

YOUNG MATRONS' CIRCLE FOR THE TALLULAH FALLS SCHOOL, INC.

D/B/A The Circle for Children

## **BY-LAWS**

### **ARTICLE I - NAME**

This organization shall be known as the YOUNG MATRONS' CIRCLE FOR THE TALLULAH FALLS SCHOOL, INC., doing business as THE CIRCLE FOR CHILDREN (hereinafter referred to as "The Circle").

### **ARTICLE II - PURPOSE**

"To give aid and encouragement in promoting the education and welfare of at-risk children in the state of Georgia."

### **ARTICLE III - ORDER OF BUSINESS**

The order of business at any regular or special meetings of this organization shall be conducted according to Roberts Rules of Order. The quorum of this organization shall be the majority of those in attendance.

### **ARTICLE IV - MEMBERSHIP**

#### Section 1. Eligibility

Membership in this organization shall be by invitation. Each person proposed for membership must be sponsored by one member who is in good standing and who personally knows the applicant.

#### Section 2. Application Procedure

Each application must be reviewed by the Membership Committee before said candidate is approved for membership. The Executive Board shall determine the limits, if any, of the number of new members elected in any one year. Enrollment for new members is open from June 1 to October 1. New members must be enrolled by deadline of October 1 to be in the Directory and considered a member for the current year and new member class. Any member who joins after October 1 will be in the next new member class. Prospective members may attend general luncheons and events.

Said candidates when elected to membership, and on payment of the yearly dues and the initiation fee will be accepted as members of this organization.

#### Section 3. Member Classification

Membership in this organization shall entitle members to participation in all the affairs of the organization, hold office, and vote at any general meeting or special meeting, in accordance with other stipulations in the Bylaws which would supersede this section. The classifications of members are:

- A. An active membership, meaning member in good standing, in this organization shall entitle members to participate in all affairs of the organization, hold office, and vote at any regular or special meeting. We request that members attend two meetings a year (honor system).

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Any active member may terminate her membership by written notification to the Vice President, Membership.

- B. Junior members must be 35 years of age or younger by July 1<sup>st</sup>. They will be required to pay the fee designated by Membership for that year. Once approved for membership they will enjoy the privileges and responsibilities as an active membership.
- C. Emeritus Members shall be limited to members who have made significant contributions to The Circle for a minimum of ten years and are no longer able to attend regular meetings and special functions by virtue of age, health status, or geography. Any member of The Circle may recommend a member to be considered for emeritus membership, or the member herself may request being an emeritus member, by submitting their recommendation to the President. Emeritus status is conferred by decision of the Executive Board. Emeritus members are not required to pay annual dues and will be eligible to vote.

#### Section 4. Re-Instatement

Former members of this organization who wish to be reinstated may do so at any time by submitting their application and annual dues. Former members do not need a sponsor for reinstatement.

#### Section 5. Dues

Yearly dues shall be payable for the current year from July 1 through October 1 and invoiced in the Presidents packet mailed in July. The Treasurer shall give notice concerning dues by September 1 to any member who has failed to pay her dues by that time. Annual dues may be raised by a majority vote of the Executive Board.

Any member whose dues have not been paid for the year by October 1 shall upon written notice be dropped from the membership roll for the current year.

Any new member or re-instating member joining between October 2 and January 1 will pay the full annual dues, however, they will not be listed in the printed annual directory. Anyone wishing to join or reinstate after October 2 will need approval from the Membership Committee and will pay full annual dues.

### ARTICLE V - EXECUTIVE BOARD

#### Section 1. Authority

The authority of the organization and the government and management of the affairs of the organization shall be vested in the Executive Board, with the President presiding over all meetings and affairs.

#### Section 2. Composition

The Executive Board is composed of the elected officers.

