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.

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

The Executive Board shall determine the limits, if any, of the number of new members elected or sponsored (by an individual member) in any one year. Enrollment for new members is open from June 1 to November-1. New members must be enrolled by deadline of November 1 to be in the Directory and considered a member for the current year and new member class. Prospective members may attend general luncheons and events at the discretion of the president(s).

Said candidates, on payment of the yearly dues and the initiation fee, will be accepted as active members in good standing 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. Any active member may terminate her membership by written notification to the Vice President(s), Membership.

B. Junior members must be 35 years of age or younger by July 1st. 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(s). Emeritus status is conferred by decision of the Executive Board. Emeritus members are not required to pay annual dues. If an Emeritus member has attended at least one event in the year, they 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 November1 and invoiced in July. The Treasurer or Finance Chair 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 upon recommendation from Finance committee.

Any new member or re-instating member joining between November 2 and January 1 will pay the full annual dues, however, they will not be listed in the printed annual directory. Any returning member who pays their yearly dues after November 2 will be subject to a late fee.

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(s) 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 Executive Board and Chair of the Scholarship Committee, Chair of the Finance Committee, Chair of the Advisory Council, Chair of Long-Range Planning, Chair of the Social Committee, Charity Liaison Chair, Webmaster, Newsletter Editor, and the Parliamentarian. The President(s) or the President's designee shall preside at all Executive Board and Executive Committee meetings. No employee or representative from a benefiting organization may serve on the Executive Board nor Executive Committee.

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. A quorum of 60% of the Executive Board is required to be in attendance to hold a vote.

Members of the B Advisory Council, 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(s) can grant attendance. All invited guests may 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 that make up the Executive Board are the President(s); President(s) Elect; Vice President(s), Fundraising; Vice President(s), Membership; Vice President(s), Auction/Project; Recording Secretary; Corresponding Secretary; Treasurer; and Assistant Treasurer. The officers serve a one-year term, with the exception being that the Treasurer and the Assistant Treasurer serve a two-year term.

Section 2. Duties of Officers

A. The President(s) 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(s) shall be responsible for executing the policies and directives of the Executive Board on behalf of the organization. The President(s) shall attend and preside over meetings of the organization as provided for herein. The President(s) shall be ex-officio member of all committees with voting privileges in the event of a tie. The President(s) shall preside over the Executive Board meetings.

The immediate Past President(s) 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(s), to be presented at the Spring General Meeting, the cost to be determined by the Finance Committee.

B. The President(s) 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(s) Elect shall automatically succeed to the Presidency the following term, and she shall in the absence or disability of the President(s), 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(s) and President Elect, the Nominating Committee (ARTICLE VIII - ELECTIONS, SECTION 2) shall obtain a replacement. The President(s) Elect shall serve on the Executive Board.

C. Vice President(s), Fundraising. The Vice President(s), Fundraising, will be responsible, under the direction of the President(s), 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(s), 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 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(s), 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(s). 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 under the direction of the President(s). 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(s). The Corresponding Secretary shall serve on the Executive Board.

H. Treasurer. For a minimum period of two (2) years, the Treasurer shall hold primary responsibility for the organization's financial operations, collecting and recording dues, sending notice of nonpayment, and depositing monies as designated by the Executive Board. She shall expend monies upon the direction of the Executive Board, maintain the bookkeeping program for the organization, give Treasury reports at the Executive Board and General Meetings, and give reports to the Auditor. Upon the absence or disability of the Treasurer, the Assistant Treasurer shall take over the Treasurer duties until the Nominating Committee (ARTICLE VIII ELECTIONS, SECTION 2) shall select an alternate Treasurer. The Treasurer shall serve on the Executive Board.

I. Assistant Treasurer. For a minimum period of two (2) years, he Assistant Treasurer shall support the Treasurer in managing the financial operations of the organization. She shall collect, record, and deposit monies, expend monies upon the direction of the Executive Board, maintain the bookkeeping program, give Treasury reports at the Executive Board and General meetings, and give reports to the Auditor. In the event of the absence or disability of the Assistant Treasurer, the Treasurer

shall take over the Assistant Treasurer duties until the Nominating Committee (ARTICLE VIII – ELECTIONS, SECTION 2) shall select an alternate Assistant Treasurer. The Assistant Treasurer shall serve on the Executive Board.

