

**BY-LAWS
OF
PERIMETER CIVITAN, INC.**

ARTICLE I

MEETINGS

Section 1. Regular Meetings. The regular meetings of this club shall be held on the second (2nd) and fourth (4th) Wednesdays of each month.

Section 2. Annual Meetings. The annual meeting shall be held in May at a date designated by the board of directors during the months of March, April, or May for the election of officers and directors, for the presentation of annual reports and transaction of other business. The installation of officers and directors shall be held at a regular meeting in September, which may be designated as the installation meeting. The term of officers shall officially begin on the first day of October following their election.

Section 3. Business Meeting. The club shall have at least four (4) business meetings yearly. Any such business meetings may be postponed or dispensed with by the president or board of directors who may call business meetings at other times when deemed necessary.

Section 4. Special Meetings. Special meetings of the club may be called by the president or a majority of the board of directors or by a majority of members in good standing upon written notice to the secretary at least five (5) days in advance of said meeting.

Section 5. Quorum. A majority of the active members in-good-standing shall constitute a quorum at any meeting of the club that was announced in accordance with Section 1, 2, 3 or 4 of the By-Laws.

Section 6. Rules of Order. Parliamentary procedure in all meetings of the club, board of directors and committees shall be in accordance with *Robert's Rules of Order*.

ARTICLE II

DUTIES OF OFFICERS

Section 1. President. The president shall appoint all committees, preside at all meetings of both the club and the board of directors and shall perform such other duties as ordinarily pertain to such office. He or she shall represent the club at all meetings of the district council. The president shall be the *ex officio* member of all standing committees. Within fifteen (15) days of his or her election, he or she shall select all club appointed officers.

In the event of a vacancy in the office of the president, the president-elect shall assume the office and title of president during the unexpired term of the president.

Section 2. President-Elect. The president-elect shall have the duty of familiarizing himself or herself with all Civitan affairs and preparing himself or herself for assuming the presidency. He or she shall work under and in cooperation with the president. He or she shall automatically succeed the president at the end of his or her term.

In the event of a vacancy in the office of the president-elect, the office shall remain vacant until the next annual election – otherwise a special election shall be called to fill the office.

Section 3. Secretary. It shall be the duty of the secretary to keep the records of membership; record the attendance at meetings; send out notices of meetings of the club, board, and committees; record and preserve the minutes of such meetings; make the required reports to Civitan International on time; and perform such other duties as customarily pertain to such office. The secretary shall cause to have publicized a regular newsletter or bulletin to inform the membership of club activities. If the Secretary resigns the position will be filled by a club member in good standing who is elected by a majority of the Board of Directors

Section 4. Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club at its annual meeting and at any other time upon demand by the board of directors and to perform such other duties as pertain to his or her office. He or she shall collect all dues and funds of the club and deposit them in the bank or depository named by the board of directors. He or she shall forward the required dues to the district and Civitan International on time so as to prevent delinquency on the part of the club. Upon his or her retirement from office, he or she shall turn over to his or her successor or to the president all funds, books, and accounts or any other club property in his or her possession. If the Treasurer resigns the position will be filled by a club member in good standing who is elected by a majority of the Board of Directors. (The offices of secretary and treasurer may be combined.)

Section 5. Salary of Officers. All the officers shall serve without compensation.

Section 6. Officer Training. All officers shall be trained in accordance with Civitan International and/or district policies in order to become familiar with the duties of their respective offices as required by Civitan International.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Meetings. The president shall be chairman of the board. He or she shall call regular meetings of the board at least once a month. He or she shall call a special meeting within five (5) days after receiving a written request from three (3) or more board members. Such a special meeting or board vote may be conducted pursuant to the physical presence of the board members at a designated location, telephonically, or electronically through the Internet or email correspondence.

Section 2. Functions.

- (a) The board shall be responsible for the appropriation of all funds of the club in accordance with the club's budget and shall, through the president or other duly authorized members of the board approve all vouchers before payment by the treasurer. It shall designate the bank of depository for funds for the club and determine the amount of the bond which shall be given by the treasurer. It shall receive and approve the budget and the annual audit of the financial transactions of the club.
- (b) It shall pass on all projects recommend by the project committee, which must be approved by a two-thirds (2/3) vote of the attending board before submitting the same to a vote of the club membership.
- (c) It shall pass upon all grievances, default and complaints by or against a member and may take such actions as it deems appropriate on behalf of, or against, such member. It may for good cause, declare an office vacant, upon two-thirds (2/3) of the entire board, provided, however, before such action is taken, the officeholder shall be notified of such proposed action and shall be given an opportunity to be heard by the board.
- (d) It may fill vacancies that occur during the year except in the offices of the president and president-elect which offices shall be filled only as provided by Article II of the by-laws.