The Executive Committee shall be comprised of the President; the President Elect; Vice President, Annual Event; Vice President, Membership, Vice President, Auction/Project; Recording Secretary; Corresponding Secretary, General Treasurer, Project Treasurer, Chair of the Scholarship Committee,

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Chair of the Finance Committee, Chair of the Board of Directors, Chair of Long Range Planning, Chair of the Social Committee, Charity Liaison Chair, Webmaster, Newsletter Editor, and the Parliamentarian. The President or the President's designee shall preside at all Executive Board and Committee meetings. No employee or representative from a benefiting organization may serve on the Executive Board.

### Section 3. Meetings

Meetings of the Executive Board may be called as needed to conduct the business of the organization with a minimum of four meetings per fiscal year.

Members of the Board of Directors, Circle Committees, or members at-large may be invited to the Executive Board meetings when business pertaining to their area of expertise is needed. The Committees and Members at Large may also request attendance to discuss topics of importance. The President can grant attendance. All invited guests will be asked to leave once their portion of business is completed and/or before a vote is taken.

## ARTICLE VI - OFFICERS

### Section 1. Officers

The officers of this organization shall report to the Executive Board. They are the President; President Elect; Vice President, Annual Event; Vice President, Membership; Vice President, Auction/Project; Recording Secretary; Corresponding Secretary; General Treasurer; and Project Treasurer. The officers serve a one-year term, with the exception being that the General Treasurer and the Project Treasurer serve a two-year term.

### Section 2. Duties of Officers

- A. The President should have been an active member of The Circle for at least three years, and have served on at least one committee, or held a board position. The President shall be responsible for executing the policies and directives of the Executive Board on behalf of the organization. The President shall attend and preside over meetings of the organization as provided for herein. The President shall be ex-officio member of all committees with voting privileges in the event of a tie. The President shall preside over the Executive Board meetings.

The immediate Past President will be in charge of holding a Past Presidents social event annually with a budget to be determined by the Finance Committee. They will also be responsible for purchasing a gift for the out-going President, to be presented at the Spring General Meeting, the cost to be determined by the Finance Committee.

- B. The President Elect should have been an active member of The Circle for at least two years and have served on a committee or board position. The President Elect shall automatically succeed to the Presidency the following term, and she shall in the absence or disability of the President, fulfill the duties of the President and perform all other such duties as may be required of her by the President. In the absence or disability of the President and President Elect, the Nominating Committee (ARTICLE VIII - ELECTIONS, SECTION 2) shall obtain a replacement. The President Elect shall serve on the Executive Board.

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C. Vice President(s), Annual Event. The Vice President(s), Annual Event, will be responsible, under the direction of the President, for all activities regarding the annual fund-raising event. This includes, but is not limited to, securing the date, time and place of the event and overseeing all matters related thereto. In addition, the Vice President(s), Annual Event, will direct the activities of the Annual Event Committee under ARTICLE IX - COMMITTEES. In the absence or disability of the Vice President(s), Annual Event, the Co-Chair of this committee, with the approval of the Executive Board, shall fulfill the duties of the Vice President(s), Annual Event. The Vice President(s), Annual Event shall serve on the Executive Board.

D. Vice President(s), Membership. The Vice President(s), Membership, shall be responsible, under the direction of the President, for all activities regarding membership. This includes, but is not limited to, planning activities and information of the Membership Committee, securing the date, time and place for the Fall New Member Party, new member orientation, and any other membership programs. In the absence or disability of the Vice President(s), Membership, the Nominating Committee (ARTICLE VIII - ELECTIONS, SECTION 2) shall obtain a replacement. The Vice President(s), Membership shall serve on the Executive Board.

E. Vice President(s), Auction/Project. The Vice President(s), Auction/Project, will be responsible, under the direction of the President, for all activities regarding the auction or project associated with the annual event. This includes, but is not limited to, obtaining auction items from members, securing funds for the purchase of auction items, and purchase of items. In the absence or disability of the Vice President(s), Auction/Project, the Co-Chair of the Auction Committee, with the approval of the Executive Board, shall fulfill the duties of the Vice President(s), Auction/Project. The Vice President(s), Auction/Project shall serve on the Executive Board.

