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# CONSTITUTION AND BY-LAWS OF THE POMPEII MEN’S CLUB, INCORPORATED

We, the members of the POMPEII MEN’S CLUB, INC. in order to improve our community, develop the talents and abilities of the membership, give the men a voice in shaping the future of our community, and to further the ideals and principals of our democratic way of life and the free enterprise system, to ordain and establish this Constitution of The *Pompeii Men’s Club, Inc*.

## ARTICLE 1 – NAME

The name of the organization shall be THE POMPEII MEN’S CLUB, INC.

## ARTICLE II – PURPOSE

The purpose of this organization shall be as follows:

1. To make an active contribution to the community by providing funds and volunteer services to worthy local charitable and philanthropic organizations.

2. To offer educational, recreational, social and religious activities to the men of this organization by providing useful projects and opportunities for the betterment of the local Christian Community.

3. To provide the men in the organization with a worthwhile community action vehicle, thereby providing the means for community leadership.

4. To further the ideals and principles of a democratic way of life and insure the continuance of the free enterprise system.

## ARTICLE III – MEMBERSHIP

 Section 1: ACTIVE MEMBERSHIP

(a) Men of good, Christian, moral character over the age of eighteen (18) are eligible for active membership in the organization with full privileges thereof.

(b) All applications for membership must be in writing. If a sponsor is involved, he should make sure that the application is complete before it is forwarded to the membership committee. Dues must be paid before said application can be accepted. (Revised 4/19)

(c) Acceptance by a majority vote of the membership committee, with approval of the Officers and Board of Directors, shall constitute membership in this organization. (Revised 4/19)

Section 2: HONORARY MEMBERSHIP

Honorary membership may be conferred by the Officers and Board of Directors upon any person of good, Christian, moral character and repute who has made noteworthy contributions to the civic, educational or charitable improvement of his community. Honorary membership shall entitle the holder thereof to the privileges of an active member. Honorary membership shall be reviewed by the Board of Directors annually.

Section 3: SUSPENSION OF MEMBERSHIP

A member shall be suspended for failure to pay dues or for conduct detrimental to the organization.

(a) Any member whose dues are in arrears for a period of (90) days shall automatically cease to be a member.

(b) Termination of a membership for detrimental conduct shall be upon recommendation of the Officers and Board of Directors.

# ARTICLE IV – DUES AND FEES

Section 1: ACTIVE MEMBERSHIP DUES (Revised 4/19)

(a) Active membership dues shall be Thirty Five Dollars ($35.00) per year unless otherwise established by the President with approval of the majority of the Board of Directors. Notice of dues owing shall be given by the Treasurer thirty (30) days before payable.

(b) Active membership dues shall be Twenty Five Dollars ($25.00) per year for members sixty-five (65) years or older, unless otherwise established by the President with approval of the majority of the Board of Directors. Notice of dues owing shall be given by the Treasurer thirty (30) days before payable.

## ARTICLE V – CORPORATE ORGANIZATION

Section 1: LEGISLATIVE POWERS OF DIRECTORS

The policy making of this organization shall be vested in the Board of Directors.

Section 2: BOARD OF DIRECTORS

(a) The Board of Directors shall consist of no more than twelve (12) Directors. Three fourths (3/4) of the Board of Directors shall constitute a quorum of any meeting of the Board of Directors. The President shall be the Chairman of the Board of Directors.

(b) The immediate past president will serve a six year term as a director immediately following his term as President. (Revised 4/19)

(c) The other directors shall be appointed by the President, to serve a two year term. (Revised 4/19)

(d) Directors appointed by the President shall not have conflicts of interest or appear to have conflicts of interest such as being Officers or Directors on other organizations that may conflict with the interests of the Pompeii Men’s Club. (Added 4/19)

Section 3: ELECTED OFFICERS

The officers of the organization shall consist of President, Vice President, Secretary, and Treasurer. All officers shall serve a term of two (2) years. All officers shall not serve more than two (2) consecutive terms in that office. (Revised 4/19)

Section 4: POWERS OF OFFICERS

The officers of this organization shall have the responsibility for the operation of the *Pompeii Men’s Club*, subject to the approval of the Board of Directors. A two-thirds (2/3) majority of the Board of Directors is necessary to overrule the officers.

Section 5: ELECTION OF INITIAL OFFICERS

The initial officers of the organization shall be elected by the general membership. The organization shall operate on a fiscal year basis starting July 1 thru June 30.