Section 3. Quorum. A majority of the members of the board shall constitute a quorum. A majority can be comprised of board members physically present at a designated location, members present at a physical location plus up to two members that have assigned their proxy to other board members to vote with a notice to the president; a majority of board members responding/voting on a motion transmitted through email within 48 hours after the president or designed board member acting in the absence of the president has asked for a vote on said motion; or a majority of board members logged into an internet chat room at a designated date and time for the purpose of conducting a board of directors meeting. Members desiring to vote by proxy must submit to the President. If more than two proxies are requested, the president will accept said proxies in the order he or she received them.

ARTICLE IV

APPOINTED OFFICERS

Section 1. Chaplain. The president within fifteen (15) days after his or her election may appoint a club chaplain. It shall be the duty of the chaplain to open all meetings of the club with an invocation of divine blessing upon the club. He or she shall deliver a suitable eulogy before the club upon the passing of any of its members.

Section 2. Sergeant-at-arms. The president within fifteen (15) of his or her election may appoint a sergeant-at-arms. It shall be the duty of the sergeant-at-arms to preserve order at all times, to be the custodian of the club banner, bell, and other supplies and equipment at meetings and perform such other duties as ordinarily pertain to this office.

ARTICLE V

COMMITTEES

Section 1. Standing Committees. The President may appoint the following standing committees: (1) Membership and Retention, (2) Community Service Projects, (3) Programs and Entertainment, (4) Fellowship and Attendance, (5) Budget and Finance, (6) Constitution and Bylaws, (7) New Clubs-Extension, (8) Publicity, (9) Youth Work, and (10) Fund Raising.

Section 2. Combination of Committees. These standing committees may be combined or divided or sub-divided, as the president or board of directors deem necessary.

Section 3. Special Committees. In addition to standing committees, there shall be appointed by the president such special committees as the president or the board of directors may deem necessary.

ARTICLE VI

DUTIES OF COMMITTEES

Section 1. Membership and Retention. This committee shall encourage members to seek new members for the club and investigate the character, business, social standing, eligibility of all persons proposed for membership; shall accept or reject such proposals. Those approved shall be certified to the secretary for action in accordance with Article VIII - Election of Members. The committee shall ensure that each new member is initiated into the club; and is promptly involved in a club project or activity. The committee shall work to retain existing members as well as seek new ones.

Section 2. Community Service Projects. This committee shall devise and consider suitable and appropriate projects and shall devise ways and means whereby definite interpretation of the aims and objectives of the organization shall be given expression. The committee shall explore the needs of the community's mentally and physically challenged citizens. It shall take cognizance of all matters of civic, charitable or similar nature and recommendations of the projects committee shall constitute the basis for consideration of all projects of the club.

Adoption of a new project shall require a two-thirds (2/3) vote of the attending board of directors.

Section 3. Programs and Entertainment. This committee shall arrange and have charge of all programs for regular meetings of the club. The purpose of said programs shall be to provide each member with a better understanding of his or her community and world. It shall also have charge of all social functions, picnics and parties of the club, as may be directed by the board of directors.

Section 4. Fellowship and Attendance. This committee shall notify the club of any illness or distress existing among its members and send letters, telegrams or flowers to sick and bereaved members. Members shall particularly devote their attention to the proper welcoming of new members, striving to encourage friendship among the members generally, utilizing the various plans suggested by Civitan International; and in conjunction with the board of directors, utilizing every reasonable effort to maintain the attendance of club members at its meetings.

Section 5. Budget and Finance Committee. This committee shall prepare a budget of the estimated income and expenses of the club for the year, and shall pass upon all major expenditures of the club, same having been recommended and approved by the board of directors. In the month of October of each year, the Finance Committee shall cause an audit of the books to be made, and such statement shall be distributed to the membership. Examination of the books will be by a person appointed by the incoming President.

Section 6. Constitution and Bylaws. The committee shall have consideration of all proposed amendments to the Constitution and Bylaws and report upon same to the board of directors.

Section 7. New Clubs – Extension. It shall be the duty of this committee to make surveys and reports to the club of such prospective locations for the formation of new clubs as in its judgment it may deem expedient, and to take the necessary action to establish such new clubs as a service project.

Section 8. Publicity. The publicity committee shall be responsible for supplying weekly notices concerning the club meetings to the appropriate news media and further shall disseminate all interesting information furnished them by officers of the club, chairman of various committees, or Civitan International. They shall also furnish the editor of *Civitan Magazine* items for publication therein promptly, while it still has “news value.”

Section 9. Youth Work. This committee will work to involve the club in activities and projects designed to help the youth of the community better understand the responsibilities of good citizenship and the importance of altruistic service. The committee will review plans, procedures, and materials available from Civitan International relating to, but not limited to Junior Civitan, Youth Citizenship Conferences and Seminars, Scouting, the Civitan International Foundation Scholarship programs, etc.

