

CONSTITUTION OF THE
ROSWELL SERTOMA CLUB

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ROSWELL SERTOMA CLUB CONSTITUTION

---November 13, 1998---

ARTICLE I—NAME

The name of this organization shall be the Roswell Sertoma Club.

ARTICLE II—PURPOSES

The purposes for which this Club is formed are:

- To support Sertoma International Goals to aid individuals and programs pertaining to speech and hearing
- To promote acquaintance, friendship and fellowship amongst its Members.
- To provide service to the less fortunate, youth, and to the community.
- To provide a forum for personal growth and the development of leadership qualities of Members.
- To promote caring, trustworthy, responsible and accountable members of our Club and society.
- To promote good citizenship and government, and to encourage fairness, mutual respect and understanding among all people.

ARTICLE III—LIMITS OF AUTHORITY

No individual or group is authorized to commit Sertoma International to any agreement or obligation without specific approval and authority of the Sertoma International Board of Directors.

ARTICLE IV—MEMBERSHIP

Section 1. Categories of Membership. In addition to acknowledging the categories of Regular Member and Life Member of Sertoma, this Club shall recognize the following categories of membership:

- | | | |
|------------------|--------------|-------------|
| A. Active | C. Associate | E. Honorary |
| B. Senior-Active | D. Affiliate | |

Section 2. Qualification Of Members

Members of the Roswell Sertoma Club shall be of good character and reputation in the community and be approved by the Board of Directors in the manner prescribed in the By-Laws.

ARTICLE V—OFFICERS AND DIRECTORS

Section 1. Officers.

The Officers of the Club shall include the President, immediate Past President who shall serve as Chairman of the Board, a President-Elect, two Vice Presidents, a Secretary, a Treasurer and a Sergeant-at-Arms. The Secretary and Treasurer may be the same person.

Sections 2. Directors

There shall be six (6) Directors of the Club.

Section 3. Qualifications

All Officers and Directors must be Active or Senior-Active Members in good standing.

Section 4. Compensation

The Secretary and Treasurer are the only Officers to receive compensation for services, namely, a monthly stipend to be determined by the Board of Directors.

Section 5. Term of Office

Each Officer shall serve a one-year term coinciding with the Club's fiscal year. Each Officer, including the President, may serve an additional one-year term, but no more than two consecutive terms. However, the Secretary and Treasurer (or Secretary/Treasurer) are not limited to two successive terms and may succeed themselves in such office, if nominated and elected.

Each Director shall serve for a two-year term.

Section 6. Election and Service of Officers and Directors

The Officers and three of the six Directors shall be elected annually at the Annual Meeting in the manner prescribed in the By-Laws.

The Officers and Directors shall be installed and serve as prescribed in the By-Laws.

ARTICLE VI—BOARD OF DIRECTORS

Section 1. Purpose. The administration of the affairs of the Club shall be vested in a Board of Directors.

Section 2. Composition of Board. The Board of Directors shall consist of the Officers of the Club, including the immediate Past President, and six Directors.

Section 3. Chairman

The immediate Past President shall serve as the Chairman of the Board and may vote at the meetings of the Board only in the case of a tie.

Section 4. Duties and Responsibilities of Board and Appeal.

A. The duties, powers and responsibilities of the Board of Directors shall be as prescribed in the By-Laws.

B. Appeal from a decision of the Board of Directors for just cause may be made in writing by any Member of the Club to the Chairman of the Board. A decision of the Board may be overruled by a two-thirds (2/3) affirmative vote of a quorum of the Membership of the Club taken at a Regular meeting. Such vote may be taken only when every Member shall have been notified in writing of the issue at least two weeks prior to the date of the vote. Notice may be made in the Club bulletin.

Section 5. Interpretation of the Constitution and By-Laws.

A. The Board shall have full authority to interpret the Constitution of the Roswell Sertoma Club, and such interpretation shall be final and binding. However, it is the unqualified right of the Membership of the Club to overrule any interpretation of this Constitution and still remain in compliance with the Constitution and By-Laws of Sertoma International.

B. The Board of Directors shall have full authority to interpret the By-Laws of the Roswell Sertoma Club, and interpretations shall be final and binding providing the By-Laws and the interpretations remain in compliance with this Constitution and the Constitution and By-Laws of Sertoma International.

ARTICLE VII—EXECUTIVE COMMITTEE

The Board of Directors shall, through the By-Laws of the Club, create an Executive Committee. The Board shall assign to the Executive Committee certain responsibilities as specified in the By-Laws and other such duties as are deemed appropriate.