ARTICLE VII –**ADVISORY COUNCIL**

Section 1. Duties

The Advisory Council 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 Advisory Council shall meet at least a minimum of two times a year and at this time shall review important issues of the Circle. The President(s) shall appoint a Chair of this Advisory Council. The Chair shall be a former Circle President and shall serve on the Executive Board. An employee or representative from any benefitting organization who serves on the Advisory Council will not be eligible to vote.

Section 2. Composition

The Advisory Council 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 Chair in the last ten years and be a member in good standing for a minimum of two years. If any board member is unable to serve her term, the Advisory Council and the nominating committee will replace that member with a new person to serve out her term.

ARTICLE VIII – **NOMINATIONS AND ELECTIONS**

Section 1. Elections

Officers and the at-large members of the Advisory Council 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

The nominating committee, to be chaired by the immediate Past President, shall consist of nine members, including: the three immediate Past Presidents, the current President(s), the President(s) Elect and four from the membership at large, with the 4 members at large being elected at the Fall General Meeting. The Committee shall meet as early as possible, after its election and prepare the slate. This committee shall present a completed slate to the Executive Board no later than April for approval. The slate will then be presented to the general membership for ratification at either a general meeting or by email if there is no general meeting scheduled before the Spring General meeting.

The responsibilities of officers to be elected must be discussed with potential nominees before consent is obtained.

Section 3. Floor Nominations and Ballot Vote

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**

Committees that may be created or dissolved by action of the Executive Board. Several of the Committees are elected positions and the remaining committee chairs are appointed by the President(s). Committees may include the following:

Annual Event

Auction

Board Meetings

Charity Liaison

Finance

General Meetings

Long Range Planning

Membership (Directory)

Communications (Newsletter, Social Media, Webmaster)

Scholarship

Socials

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), Fundraising. 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.

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 Treasurers. 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(s).

Section 5. Charity Liaison

At the direction of the Executive Board, the Charity Liaison acts as liaison between The Circle and the appointed beneficiary.

Section 6. Directory

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

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 at least 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, Advisory Council Chair, the President(s) Elect and four appointees from the membership at large. Long Range Planning may also consider annual projects that 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(s), President(s) Elect, the Vice President(s), Membership and two appointed from the membership at large by the President(s). The Chair(s) will be the Vice President(s), Membership. This committee will ensure that new member responsibilities are met, keep an accurate database of all members, and publish an annual directory for membership.

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

Section 11. Communications

The Communications Chair, responsible for optimizing communication strategies, will lead a committee overseeing social media, newsletter, email, and website positions, ensuring a cohesive and effective outreach to our membership for both internal and external communication strategies. Committee roles may include a Newsletter Lead responsible for editing a monthly digital publication for The Circle distribution, a Social Media Lead maintaining selected outlets, and a Website Lead overseeing the organization's website with responsibilities for current information and historical documentation. The committee has the flexibility to expand, welcoming additional members with diverse skills, including graphic design, to enhance the creative aspects of communication materials. Approval from the President(s) is required for all content, including graphic design, to uphold organizational standards.

Section 13. Scholarship

This committee generates and reviews the scholarship applications of student's worthy and financially in need. Maintains contact with the students while in school to assist and advise them. Scholarship annual amount is determined by the Finance Committee and voted on by the Executive Board.

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:

General Treasurer's Fund

Project Treasurer's Funds (if applicable)

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(s) 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. Finance will give advice and assist the President(s) and the fund-raising chairpersons throughout the year.

Section 3. Composition

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

Current President(s)

President(s) Elect

Finance Chair

Treasurer

Assistant 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 Advisory Council. If no Past President is able or willing to serve, the Advisory Council 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 two 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 Advisory Council.

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 Advisory Council. The Advisory Council will meet and vote on the proposed bylaw amendment(s). The Chair of the Advisory Council will then notify the President(s) of the Executive Board in writing, of the bylaw amendment(s) and the result of the Advisory Council. vote along with their recommendation. If any member is unable to attend the meeting and has a concern, she may give the President(s) a written statement expressing her concerns. This statement may be read or mentioned at the board meeting at the discretion of the President(s). 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).

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