Section 10. Fund Raising. This committee shall seek out new methods of fund-raising for the club and seek to improve the existing methods and shall have the general responsibility and supervision over all club fund raising.

ARTICLE VII

ELECTION OF OFFICERS AND DIRECTORS

Section 1. Election Procedure.

- (a) The elected officers of the club shall be elected at the annual meeting held at the announced business meeting in May each year.
- (b) At an early regular meeting in March (or at least three (3) meetings before the annual meeting), the president may appoint a Nominating Committee of at least three (3) members. The chairman shall be the past president still an active member of the club and include the President Elect.
- (c) The nominating committee shall prepare a report giving the offices to be filled and one or more members for each office, which must be presented to the club at least two (2) meetings before the annual meeting.
- (d) At any time after the report of the nominating committee and before the final election of officers whose nominations have been made by the nominating committee upon motion of any member or filed with the secretary or made upon the floor immediately prior to election, any name or names or candidates for any office shall be placed upon the ballot to be voted upon by the club.
- (e) At the annual meeting there shall be furnished the entire membership in good standing, a ballot containing the names of the nominees for the respective offices, upon which each member shall indicate his or her choice.

Section 2. Balloting. The nominees receiving the largest number of votes cast for the respective offices of which they were nominated, shall be declared elected for the terms of office commencing October first next following the election.

ARTICLE VIII

ELECTION OF MEMBERS

Section 1. Active Members. Members to this club shall be elected in the following manner:

- (a) A candidate for membership shall be sponsored by an active member of Civitan. The proposal for membership shall be delivered in writing to the club secretary and shall contain the name, address and business or profession of the prospective member and any other information deemed necessary in order to determine qualifications for membership.
- (b) The secretary shall promptly notify the membership of the candidate proposal in open meeting or through the club bulletin.
- (c) The membership proposal may be submitted to a membership committee for review and recommendation, or in the event there is no such committee, directly to the board of directors. In any event it must go to the board and if the proposal is acted on favorably by the board, the prospect shall be considered elected to membership and so notified.
- (d) Any protest against the admission of the candidate shall be brought to the attention of the board of directors. In the event there is such protest, the board of directors shall submit the candidate's name to the membership at a regular meeting and if two-thirds (2/3) of the active members in-good-standing present approve said membership, then the candidate shall be accepted as a member.

The new member shall be notified of his or her election and of arrangements for his or her orientation and formal installation.

ARTICLE IX

DUES

Section 1. Dues Structure. Membership dues shall be \$30.00 per quarter, payable in advance which shall include international and district per capita dues and subscription to the *Civitan Magazine*. Members shall have the option of paying dues monthly, quarterly, semi-annually or annually in advance.

Section 2. When Payable. All dues shall be payable when billed by the treasurer. No member shall be deemed in good-standing who is in arrears more than thirty (30) days in payment of his or her quarterly dues.

ARTICLE X

RESOLUTIONS AND SUBSCRIPTIONS

Section 1. Resolutions. No resolutions or motion to commit this club on any matter shall be considered by the club until it has been considered by the board of directors. Such resolutions or motions, if offered at a club meeting shall be referred without discussion to the board, which after having given consideration to the matter shall submit its recommendations to the club. Having received the recommendations of the board, the club may then proceed to take such action as may seem proper to the majority.

Section 2. Assessments. No assessments shall be permitted to be placed upon the membership of the club.

Section 3. Club Expenditures. The expenditure of the club's fund in excess of the amount of \$25.00 for any purpose whatsoever shall not be made except on the recommendation of the board of directors or as specified in the club's budget.

Section 4. Financial Transactions. All transfers, expenditures and investments of the club's monies (except de minimus expenses exempted under Article X, Section 3) shall now require approval of the Board of Directors before the transactions prepared. Furthermore, financial transactions affecting the club treasury will require two (2) signatures and the treasurer will report to the Board on the status of transactions as they are completed. The signatures can be a combination of two of the following members in good standing: President, President Elect, Treasurer, or Secretary.

ARTICLE XI

ATTENDANCE

Section 1. Regular Meetings. Members shall be expected to attend meetings regularly except for unavoidable schedule conflicts due to personal or business matters. Prospective members shall be informed of this membership responsibility.

Section 2. Perfect Attendance. Some members of this club will wish to maintain a record of perfect attendance at club meetings. Therefore, a member shall not be counted absent if he or she attends within thirty (30) days of such absence, any one of the following meetings: (a) a meeting of any other Civitan club-Senior or Junior; (b) a regular board of directors meeting of this club; (c) a regular International district or Regional meeting; or (d) a bona fide project of this club of at least one hour's duration. The member shall certify this makeup attendance in writing to the club secretary who shall maintain an attendance record on each member.

