

BYLAWS OF THE SHENANDOAH CIVIL CLUB

Preamble

The Shenandoah Civic Club (herein after "Club") is an unincorporated entity owned by the City of Shenandoah. The City of Shenandoah will act as the 100% owner of the Civic Club in the same manner as a 100% shareholder. All final decisions, including any change in the Officers, Voting Members, funding of the Civic Club and these Bylaws will ultimately rest in the hands of the City Council. Any conflict in these Bylaws or operation of the Civic Club will be determined and decided by the Shenandoah City Council.

Mission Statement

The Shenandoah Civic Club is a community service organization developed to bring its citizens, their families and the businesses of Shenandoah together for interactive social and educational events, as well as recreational activities.

ARTICLE 1. OFFICE AND AGENT

Registered Office

1.01. The registered office of the Civic Club is located at Shenandoah Municipal Complex.

Registered Agent

1.02. The registered agent of the Civic Club shall be the City Administrator of the City of Shenandoah.

ARTICLE 2. MEETINGS

Place of Meetings

2.01. All meetings of the Civic Club will be held at the Executive Conference Room or any other place within the City Limits of Shenandoah as may be designated for that purpose from time to time by the Voting Members.

Time of Meetings

2.02. Regular meetings of the Civic Club will be held each month on the second Tuesday of the month excluding December.

2.03. Special meetings of the Civic Club for any purpose may be called by the President or by the Shenandoah City Council.

Notice of Meetings

2.04. Notice of the regular and special meetings of the Civic Club, stating the place, day, and hour of the meeting and in the case of a special meeting, the purpose(s) of the meeting, will be given through email, City website, posting at City Hall, or social media at least three calendar days before the date of the meeting.

Quorum

2.05. With respect to any matter, the presence of at least 5 Voting Members constitutes a quorum for the transaction of business. Once the presence of a quorum has been confirmed, business may continue despite the failure to maintain a quorum during the remainder of the meeting or the refusal of a member to vote.

Voting

2.06. All residents of the City of Shenandoah are encouraged and invited to become Voting Members. Voting Members must be residents of the City of Shenandoah.

2.07. The initial Voting Members and those eligible to become Voting Members in fiscal year 2018 are listed on Attachment 1. These initial Voting Members will cease to be Voting Members on October 1, 2019 unless they qualify as set forth in Paragraph 2.09.

2.08. The Voting Members of the Civic Club are as follows:

- a. The President, Vice President, Secretary and Financial Secretary;
- b. A maximum of two City Council members as appointed by City Council;
- c. Those residents who qualify to become Voting Members as set forth in Paragraph 2.09.

Formatted: Font: (Default) +Body (Calibri), Font color: Auto

2.09. Any resident of the City of Shenandoah will become a Voting Member of the Civic Club as follows:

- a. A person who was a voting member on September 30 will be a voting member beginning October 1; or

b. A person who has attended five meetings in one fiscal year will automatically become a Voting Member of the Civic Club on the sixth meeting attended; or

c. A person who attended at least three consecutive meetings of the Civic Club will automatically become a Voting Member when he/she attends the fourth consecutive meeting.

2.10. Any voting member that misses 3 consecutive regular meetings will cease to be a Voting Member until their right to vote is reinstated in accordance with Paragraph 2.09.

Nonvoting Membership

2.11. All residents of the City are invited and encouraged to be a part of the Civic Club and are automatically members of the Civic Club by virtue of being a resident of the City. Nonvoting Members are all residents of the City who have not qualified as Voting Members in accordance with Paragraph 2.09.

2.12. Nonvoting Members are encouraged to attend meetings and participate in Civic Club functions.

2.13. Nonvoting Members are not only permitted but encouraged to actively participate in Civic Club meetings and events, offering their comments and suggestions in all discussions.

Proxies

2.14. Proxies are not allowed. A Voting Member must be present at the meeting to vote.

ARTICLE 3. POWERS OF VOTING MEMBERS

3.01. The Voting Members may act only as a board, and an individual Voting Member has no power as such.

3.02. The Voting Members shall conduct the business and affairs of the Civic Club.

3.03. Any one or more of the Voting Members, including officers, may be removed with cause by a vote of the City Council.

ARTICLE 4. OFFICERS

Title and Appointment

4.01. The officers of the Club will be a President, Vice President, Secretary and Financial Secretary. All officers will be elected at the regular meeting in September for the fiscal year beginning October 1. These officers will remain in office unless removed by City Council. The Officers will be elected by and hold office for the fiscal year. The Club will send the list of new Officers to City Council for approval before September 30 of each year.

4.02. If an officer misses three consecutive meetings, he/she will automatically be removed from the position and will no longer be a Voting Member until or unless he/she qualifies pursuant to Paragraph 2.09.

4.03. If an officer resigns, he/she will automatically be removed from the position but will be a Voting Member if he/she qualifies pursuant to Paragraph 2.09.

4.04. If there is a vacancy in one of the offices because of an event described in Paragraph 4.02 or 4.03, the Voting Members will elect a person to fill the vacancy for the remainder of the fiscal year.

Powers and Duties of Officers

4.05. The officers of the Club will have the powers and duties generally ascribed to the respective offices, and additional authority or duty as may from time to time be established by the Voting Members.

4.06. The Club's President will be responsible for planning, organizing, and carrying out the activities of the Club, serve as the Club's chief executive officer and preside over the meetings.

4.07. The Club's Vice-President will assume the role of President in the absence of the President and perform such other duties as directed by the President.

4.08. The Club's Secretary will prepare and maintain the minutes of all meetings of the Club and will also maintain a copy of all club correspondence.

4.09. The Financial Secretary shall be responsible for recording expenses incurred by the Club and having the expenditures available for inspection and review. The Financial Secretary is NOT responsible for budgeting, auditing or assuring that a particular event is conducted within the budget.

4.10. All meetings will be conducted in accordance with Robert's Rules of Order.

ARTICLE 5. EX OFFICIO MEMBER

5.01. The City Administrator may appoint one City employee to attend Club meetings and coordinate Club events with the City as an Ex Officio member. The Ex Officio member will not be a Voting Member.

ARTICLE 6. BOOKS AND RECORDS

6.01. The Club will keep written minutes of each meeting recording any action taken and keeping an accurate account of all persons who attended the meeting.

6.02. The Club will keep accurate financial records and report its financial operations to the City when requested.

ARTICLE 7. AMENDMENT OF BYLAWS

7.01. The City Council has the power to amend or repeal these Bylaws or adopt new bylaws.