

BY-LAWS
SERTOMA CLUB OF LANCASTER
As amended and adopted on November 27, 2017

Article I

Name and Address

The name of this organization shall be the Sertoma Club of Lancaster. Its mailing address shall be P.O. Box 8135, Lancaster PA 17604-8135. It shall conduct business within Lancaster County, PA at locations determined by its Board of Directors.

Article II

Purposes

This Club is organized for the purposes of:

- a) Promoting fellowship among its members.
- b) Serving humanity through the sponsorship of worthwhile projects in local communities.
- c) Furthering the American way of life through ethical participation in our free enterprise system and active participation in our democratic form of government.

Article III

Membership

Section 1. Types of Membership

Membership shall be divided into three types: Active, Senior-Active and Honorary.

Section 2. Eligibility

Any person who is sponsored by a current member and is considered by the membership and the Board of Directors to be of good personal and professional reputation and demonstrates an alignment with the purposes of the Club shall be eligible for membership regardless of race, creed, age, sex or national origin.

Section 3. Vesting of Membership

Membership in this Club may be vested in any individual, firm, partnership or corporation. If a membership is vested in a firm, partnership or corporation, all representatives from that organization to the Club must conform to the eligibility requirements of Section 2 of this Article, and can be changed or transferred only with the consent and approval of the Board of Directors.

Section 4. Procedure for Election

Application for membership must be submitted to the Board of Directors by the sponsoring member through the Club Secretary. Upon receipt of the application, the Board of Directors shall cause the name of the prospective member to be published immediately in two successive issues of the Club bulletin. Such publication shall be under the heading "Proposed Members". Each insertion shall be accompanied by a notice that any member having objection to the admission of such prospective member shall file such position in writing with the Club Secretary before acceptance by the Board of Directors.

The above provisions having been carried out, the Board of Directors shall immediately vote to accept or reject such prospective member; acceptance to be an affirmative vote of a majority of the entire membership of the Board of Directors. When and if objections are filed, the Board of Directors shall give such objections due consideration. The Board of Directors reserves the right to elect or reject, but under no circumstance shall objections be considered unless made in writing as above set out.

Section 5. Voting by Club on Application

In the event of disagreement on the Board of Directors as to admission of any applicant for membership, upon the request of two members of the Board, a vote of the Club must be taken upon the question of admission or rejection of the applicant. In any such vote, an affirmative vote of two thirds of the members present shall be required to elect the applicant to membership. Such vote may be taken only when every member shall have been notified in writing that such vote is to be taken. Such notice may be made by publishing the same in the Club bulletin.

Section 6. Senior-Active Membership

An active member who has been a member of any Sertoma Club for Twenty (20) years or more, or who is of the age of sixty-five (65) years or more, after having been a member of one or more Sertoma Clubs for the preceding five (5) or more years, may be elected a Senior-Active member upon written application to the Secretary and upon approval of the Board of Directors. Privileges of Senior Active Membership shall be determined from time to time by the Board of Directors.

Section 7. Honorary Membership

Any member of the Club shall have the privilege of nominating suitable individuals for Honorary Membership in the Club. Such individuals, after their selection and approval as herein set forth, are to be known as Honorary Members. Nomination of candidates for Honorary Membership shall be made in writing, addressed to the Board of Directors, and shall be acted upon by the Board at its next regular meeting following receipt of such nomination. Privileges and requirements of Honorary Membership shall be determined from time to time by the Board of Directors. Privileges of membership shall not include voting rights.

Section 8. Guest Privileges

Members are permitted to bring guests to the regular meetings of the Club except to those meetings that are for members only, and for which members have received proper notice.

Section 9. Expelling of Members.

The Board of Directors shall have the power by a three-fourths vote of the entire Board, to expel members of this Club from membership for the following causes.

