Article II. Officers

Section 1: President

The President will preside at Program and Business meetings of the Club, and at the meetings of the Board of Directors and the Executive Committee. She will have the authority to sign checks and authorized contracts.

Section 2: First Vice President

The First Vice President will fulfill the duties of the President in her absence. She will be responsible for any duties assigned by the President. She will have the authority to sign checks and authorized contracts. She will be the liaison to the educational institution which will administer the Camille Klein Founder's Scholarship.

Section 3: Second Vice President--Programs

The Second Vice President will fulfill the duties of the President in the absence of the President and the First Vice President. She will be responsible for arranging programs for the program meetings. She will have the authority to sign checks and authorized contracts.

Section 4: Third Vice President--Membership

The Third Vice President will fulfill the duties of the President in the absence of the President, the First Vice President and the Second Vice President. She will be responsible for maintaining an accurate membership database, for the organization and printing of the annual Directory and providing updates as needed.

Section 5: Secretary

The Secretary will be custodian of the permanent records of the Club, including the Club's Incorporation Documents, with the exception of the monthly newsletters and photos which will be retained by the Historian. She will keep and make available minutes of all meetings of the Board of Directors, all Executive Committee meetings and Business meetings, and will document the presence of a quorum when necessary. She will process, and/or coordinate, all correspondence of the Club. She will provide ballots for the election of officers and other items presented to the membership for voting.

Section 6: Treasurer

The Treasurer will receive all monies paid into the Club and will deposit them on a timely basis into the Club's bank account. She will keep an accurate record of Club expenditures and pay all the bills that are duly approved. She will account separately for all monies designated for the Scholarship Fund and for the Contingency Fund. She will present an accurate report of Revenues and Expenses at each Business Meeting and each meeting of the Board of Directors. The Treasurer will be responsible for the timely filing of any required state and federal tax forms; for calculating and remitting on a timely basis sales tax for items sold by the Club; for preparing for the annual Audit; for maintaining relations with the Club's bank, including arranging for signature cards for incoming Board members; and for renewing and updating the Club's liability insurance. She will chair the Budget Committee and will have the authority to sign checks and authorized contracts.

Article III: Board of Directors

Section 1: Composition

The Board of Directors will include the President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, Parliamentarian (appointed by the President), the Nominating Committee Chair and the Ways and Means Committee Chair. Should an Ad Hoc Committee be formed by the President, that Chair (or her designee) will be a member of the Board of Directors for the duration of the committee. Coordinators for Activities, Greeters, Hospitality, Publicity, Special Events, and Newsletter Editor will also be voting members of the Board of Directors. While these positions may be co-chaired, only one chair will be designated as the voting member who attends Board meetings. There is no provision for proxy voting.

Section 2: Duties

The Board of Directors will be vested with the management of the Club, including but not limited to, financial, programmatic, communications, marketing, and membership.

Section 3: Terms of Office

Members of the Board of Directors, either elected or appointed, may serve on the Board for a maximum of three terms, but not in the same position. New members of the Board of Directors will assume their responsibilities May 1st of the year following their election or appointment for a term of one year, ending April 30th, the last day of the Club year.

Section 4: Board Transition

A joint meeting of the outgoing and incoming Board of Directors will be held at the regularly scheduled April meeting of the Board of Directors at which time records, notebooks, etc. will be transferred from the outgoing Officer/Chair/Coordinator/Appointee to the incoming Officer/Chair/Coordinator/Appointee.

Section 5: Meetings

The Board of Directors will normally meet once a month.

Section 6: Vacancies

All elected position vacancies on the Board of Directors will be filled by appointment by the President and ratified by a majority vote of the Board of Directors present to vote. All vacancies on the Board of Directors, of non-elected positions, will be filled by appointment by the President.

Article IV. Standing Committees and Ad Hoc Committees

Section 1: Standing Committees

Standing Committees of the Club will include: Executive, Budget, Audit, Nominating , and Ways and Means.

Executive Committee:

Composition: The Executive Committee consists of the President, First Vice-President, Second Vice-President, Third Vice President, Secretary and Treasurer. The Parliamentarian will be an ex-officio member, without vote.

Duties: The Executive Committee will provide input to the President as to the appointment of members to the Board of Directors, provide input to the President as to the appointment of members to fill vacancies on the Board of Directors as they occur, hold all members and affiliated groups of the Club accountable, and make timely decisions between meetings of the Board of Directors.

Budget Committee:

Composition: The Budget Committee, chaired by the Treasurer, will consist of the President, the Treasurer, and two members in good standing appointed by the President.

Duties: The Budget Committee will prepare a budget to be presented for approval by the Board of Directors. The Budget Committee will submit the proposed budget no later than the June meeting of the Board of Directors.

Audit Committee:

Composition: The Audit Committee will consist of two members in good standing, not currently serving on the Board of Directors.

Duties: The Audit Committee will audit the Treasurer's books, just prior to the change of office. The Audit Committee will publish their report in the July Newsletter of the Club.

Nominating Committee:

Composition: The Nominating Committee will be comprised of a Chair, appointed by the President, and four other willing Active or Legacy members in good standing, randomly chosen by lottery, at the August Board Meeting. If a member of the Nominating Committee chooses to run for office, she will be replaced using the lottery method.