ARTICLE VIII—CLUB FISCAL YEAR AND AUDIT COMMITTEE

Section 1. Fiscal Year. The fiscal year of a Club shall coincide with the Fiscal Year of Sertoma International.

Section 2. Audit Committee. The Board of Directors shall, through the By-Laws of the Club, create an Audit Committee, the composition and duties of which shall be specified in the By-Laws.

ARTICLE IX—RESIGNATION AND DISSOLUTION

Section 1. Resignation

A. Two or more members of the Board of Directors may, for just cause, petition in writing the Members of the Club to vote to resign from Sertoma International. Said petition must include the reason(s) for resignation and must be made at least two weeks prior to the time the vote is to be taken. The President is required to call a Special meeting of the Club for the purpose of voting on the issue of resignation.

B. A two-thirds (2/3) affirmative vote of a quorum of the Membership of the Club taken at the Special meeting is required to resign from Sertoma International.

C. Upon said resignation the following actions shall be taken.

1. All debts to District, Region, and Sertoma International shall be paid.
2. The Secretary shall certify in writing to Sertoma International that the Club has voted to resign and that the all debts have been paid.
3. The Secretary shall further acknowledge that the Club forfeits all rights to the use of the name, emblem and other insignia of Sertoma International.

Section 2. Dissolution

A. Two or more members of the Board of Directors may, for just cause, petition in writing the Members of the Club to vote to dissolve. Said petition must include the reason(s) for dissolving and must be made at least two weeks prior to the time the vote is to be taken. The President is required to call a Special

meeting of the Club for the purpose of voting on the issue of dissolution. This may be the same meeting as that described in the previous Section, providing the motion to resign has carried.

B. A two-thirds (2/3) affirmative vote of a quorum of the Membership of the Club taken at the Special meeting is required to dissolve the Club.

C. If the Members vote to dissolve the Club, a Dissolution Committee shall be elected by the Membership of the Club to conduct the process of dissolution, commensurate with applicable laws and regulations. The Dissolution Committee shall consist of not less than five (5) and not more than nine (9) Members of the Club and shall not include more than fifty percent (50%) of the existing Board of Directors. Said Committee shall elect its own Chairman. The duties of this Dissolution Committee shall be as follows:

D. Pay or make provision for paying all the lawful debts and liabilities of the Roswell Sertoma Club.

E. After payment of all debts, the Dissolution Committee shall distribute any remaining assets of the Roswell Sertoma Club as follows:

1. EITHER to a nonprofit organization or organizations which may have been created to succeed the Roswell Sertoma Club,
2. OR to a nonprofit organization or organizations having similar aims and objectives as the Roswell Sertoma Club.

The designated recipient organization or each of the designated recipient organizations shall be qualified either as a governmental unit under Section 170(c) of the Internal Revenue Code of 1986, or as an organization exempt from federal income taxation under Section 501(a) of such Code and an organization described in Sections 170(c)(2) and 501(c)(3), or the current pertinent Internal Revenue Service code.

ARTICLE X—AMENDMENTS

A. This Constitution may be amended at any Regular meeting of the Club by a two-thirds (2/3) affirmative vote of a quorum of the Membership of the Club taken at a Regular meeting, provided that a copy of such proposed amendment(s) shall have been made in writing to every Member at least two weeks prior to the vote.

Changes or modifications to the proposed amendment(s) which are germane to the proposed amendment(s) may be adopted at this meeting without further notice.

B. Amendments to the Club's Constitution shall become effective only upon approval by the Board of Directors of Sertoma International.

ARTICLE XI—SERTOMA INTERNATIONAL

A. All provisions of the Constitution and By-Laws of Sertoma International as amended, are hereby subscribed to.

B. The Constitution and By-Laws of the Roswell Sertoma Club shall be in compliance with Constitution and By-Laws of Sertoma International. This Constitution shall become effective only upon the written approval of the Board of Directors of Sertoma International and shall be attached as an addendum to this Constitution.

OFFICIAL RECORD	
CLUB ADOPTION	SERTOMA RATIFICATION
Date Adopted: <u>Nov. 13, 1998</u>	Date Approved: <u>Nov. 13, 1998</u>
Club Name: <u>ROSWELL SERTOMA</u>	<u>John A. Jones</u>
By President: <u>[Signature]</u>	Executive Director, Sertoma International
By Secretary: <u>[Signature]</u>	
<u>[Signature]</u>	