Section 6: CONFLICT OF INTEREST

Officers of the organization shall not have conflicts of interest or appear to have conflicts of interest such as being Officers or Directors on other organizations that may conflict with the interests of the Pompeii Men’s Club. (Added 4/19)

## ARTICLE VI – ELECTIONS

Section 1: NOMINATING COMMITTEE

The presiding officers shall meet and select three (3) members of the organization as the Nominating Committee. This committee shall meet and nominate at least one (1) member of the organization for each office. Said nominees shall be presented to the general membership at a meeting called for that purpose, due notice having been given of the purpose of the meeting.

Section 2: REPORT OF THE NOMINATING COMMITTEE

The Nominating Committee shall make a report of its nominees at the first general meeting in March. Nominations are open from the general membership on the night of the Nominating Committee’s report and the following months. Only those members whose dues have been received and are members in good standing as of the first meeting in March, shall be eligible to vote and/or be nominated for office. At the next general meeting thereafter, the Nominating Committee shall submit a written report of all nominees to the general membership.

Section 3: DATE OF ELECTIONS

At the bi-annual election to be held at the first general meeting in May, there shall be elected a President, a Vice President, a Vice President of Finance, a Secretary, and a Treasurer. Each position shall be elected separately by written ballot.

Section 4: VOTES REQUIRED

A majority (more than 50%) of votes cast shall be necessary for election by the general membership present. If a majority is not received on the first ballot, the top two nominees, or more if there is a tie for first or second place, are placed on a re-ballot, until elimination by the above procedures or election.

## ARTICLE VII- VACANCIES

Section 1: VACANCIES OFFICERS

Vacancies in any position of the officers shall be filled by appointment of the President or the Interim President with the approval of a majority of the Board of Directors.

Section 2: VACANCIES DIRECTORS

A Director may be replaced by unanimous vote of all other Directors. Said Director’s vacancy is to be filled by appointment of the President, with the approval of a majority of the Board of Directors.

Section 3: APPOINTMENT BY THE PRESIDENT

Positions of Legal Advisor, Financial Advisor, Chaplain, and Sergeant at Arms shall be appointed by the President and serve at the pleasure of the President. A Vice President of Finance may be appointed by the President to serve as an Officer at the discretion of the President with the approval of a majority of the Board of Directors. (Revised 4/19)

## ARTICLE VIII – FINANCE

Section 1: WITHDRAWAL OF FUNDS

Funds of this organization shall be withdrawn from banks with which they are on deposit by the signature of the Treasurer and the co-signature of the President, or Vice-President.

Section 2: DISBURSMENTS

No disbursements will be issued prior to the approval of a majority of the Board of Directors except for items previously approved in the annual budget. (Revised 4/19)

Section 3: ACCOUNTING PROCEDURES

A detailed record of cash receipts and disbursements shall be kept by the Treasurer in accordance with procedures generally accepted as responsible accounting procedures. Receipts shall be deposited intact promptly. All disbursements shall be made by check or debit card in accordance with the Section above. Disbursements shall be reviewed by the financial advisor and President. The Treasurer will provide a financial statement to the Officers and Board of Directors on a monthly basis. (Revised 4/19)

Section 4: BUILDING FUND

Separate funds may be established. Said funds to be designated as the Board of Directors may from time to time deem necessary. Specifically, a Building Fund may be established for any project so approved or contemplated by the Board of Directors upon an appropriate direction by the Board of Directors. Said direction to be entered in the minutes of this organization shall, after expenses and the payment of any debts, be placed in a surplus fund. Funds removed from the surplus fund shall be done so with the approval of the Board of Directors and an appropriate direction there from.

## ARTICLE IX – MEETINGS

Section 1: Regular Meetings

This organization shall hold regular monthly meetings on such dates and times as may be set by the President.

Section 2: MEETINGS OF OFFICERS

Meetings of the officers shall be held at prearranged dates or at the call of the President. At all meetings of the officers, two-thirds (2/3) of the officers shall constitute a quorum and at no time shall a quorum be less than three (3) members.

Section 3: SPECIAL MEETINGS

Special meetings of the membership shall be called by the President upon petition of twenty five (25%) percent of the Officers and Board members.

Section 4: QUORUM
One third (1/3) of the active membership shall constitute a quorum of any meeting of the membership. Two thirds (2/3) of the Officers and two thirds (2/3) of the Board Members shall constitute a quorum of any Officer and /or Board of Directors Meeting.

Section 5: GENERAL MEMBERSHIP

General membership shall be defined as those members of good standing in attendance at a particular meeting. The members of this organization will be expected to attend all regular and special meetings. Members are also urged to attend the meetings of the Officers and Board of Directors.