- a. Non-attendance of any member at regularly scheduled meetings of the Club for a period of time, which shall be considered by the Board of Directors to be unreasonably long in view of the circumstances in question.
- b. Failure to pay obligations due the Club after demand has been made in writing by the Treasurer. The Board shall have the power, however, to extend the time of payment of such obligations for more than thirty days where considerations of equity and fairness entitle the member to such extension.
- c. Non-attendance at Club fund-raising events.
- d. Loss of eligibility status as defined in Article III, section 2.

Before any member can be expelled, the Board of Directors shall notify him or her at least ten days prior to the Board meeting at which such charges are to be considered, said member to be given an opportunity by said notice to appear before said meeting in defense of said charges.

Section 10. Resignation

The resignation in good standing of a member shall become operative upon delivery of the same to the President, the Secretary, or Treasurer, in writing, and its acceptance by the Board of Directors, providing that all indebtedness of such member to the Club has been paid.

Section 11. Disposition of Fees and Dues

Any member who resigns or forfeits his or her membership in any of the ways herein provided shall also forfeit any fees or dues he or she may have paid to the Club, subject to the right of the Board of Directors in its discretion to waive such forfeiture in any individual case.

Article IV

Officers

The officers of the Club shall be: Chair of the Board, President, Vice President, Treasurer, Secretary and Sergeant at Arms.

Article V

Board of Directors

Section 1. Administration

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

Section 2. Composition of the Board

The Board of Directors of the Club shall consist of the elected officers of the Club and three directors, two of whom shall be elected annually in odd-numbered years and one of whom shall be elected annually in even-numbered years at the annual meeting of the Club to serve for a two year term.

Section 3. Responsibilities of the Board

The Board of Directors shall be the governing body of the Club, and its decision in all matters shall be final. It shall have the power and authority to adopt suitable by-laws for the operation of the Club, and have control over all officers and committees of the Club, and may for good cause declare any office or offices vacant. The Board of Directors shall meet at least ten times per year.

Section 4. Chair of the Board

The immediate past President shall be the Chair of the Board of Directors, and shall be entitled to vote at the meetings of said Board only in the case of a tie.

Section 5. Attendance at Board Meetings

In the event that any member of the Board of Directors shall be absent from two consecutive meetings of the Board, the Board may, if it deems the reasons for such absence to be insufficient, declare the Board membership of such delinquent officer or director to be vacant.

Article VI

Executive Committee

Section 1. Composition

The President, the Vice President, the Treasurer and the Secretary shall constitute the Executive Committee of the Club. The President shall be the Chair of the Executive Committee.

Section 2. Responsibilities

The Executive Committee shall be charged with making plans for the operation of the Club activities, shall devise plans for providing for the financial requirements of the Club, and shall be charged with such duties as may be assigned or delegated to it from time to time by the Board of Directors.

Article VII

Duties of Officers

Section 1. Chair of the Board

The Chair of the Board shall preside at all meetings of the Board of Directors and shall be entitled to vote at the meetings of said Board only in the case of a tie.

Section 2. President

The President shall preside at all meetings of the Club and shall perform all duties as are necessary and incident to the proper administration of the affairs of the Club, except such duties as are specifically delegated herein to other officers. He or she shall be charged with the responsibility of assigning to various officers and directors the supervision of such committees as the Board of Directors may designate, and of supervising the functioning of all officers, directors and committees.

Section 3. Vice-President

The Vice President shall serve as assistant to the President in the administration of the affairs of the Club, and shall perform such specific duties as may be assigned to him/her by the President. In the absence of the President from meetings of the Club, Vice President shall preside at meetings of the Club. If the Vice President is unable to preside in the absence of the President, any current Board Officer or Director or past President may be asked to preside. If for any reason the president shall fail to select a Vice-President on any particular occasion, such selection shall be made by the Board of Directors.

Section 4. Secretary

The Secretary shall, under the direction of the Board of Directors, keep all records of the business transactions of the Club, send notices of all meetings to members, committees and directors of the Club, make necessary arrangements for all such meetings, arrange for publication of the official Club bulletin, maintain a complete roster, maintain the social and fraternal relations with allied Clubs, and perform such other duties as ordinarily pertain to the office of Secretary or shall be prescribed by the Board of Directors. The Secretary shall give such bond (to be paid for by the Club) as may be required by the Board of Directors.