F. Recording Secretary. The Recording Secretary shall record and maintain minutes of all Executive Board Meetings and General Meetings of this organization as well as file all official documents. In the absence or disability of the Recording Secretary, the Corresponding Secretary, shall fulfill her duties and perform such duties as may be required of her by the President. The Recording Secretary shall serve on the Executive Board.

G. Corresponding Secretary. The Corresponding Secretary shall carry on all correspondence on behalf of the organization including writing all program participants a thank you note following the program. In the absence or disability of the Corresponding Secretary, the Recording Secretary shall fulfill her duties and shall perform such other duties as may be required of her by the President. The Corresponding Secretary shall serve on the Executive Board.

H. General Treasurer. For a minimum period of two (2) years, the General Treasurer shall collect, send notice of nonpayment, and record all dues of the organization and deposit them in such depository as shall be designated by the Executive Board. She shall expend monies upon the direction of the Executive Board, shall maintain the bookkeeping program for the General Treasury, give General Treasury reports at the Executive Board and General Meetings, and give quarterly reports to the Auditor. Upon the absence or disability of the General Treasurer, the Project Treasurer shall take over the General Treasurer duties, until the Nominating Committee (ARTICLE VIII ELECTIONS, SECTION 2) shall select an alternate General Treasurer. The General Treasurer shall serve on the Executive Board.

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I. Project Treasurer. For a minimum period of two (2) years, the Project Treasurer shall collect, record, and deposit all project monies of the organization. She shall expend monies upon the direction of the Executive Board, shall maintain the bookkeeping program for the Project Treasury, give Project Treasury reports at the Executive Board and General meetings, and give quarterly reports to the Auditor. In the event of absence or disability of the Project Treasurer, the General Treasurer shall take over the Project Treasurer duties, until the Nominating Committee (ARTICLE VIII -ELECTIONS, SECTION 2) shall select an alternate Project Treasurer. The Project Treasurer shall serve on the Executive Board.

## **ARTICLE VII – BOARD OF DIRECTORS**

### **Section 1. Duties**

The Board of Directors shall serve in an advisory and consultation capacity to assist the Executive Board and the Officers of the Organization and to promote the advancement of the Circle's missions and goals. The Board of Directors shall meet at least a minimum of two times a year and at this time shall review important issues of the Circle. The President shall appoint a Chair of this Board of Directors. The Chair shall serve on the Executive Board. An employee or representative from any benefitting organization who serves on the Board of Directors will not be eligible to vote.

### **Section 2. Composition**

The Board of Directors shall consist of the six immediate past presidents and 6 members at large in good standing. These members will serve a one-year term. At-large members must have either served as an Officer or a committee member or been a member in good standing for a minimum of two years. If any board member is unable to serve her term, the Board of Directors and the Executive Board will replace that member with a new person to serve out her term. Upon approval of the Board of Directors and Executive Board, honorary members may be appointed.

## **ARTICLE VIII – NOMINATIONS AND ELECTIONS**

### **Section 1. Elections**

Officers and the at-large members of the Board of Directors shall be elected at the Winter General Meeting and shall be installed at the Spring General Meeting. All officers shall serve until their successors are installed.

### **Section 2. Nominating Committee**

A Nominating Committee of nine chaired by the immediate Past President, shall be elected at each Fall General Meeting. The three immediate Past Presidents, the current President, the President Elect and four from the membership at large shall be elected. This committee shall meet in a timely manner to submit a written, completed slate to the Executive Board at the Winter Board Meeting for approval. The slate will then be presented at the Winter General Meeting for ratification. The Committee shall meet as early as possible, after its election and prepare the slate. Responsibilities of officers to be elected must be discussed with potential nominees before consent is obtained.

