

NEWCOMERS CLUB, INC.

BYLAWS

Revised April 2024

ARTICLE I – NAME

The name of this organization shall be NEWCOMERS CLUB, INC. as recorded with the Office of the Secretary of State of Texas. Newcomers Club, Inc. is recorded and classified as a 501(c)(4) nonprofit organization.

ARTICLE II – PURPOSE

The purpose of this organization shall be to assist ladies, eligible for membership, by providing opportunities for social contacts with others and for involvement within the community.

ARTICLE III – MEMBERSHIP AND DUES

Section 1. Membership shall be open to all ladies whose primary residence has been Bell County and counties bordering Bell County for fewer than three (3) years.

Section 1a. Membership shall also be extended to include ladies residing in Bell County and the bordering counties for more than three (3) years if they: a) have experienced a life changing event within the past three (3) years (for example, but not limited to – loss of a spouse or retirement), b) have a recommendation from a current Newcomer member in good standing, and c) are approved by the General Board, which consists of the Executive Board and Standing Board. Each application will be reviewed on an individual basis.

Section 1b. During two (2) two-week periods – one during the first two (2) weeks in October and one during the first two (2) weeks in April – there will be an open enrollment period whereby active members may extend an invitation of membership to female friends and family (1) who previously have not known of Newcomers Club, Inc., (2) who may not meet the general membership guidelines, and (3) whose primary residence is Bell County and counties bordering Bell County.

Section 1c. There shall be no limitation to the length of time a member may continue an active membership.

Section 2. A guest who is eligible for membership may attend no more than two (2) Club functions per year, after which membership is required.

Section 3. Membership renewal dues for the upcoming year are payable and must be postmarked no later than May 31st, to avoid being dropped from the membership roster on June 1st. Membership renewal notification will appear in the March, April, and May Newsletters.

NEWCOMERS CLUB, INC.

BYLAWS

Section 4. A change in Membership dues shall be presented by the General Board to Membership for consideration and a vote.

Section 5. Spouses of members may attend only those functions that are designated for couples.

ARTICLE IV – OFFICERS AND ELECTIONS

Section 1. Elected officers shall be President, Vice President, Secretary, Treasurer, and Parliamentarian. These officers shall make up the Executive Board. Terms of office shall be one (1) year to begin after installation during the May meeting. An Executive Board officer may serve an added year in the position, either consecutively or in a future fiscal year, if nominated again. Serving for a second consecutive year will be optional except for the Treasurer who will hold the office for two (2) consecutive years.

Section 2. A Nominating Committee shall be appointed by the President at the December Board meeting. The committee shall consist of two (2) members from the Standing Board and three (3) members from membership at large.

Section 3. A vacancy in any Executive office, except President, shall be filled by a majority vote of the remaining Executive Board. The Vice President shall automatically fill vacancy of the President.

ARTICLE V – DUTIES OF THE OFFICERS

Section 1. The President shall preside over all monthly meetings and with the General Board, conduct official Club business and be an ex-officio member of every committee. The President shall oversee the Club's budget and sign all checks in the absence of the Treasurer. The President will appoint a Nominating Committee to select potential candidates for the April election of an incoming Executive Board. The President keeps copies of updated job descriptions for all positions.

Section 2. The Vice President shall serve as Program Chair. The Vice President shall conduct the business of the Club during the absence of the President. If the office of the President becomes vacant, the Vice President shall become President.

Section 3. The Secretary shall keep records of all official meetings, prepare, and publish the minutes and keep a record of correspondence.

Section 4. The Treasurer shall have custody of all funds of the Club, collect dues, pay bills, and make disbursements as authorized by the Executive Board. She shall prepare and present a monthly financial statement at the General Board meetings and keep a complete up-to-date list of

NEWCOMERS CLUB, INC.

BYLAWS

all paid members. Following the May meeting and before the June meeting, the incoming and outgoing Presidents and Treasurers shall review the Treasurer's records.

Section 5. The Parliamentarian shall see that all meetings are conducted according to the Club Bylaws and Robert's Rules of Order.

Section 6. The Executive Board shall prepare updated job descriptions for their areas of responsibility and give a copy to the President at or prior to the April General Board meeting.

Section 7. Upon completion of the Treasurer's "End of Year" report in early June, the incoming President shall preside over a strategy meeting with members of the General Board for formulation of the next year Club Budget. This meeting shall occur no later than mid-July. General Board approval is needed for any expenditure exceeding that allowed by an established budget.

Section 8. Outgoing Board members shall begin tutoring prospective Incoming Board members beginning with the April General Board meeting. All Club books and materials shall be completed and transferred to corresponding Club positions no later than the formal "change-over" activity to be held in May.

ARTICLE VI – STANDING BOARD

The current President, with the assistance of the Nominating Committee, shall appoint Chairpersons necessary to handle each of the duties of the following Standing Board positions:

Activities, Audio IT, Bulk Mail, Directory, Historian, Hospitality, Membership, Newsletter, and Publicity. Standing Board members shall submit reports for the General Board meetings.