ARTICLE XII

TERMINATION OF MEMBERSHIP

Section 1. Resignation. The resignation of any member, when delivered in writing to the president or secretary shall become effective immediately upon its acceptance by the board, providing all indebtedness of such member to the club has been paid. Except as noted in Section 5 the board shall inquire into the cause of each resignation in an effort to determine why members resign so as to reduce the membership termination.

Section 2. Non-Payment of Dues. Any member owing dues or otherwise indebted to the club for a period of sixty (60) days from the date when same become due and payable may be terminated as a member. If he or she applies for reinstatement within sixty (60) days from the date of such suspension and pays all amounts owing to said date, the board of directors may, in its discretion, reinstate the member in good standing.

Section 3. Non-Attendance. If any member shall absent himself from four (4) consecutive meetings of the club, the board of directors may inquire as to the reason for such absences and may suspend his or her membership. Such suspension, after thirty (30) days, may be made permanent by the majority vote of the club. Absence from the city or illness of himself or herself or immediate family shall be valid excuse and notice thereof must be given to the secretary. Enforced absence from meetings occasioned by the performance of any patriotic service shall be held as valid excuse.

Section 4. Misconduct. Any member who by personal or business conduct violated the principles or ethics of the club or Civitan International may be expelled from membership by the board of directors by a two-thirds (2/3) vote of the entire board of directors at a meeting called for that purpose provided that said member shall have been given ten (10) days notice in writing of such pending action together with a copy of the complaint against him or her and shall be given opportunity for a full and fair hearing.

Section 5. Carryover. If by the date of the September board meeting, the club has added at least three additional members to the roster with Civitan International for the club year and the club would be at a “plus one” member level with any applications accepted at the September board meeting, then the board may consider to delay a maximum of two resignations until the fall quarter to achieve Honor club status.

If the previous conditions are met and the Board wishes to delay more than two resignations to achieve Honor club status, then a vote of the Board to delay would be effective only without a veto by the President-elect.

ARTICLE XIII

CONVENTION DELEGATES

Section 1. Delegates. The Club shall regularly send delegates to the International Convention and district meetings and shall budget funds for this purpose.

Section 2. International Convention. Voting delegates to the annual International Convention not in excess of the number permitted by Civitan International shall be in such number as authorized by the board of directors. The delegates shall be allowed such reasonable amount to cover expenses as may be determined by the board. The choice of delegates shall be made by the board of directors and announced to the membership. Other members will be encouraged to attend as alternates.

Section 3. District Convention. Voting delegates to district meetings and conventions, not in excess of the number permitted by the district shall be appointed by the president in such number as authorized by the board of directors. Other members will be encouraged to attend as alternates.

ARTICLE XIV

AMENDMENT OF BYLAWS

Section 1. Amendments. These Bylaws may be amended by a majority vote of the active members in-good-standing present and voting at any regular meeting of the club, after recommendations by the board of directors, provided written notice of such proposed amendments shall have given to members at least (10) days prior to the meeting.

Section 2. Conformity with Club Constitution and Civitan International. No amendments or additions shall be made which are not in conformity with the club Constitution and with the Constitution and Bylaws of Civitan International Any provision herein ruled by the International Judge Advocate to be contrary to or in conflict with the Constitution and Bylaws of Civitan International or of the district of which this club is a member shall be void.

ARTICLE XV

DOCUMENT APPROVAL

Section 1. Approval This document and all amendments thereto shall be forwarded to the district judge advocate for his or her review and approval and a copy shall be forwarded to the World Headquarters of Civitan International for inclusion in this club's permanent file of records at that office.

ARTICLE XVI

MEMBERS IN-GOOD-STANDING

Section 1. Definition. A member is in good standing with this club if the following requirements are met:

- (a) He or she is a duly initiated active member of the club.
- (b) He or she is current in his or her dues and other financial obligations to the club.
- (c) His or her attendance meets the attendance requirements as established by the board of directors.

Section 2. Determination Appeal. The determination as to whether a person is in good standing shall be made by the board of directors. This determination may be appealed to the club.

ARTICLE XVII

CLUB HONOR KEYS

Section 1. Awarding Keys. In recognition of outstanding service to the club and Civitan, Club Honor Keys be presented by the Honor Key Committee at the year-end awards banquet upon recommendation of at least three quarters of the members of the honor key committee. The Honor Key Committee shall consist of all past Club Honor Key Recipients who are current, active members in good standing of the club. The Honor Key Committee shall meet no later than August of each year to discuss and approve recipients for this award. The names of the recipients shall remain confidential until the year-end awards banquet at which time the Honor keys will be presented to the recipients.

ARTICLE XVIII

ADOPTION OF THESE BYLAWS

Adoption of these Bylaws shall take effect and be in force upon its adoption.

Adoption: December 10, 2008

PERIMETER CIVITAN, INC.

By: Debbie McWilliams
President

By: Maridale Nickolson
Secretary