Section 6: ABSENTEEISM OF DIRECTORS

Members of the Board of Directors shall attend all regular meetings and all Directors meetings. Should any Officer or members of the Board of Directors be absent at more than three (3) regularly scheduled meetings of the membership and/or Board of Directors during the six (6) month period from July 1st to December 31st or from January 1st to June 30th, the office shall be declared vacant by a three fourths (3/4) vote of the Board of Directors, unless the absences shall have been excused by the President. Any vacancy declared shall be so recorded in the minutes of said meeting. Failure or refusal to perform such duties as are normally incumbent upon a Board Members and/or Officer may also be reason for dismissal by a three fourths (3/4) vote of the Board of Directors.

## ARTICLE X – DUTIES OF OFFICERS AND DIRECTORS

Section 1: DUTIES OF THE PRESIDENT

The President shall preside at all meetings of the Board of Directors, Officers and general membership. The President shall supervise the organization’s affairs and activities and shall make an annual report thereon to the members and shall be accountable for all the official records of this organization. He shall appoint the Legal Advisor, Financial Advisor, Chaplain, and Sergeant at Arms. (Revised 4/19)

Section 2: DUTIES OF THE VICE-PRESIDENT

The Vice-President shall preside at membership and Officers meetings in the absence of the President and shall work with the President on internal affairs of the organization, including project and committee activities. In the event that the president is unable to carry out the duties of his office, the Vice President shall serve as President until a new President is appointed by the Board of Directors.

The Vice-President shall also assist the President in his duties, coordinate and assist in organizing a calendar of events.

The Vice-President shall be the Chairman of the Ways and Means Committee. (Revised 4/19)

Section 3: DUTIES OF THE SECRETARY

The Secretary shall keep permanent records of the minutes of all meetings. He shall prepare all mailing and meeting notifications to the membership, officers and board members.

Section 4: DUTIES OF THE TREASURER

The principal duties of the Treasurer shall be to account for all the organization monies, credits and property. A financial condition report shall be given at all membership meetings. A full financial report shall be given at all Officers and Board of Directors meeting. The Treasurer shall be the Chairman of the Budget Committee, and membership committee with the approval of the President. (Revised 4/19)

Section 5: DUTIES OF THE SERGEANT AT ARMS

The Sergeant at Arms shall be responsible for maintaining order and tranquility at all meetings and functions.

Section 6: DUTIES OF THE LEGAL ADVISOR

The Legal Advisor shall advise the organization on all legal matters pertaining to the organization’s well being.

Section 7: DUTIES OF THE FINANCIAL ADVISOR

The Financial Advisor shall advise the organization on matters pertaining to the organization’s finances. (Added 4/19)

## ARTICLE XI - COMMITTEES

Section 1: STANDING COMMITTEE

The President shall determine a Standing Chairperson proper and necessary to fulfill the objectives and purposes of the organization.

Section 2: STANDING COMMITTEE OFFICERS

All Standing Committee Chairmen and Vice Chairmen shall be appointed by the President, subject to the approval of the Board of Directors.

Section 3: EX-FACTO MEMBERS OF STANDING COMMITTEES

The President and Vice-President shall be ex-officio members of all committees.

Section 4: GOVERNING RULES

Robert’s Rules of Order shall govern the proceedings of all meetings of the organization and its constituent parts, except as provided otherwise in this Constitution.

# ARTICLE XII – DELEGATIONS

Section 1: AMENDMENT OF THE CONSTITUTION

This Constitution may be amended by a two-thirds (2/3) vote of the Officers and Board of Directors at a special meeting, provided that a written notice of the proposed action has been given to each Officer and Board Member at his last known address at least ten (10) days prior thereto. Final approval of the amendment shall be at a general membership meeting provided one third (1/3) of the total membership is in attendance. Written notice shall state the text of the proposed amendment.

Section 2: CIRCULATIONS OF AMENDMENTS

Upon passage, an amendment shall immediately be added to the Constitution and a written copy of the amendment shall be made available to all Officers and members of the Board of Directors and to members in good standing upon request.

## ARTICLE XIII – POLICY

The policy as contained in this Constitution is intended to aid in the application of this Constitution and indicate the general practices to be followed. These policies may be changed upon proper motion, approved by two thirds (2/3) Officers and Board Members and advisement at a general membership or at any special meeting properly called as provided for in article IX, Section III.

09/84 Changed 01/86 Issued 04/86 Revised

12/00 Revised 04/06 Revised & Amended 10/07 Revised & Amended

04/19 Revised & Amended