Standing Board Chairpersons shall have voting rights at General Board meetings; however, a

Chairperson holding more than one Standing Board position shall be limited to one vote. Each Standing Board member shall prepare an updated job description for their area of responsibility and submit it to the President at or prior to the April General Board meeting.

ARTICLE VII – SPECIAL COMMITTEES

The current President, with assistance of the Nominating Committee, shall appoint Special Committees. These are non-voting positions and not required to attend General Board meetings.

Their appointments, if the duties are short term, will cease when the duties have been completed.

NEWCOMERS CLUB, INC.

BYLAWS

Job descriptions of each Special Committee shall be reviewed for necessary updates by the current committee member(s), revised as needed and given to the President prior to the April General Board meeting.

ARTICLE VIII – REGISTERED AGENT

The Registered Agent shall be an appointed position responsible for preparing and submitting documents and keeping record of all correspondence required by the State of Texas to maintain non-profit status. As agent of record, she will also maintain the Club's tax-exempt status with the Internal Revenue Service. She shall provide copies of all state and federal correspondence and documents to the President, Secretary, and Treasurer.

ARTICLE IX – BOARD ADVISORS

The Club's Registered Agent and the two (2) immediate past Presidents are Directors of the Club and serve as non-voting advisors to the General Board.

ARTICLE X – BOARD OFFICERS

The periodic report required annually by the State of Texas to list the Club's Board Officers shall show the current Executive Board, and the Directors who serve as non-voting advisors.

ARTICLE XI – MEETINGS

Section 1. The Executive Board shall choose the date, time, and place of General Board and General Membership meetings. General Membership meetings shall be held during a Luncheon on the first designated date of the month. Announcement of the date, time, and place of the meetings will be printed in each issue of the Newsletter. When a Holiday conflicts, the club meets on the second designated date of the month. General Membership will not meet in July or August. Individual Activity groups shall set their own meeting schedules. Group leaders will communicate monthly with the Activity Chair to establish accurate information for the Newsletter.

Section 2. At each meeting of the General Board or appointed Committees, two-thirds of the members present shall constitute a quorum for the transaction of business. All business brought before the Board shall require a majority vote to be approved.

Section 3. Electronic Meetings. Board meetings shall be held at a central location, but Board members who are not present in person shall have the right to participate by telephone or Internet, subject to any limitations established in rules adopted by the Board to govern such participation.

NEWCOMERS CLUB, INC.

BYLAWS

Section 4. A member shall be allowed no more than two (2) guests per Newcomer Luncheon or Activity. Restrictions may apply for certain events, and limitations may be set at the discretion of the General Board.

Section 5. A vacancy occurring in any Activity Group of the Club must be filled by a member of the Club. Resignation of membership in the Club necessitates resignation of membership in any Activity Group.

Section 6. The Newcomers Club, Inc. will not take part in individual activities, such as graduations, weddings, charities, or causes. With the exception of Program Speakers, solicitation of our members for business purposes is not permitted. Regular size business cards may be allowed for display in a designated area. The Vice President and Parliamentarian must approve any other materials.

Section 7. Reservation and payment for the monthly Luncheon and General Membership meeting shall be printed in the monthly Newsletter. This information shall include reservation and cancellation deadlines that are needed to accommodate the needs of the current venue/caterer. A reservation payment will not be refunded if a cancellation is submitted later than the cancellation date.

ARTICLE XII – RESOLUTIONS AND MOTIONS

No agreement, resolution, or motion to commit this Club on any matter shall be considered by the Club until it has been approved by the General Board.

ARTICLE XIII – AMENDMENTS

The Bylaws may be amended providing the regulations of law and management of the Club's affairs are consistent with the Certificate of Formation (formerly referred to as Articles of Incorporation).

Section 1. A change in the Bylaws for the purpose of correcting a statement or only for the purpose of clearly defining the meaning of the existing bylaw may be adopted by a vote of the General Board.

Section 2. An amendment that proposes a fundamental function of the Club be changed such as an amendment of the original Certificate of Formation (formerly: Articles of Incorporation), modifying the Club's legal name, or any change other than what is specified in Section 1 must be approved by a membership vote. Notification must be given to members one (1) month prior to the voting.

NEWCOMERS CLUB, INC.

BYLAWS

ARTICLE XIV – PARLIAMENTARY AUTHORITY

The procedures of the Club shall be governed by *Robert's Rules of Order*, where applicable, and must not conflict with the Bylaws of Newcomers Club, Inc.

ARTICLE XV – TERMINATION / DISSOLUTION

In the event all activities of the Club are ended, the General Board must adopt a Resolution to Wind Up. A plan of distribution must also be established. The resolution must then be presented to the General Membership one (1) month prior to a vote. Distribution of any Club property and money can be made only after all debt has been paid. Any items loaned to the Club must be returned. It is necessary to file a Certificate of Termination with the Secretary of State. IRS Schedule N must be included with the filing of Form 990 along with copies of the Resolution to Wind Up, the Plan of Distribution and Certificate of Termination. Refer to Texas Secretary of State website for further information.