### **Section 3. Floor Nominations and Ballot Vote**

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Nominations will be taken from the floor, whether for nominating committee or elected officers, at the general meeting and if there are two or more candidates listed for a position then a ballot vote will be taken. No proxy votes shall be permitted.

#### Section 4. Vacancies

Any vacancy occurring between annual meetings shall be filled by the Nominating Committee and approved by the Executive Board at the next meeting.

### ARTICLE IX- **COMMITTEES**

There shall be certain Committees that may be increased or decreased by action of the Executive Board and the Board of Directors. Several of the Committees are elected positions and the remaining committee chairs are appointed by the President.

Annual Event

Auction

Board Meetings

Charity Liaison

Directory

Finance

General Meetings

Long Range Planning

Membership

Newsletter

Parliamentarian

Scholarship

Socials

Social Media

Webmaster

### ARTICLE X- **SPECIFIC DUTIES OF THE COMMITTEES**

All committees will keep a record of the work of their committee that they pass on to the next chair.

#### Section 1. Annual Event

The Chair(s) of the Annual Event shall be the Vice President(s), Annual Event. These Chairs shall preside over this committee which shall be composed of members wishing to serve in areas of event planning, venue selection, decorations, food and beverage, set-up and take-down, and any other matters as determined necessary by the chair(s) of the committee.

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## Section 2. Auction

The Chair(s) of the Auction Committee shall be the Vice President(s), Auction/Project. This committee shall be composed of members wishing to serve in areas of planning, obtaining auction items, decorations, set-up and take-down, and any other matters as determined necessary by the chair(s) of the committee.

## Section 3. Auditor(s)

Audits the bookkeeping of the General and Project Treasurers after each quarter. Prepares the books at the end of the fiscal year to be submitted by September 15 to a CPA for annual audit. This can be one person auditing all accounts or multiple people each auditing one account.

## Section 4. Executive Board Meetings

Makes arrangements for board meetings by procuring the venue, sending announcements/invitations, receiving responses and organizing refreshments or luncheons for the board members as requested by the President.

## Section 5. Charity Liaison

At the direction of the Executive Board, the Charity Liaison acts as liaison between The Circle and any charity associated with The Circle to ensure that purpose of our involvement and any special needs of the children, that may arise, are addressed with service oriented (hands on) programs.

## Section 6. Directory

Revises and edits The Circle Directory annually and coordinates its publishing and distribution to membership by November 15.

## Section 7. Finance

Reviews the financial operations of The Circle, oversees investments, **manages the payment processors**, determines monies available for scholarship, and assists the Executive Board in managing decisions regarding the fund-raising projects.

## Section 8. General Meetings

Plans all The Circle general meetings by selecting an appropriate location, sending invitations/announcements, and handling all logistics of these events. General meetings will be held three times a year in the fall, winter and spring.

## Section 9. Long Range Planning

Researches and recommends children's charities, located in Georgia, to be the beneficiary of our annual fund-raising. It will also recommend length of time to benefit said charity. The recommendation will be submitted in writing and presented to and voted on by the Executive Board. If passed by the Executive Board, the recommendation will be voted on at next general meeting. Commitments to charities will begin as a one-year commitment not to exceed 5 continuous years. Long Range Planning shall consist of nine members to include three (3) Past Presidents, Board of Directors Chair, the President Elect and four appointees from the membership at large. Long Range Planning may also consider annual projects that

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benefit Georgia children but will be limited to one-year commitments. One-year commitments may be resubmitted to Long Range Planning for consideration in following years if the program was successful.

#### Section 10. Membership

The Membership Committee shall consist of the President, President Elect, the Vice President(s), Membership and two appointed from the membership at large by the President. The Chair(s) will be the Vice President(s), Membership. This committee will ensure that new member responsibilities are met and will keep an accurate database of all members.

The Membership Committee shall hold meetings as needed; however, they must have a minimum of one new member meeting/program annually.