Duties: The Nominating Committee will announce the nomination process in January and distribute nomination forms (until the close of the February Program meeting which concludes the nomination process). The Nominating Committee will contact all nominees, tabulate results from the forms and prepare the slate of officers. The Nominating Committee will submit the slate for publication in the April Newsletter and announce the slate at the March Program Meeting, so that elections, by secret ballot, will take place at the Annual Business Meeting in April.

Ways and Means Committee:

Composition: The Ways and Means Committee will be comprised of a Chair, appointed by the President, who will select members in good standing to further the function of the Committee.

Duties: The Ways and Means Committee will coordinate all fundraising and goodwill activities of the Club. The Ways and Means Committee, following consideration of the operational needs of the Club, ongoing input from the members, and after researching options, will recommend to the Board of Directors a program of operational fundraising and goodwill efforts.

Section 2: Ad Hoc Committees

Ad Hoc Committees will be established by the President to fulfill specific functions as needed. The President will appoint the Chair of any Ad Hoc Committees. The Chair (or her designee) will be a member of, and have voting privileges on, the Board of Directors during the time the Ad Hoc Committee exists. Ad Hoc Committees will terminate upon submitting a final report to the Board of Directors following completion of their specific function.

Article V. Meetings

Section 1: Program Meetings

The Club will normally meet on the second Tuesday of every month. Any change of meeting date will be published in the Newsletter of the Club for the month in which the change will take place.

Section 2: Annual Business Meeting

An Annual Business Meeting will be held in April of each year, on the same date, and at the same place, as the Program Meeting. Additional business meetings may be called at the discretion of the Board of Directors, not to exceed three per year.

Section 3: Quorum

A quorum will be twenty five percent of the eligible voting members in good standing. When a quorum is present, a majority of votes cast will be sufficient for the conduct of normal business.

Article VI. Finance

Section 1: Revenue

Revenue for the Club will be provided by membership dues, in the amount specified in the Standing Rules, and the excess revenue over expenses from fundraisers. A minimum of ten percent of all new income (i.e., excess of revenue over expenses) will be designated each year for a contingency fund until a full year of revenue (i.e., membership dues and the profits for fundraisers) is in savings.

Section 2: Fiscal Year

The fiscal year for the Club will be from May 1 to April 30. However, for legal and tax purposes, the Club's fiscal year is January 1 to December 31st

Section 3: Camille Klein Founder's Scholarship Fund:

Purpose: The purpose of this fund is to honor the memory of one of our founding members, Camille Klein, by awarding college scholarships annually.

Source of Funds: Contributions to the Fund may be made by individual donors, or by the Club from the gross proceeds of the Holiday Basket Auction, dedicated raffles, or other dedicated fundraisers.

Section 4: Limits of Authority

Authorization by the Board of Directors is required for any member or affiliated group of the Club to enter into any contract or to incur any liability or financial obligation. Any contract made without prior authorization will be the total responsibility of the member or affiliated group making said contract. Upon authorization, contracts made on behalf of the Club must be signed by the Treasurer, President, First Vice President or Second Vice President. All disbursements for the Club's bank account must be signed by two of the above officers.

Section 5: Prohibited Activities and Compensation

The Club will not pay dividends or other corporate income to its members or officers or otherwise accrue distributable profits or permit the realization of private gain. The Club will have no power to take any action prohibited by the Texas Non-Profit Corporation Act. The Club will not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above. No part of the net earnings of the Club will inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Club will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article IV of the Articles of Incorporation. No substantial part of the activities of the Club will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Club will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(7) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 6: Dissolution

Upon dissolution of the Club, the Board of Directors will, after paying or making provisions for the payment of all of the liabilities of the Club, dispose of all of the assets of the Club exclusively for the purposes of the Club in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as will, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors

will recommend, with approval by the vote of the members. Any such assets, not so disposed of, shall be disposed of by the Texas District Court of the County in which the principal office of the Club is then located, exclusively for such purposes or to such organization or organizations, as said Court will determine, which are organized and operated exclusively for such purpose.

Article VII. Parliamentary Authority

The Parliamentary Authority for the Club will be Robert's Rules of Order, Newly Revised.

Article VIII. Archives

Archives will be maintained by the Secretary and will include minutes, financial records, Constitution and Bylaws, Articles of Incorporation, member rosters and other significant memorabilia. Monthly Club newsletters and photos will be archived by the Historian.

Article IX. Dissolution

The Club may be dissolved, by majority vote of the membership, at the Annual Business Meeting, when attempts to maintain the Club are exhausted.

Article X. Amendments

Amendments to these Bylaws should be submitted in writing to the Board of Directors, by any voting member of the Club. Providing the proposed amendments have been adopted by a majority of the Board of Directors present to vote, and have been published in the Newsletter for the month in which the vote will take place, these Bylaws may be amended only once during the Club fiscal year by a two-thirds vote of the membership eligible to vote at a business meeting. A quorum will be twenty five percent of the eligible voting members in good standing.

Article XI. Solicitation

Members and/or guests of the Club will not make commercial solicitations at any club functions. This includes, but not limited to, professional services, in-home businesses, and activities involving schools and/or club of children. The membership directory is published strictly for the use of Newcomer Friends of Greater Plano members, and is not to be used for any commercial or solicitation purposes.