Section 5. Treasurer

The Treasurer shall have custody of the Club's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club. The Treasurer shall make disbursements as per budget and with Board approval, taking proper vouchers for such disbursements. The Treasurer shall render to the officers and directors, at the regular meetings of the Board, an account of his/her transactions and the financial statement. The Treasurer shall cause the proper financial forms to be filed with government agencies and Sertoma International.

An audit of the Club's finances and activities shall be prepared annually. The Treasurer, together with the Executive Committee, shall prepare the Club's budget for approval by the Board annually.

Section 6. Sergeant at Arms

The Sergeant at Arms shall preserve order at all meetings of the Club. He or she shall have custody of the recognition badges worn by the members and see that each member is supplied with such a badge. He or she shall perform such duties as ordinarily pertain to the office, or as may be prescribed by the Board of Directors, or provided for herein, and shall have supervision of the committee on reception.

Article VIII

Election of Officers and Directors

Election of Officers and Directors shall be held in April of each year at a regular meeting of the Club members. Officers shall serve for a period of two years, commencing with the next ensuing July first, and until their successors have qualified. Directors shall serve for a period of two years from the next ensuing July first, being elected as provided in Section 2 of Article V. If an office becomes vacant during the year, the Board of Directors shall fill the same for the non-expired term.

ARTICLE IX INDEMNIFICATION

Section 1. Liability of members of the Board of Directors.

- (a) Director as a Fiduciary. A member of the Board of Directors of the Club stands in a fiduciary relation to the Club and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Club and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data in each case prepared or presented by any of the following:

- (1) One or more Officers or employees of the Club whom the Director reasonably believes to be reliable and competent in the matters presented.
- (2) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person.
- (3) A committee of the Board upon which he or she does not serve, duly designed in accordance with the law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

- (b) Consideration of Factors. In discharging the duties of their respective positions, the Board of Directors, committee of the Board and individual Directors may, in considering the best interest of the Club, consider the effects of any action upon employees, upon suppliers of programs and members of the Club and upon communities in which services are performed, and all other pertinent factors. The consideration of those factors shall not constitute a violation of Subsection (a) hereof.
- (c) Presumption. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interest of the Club.
- (d) Conditions of Director's Liability. Accordingly, a member of the Board of Directors of this Club shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action unless:
 - (1) The Director has breached or failed to perform the duties of his or her office under the provisions of Subparagraph (a), (b), and/or (c) of this Section 1.; and
 - (2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- (e) Criminal Law Violation and Non-Payment of Tax Exceptions. The provision of Subparagraph (d) of this section 1., shall not apply to:

- (1) The responsibility or liability of a Director pursuant to any criminal law; or
- (2) The liability of a Director for the payment of taxes pursuant to local, state or federal law.

Article X

Club Fiscal Year

The Club's fiscal year shall begin on July first and close on June thirtieth or based on the fiscal year dates as set forth in the by-laws of Sertoma International as amended from time to time.

Article XI

Amendments

These by-laws may be amended at any meeting of the Board of Directors by a two thirds vote of all Board members present, provided that a copy of the proposed amendment shall have been provided to every member of the Board at least ten days prior to the meeting at which it is to be voted on. Changes or modifications in such proposed amendment germane to such proposal may be adopted at such Board meeting without further notice.

Article XII

International By-Laws

All provisions of the by-laws of Sertoma International as amended and all provisions of the constitution and by-laws of the district to which this Club is assigned are hereby subscribed to.

Article XIII

Dissolution

The Club may be dissolved by a two-thirds vote of the members present at a special membership meeting called by the Board of Directors for consideration of the question of dissolution. Notice of said meeting must be provided to all members of the Club at least ten days prior to said meeting.

In the event of dissolution, the remaining assets of the Club, after winding down of affairs and payment of outstanding obligations, shall be donated to a cause or association as designated by the Board of Directors.