#### Section 11. Newsletter

Edits an informative digital publication monthly for The Circle distribution. The Newsletter Editor shall serve on the Executive Committee.

#### Section 12. Parliamentarian

J. Parliamentarian. The Parliamentarian shall assist the President in deciding all questions involving parliamentary procedures. The Parliamentarian shall be appointed by the President. The Parliamentarian shall serve on the Executive Committee.

#### Section 13. Scholarship

This committee generates and reviews the scholarship applications of students worthy and financially in need. They propose possible fundraising ideas for scholarships. Maintains contact with the students while in school to assist and advise them in every possible way. The Scholarship annual amount is determined by the Finance Committee and voted on by the Executive Board.

#### Section 14. Social Media

Maintain any/all social media outlets selected by The Circle. Keeps information current with additional photos and updates on events/meetings. All information posted on social media must be approved by the President.

#### Section 15. Webmaster

Maintains the website for The Circle. Keeps information current as provided by the President and other Officers of the organization, as well as documentation for historical value. All information posted on the web must be approved by the President.

### **ARTICLE XI - FINANCE**

For auditing purposes, the fiscal year shall be July 1 through June 30.

#### Section 1. Purpose

The purpose of the Finance Committee is to administer and oversee the financial resources of The Circle including the selection of the financial institution of where the funds are held for The Circle to include:

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General Treasurer's Fund

Project Treasurer's Funds

The Linda Gross Memorial Scholarship Fund

## Section 2. Duties

The Finance Committee will determine the amount of funds allotted each year to Scholarships after submission from Scholarship committee. The Finance Chair and the President will represent the Circle in all business transactions. The Finance Chair will review and sign all contracts. The Finance Committee will prepare an annual budget to be presented to the Executive Committee prior to presenting it at the first General Meeting of the year. Finance will give advice and assist the President and the fund-raising chairpersons throughout the year.

## Section 3. Composition

Members who will serve on the Finance Committee are as follows:

Current President

President Elect

Finance Chair

General Treasurer

Project Treasurer

Auditor of General Fund

Auditor of Project Fund

Immediate Past President

The Chair of Finance Committee will rotate among Past Presidents with the selection of the chair being made by the Board of Directors. If no Past President is able or willing to serve, the Board of Directors will appoint a chair who has been a member in good standing for a minimum of three years. It is recommended that the chair serve two (2) years, with a maximum of five (5) continuous years. The Finance Chair will hold meetings at least three times during a fiscal year and give members at least one (1) week notice. The Finance Committee Chair may invite to meetings other committee chairs as needed to conduct the financial business of The Circle.

The Auditor(s) shall be appointed annually by the Finance Chair and Board of Directors.

## ARTICLE XII – **AMENDMENT OF BYLAW**

All proposed bylaw amendments must adhere to the following protocol.

Any member of the Circle in good standing may propose that the bylaws be amended by submitting the proposed bylaw amendment(s) in writing to the Chair of the Board of Directors. The Board of Directors

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will meet and vote on the proposed bylaw amendment(s). The Chair of the Board of Directors will then notify the President of the Executive Board in writing, no less than 15 days prior to the next scheduled Executive Board meeting, with the bylaw amendment(s) and the result of the Board of Directors vote along with their recommendation. If any member is unable to attend the meeting and has a concern, she may give the President a written statement expressing her concerns. This statement may be read or mentioned at the board meeting at the discretion of the President. The Executive Board will then vote on the bylaw amendment(s). If passed, the General Membership will be notified of the proposed bylaw amendment(s) in writing at least 10 days before the next scheduled general meeting. The general membership will be given the opportunity for discussion of the proposed bylaw amendment(s), followed by a vote to accept or repeal the proposed bylaw amendment(s). A majority vote of all members in attendance will satisfy a quorum regarding bylaw amendment(s). No letters of proxy, emails, texts, or any social media avenues will be accepted as a vote regarding bylaw amendment(s).

Revised February 2020

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