

Cape Fear Men's Club, Inc.
By-Laws
As Amended October 6, 2021

Article I: Name

The name of this organization is: *The Cape Fear Men's Club, Inc.* (the “Club”).

Article II: Purpose

The Club is formed to provide fellowship to all members, to allow members to have a group in which they can pursue their interests among friends, and to create a venue in which men, many of whom are new to the Wilmington area, may meet and make new friends.

Article III: Form

The organization shall be a social men's organization that operates in accordance with its corporate governance requirements and includes various special interest activity sub-groups ("Activity Groups").

Article IV: Structure

The various Activity Groups will report to the Board of Directors (“Board”). Any new Activity Group may form at any time if there are enough members interested and if it is approved by the Board. Any member of the Club may join any Activity Group and should be a Club member in good standing in order to take part in any Activity Group. Each Activity Group is led by an "Activity Group Coordinator".

Article V: Membership

A. Total Membership

To preserve the character and traditions of the Club, the Board reserves the right to limit membership. Beyond such a limit, prospective new members will be placed on a waiting list.

B. Eligibility for General Membership

Membership is open to all men who maintain a dwelling in the greater Wilmington area and Cape Fear Region. Each Member of the Club (“Member”) must have an active email address, since all correspondence is electronic.

C. Membership Year

Each membership year begins on January 1 and ends on December 31. Persons who have not paid the applicable dues for a membership year, post marked not later than December 15 of the immediately prior year, or by then given such dues to a member of the Board, may not participate in any Club function for such membership year unless and until such person is re-admitted to the Club as a member and has by then paid such dues.

D. Membership Termination

1) A membership shall be automatically terminated for non-payment of dues (effective as of 1 January) if such dues are not paid by December 15 of the immediately preceding year (or mailed and postmarked by said date). The first regular general meeting of the membership (“General Meeting”) for each

calendar year shall occur in February. Each year, prior to or at said February General Meeting, waiting list prospective members will be accepted until the maximum membership limit is achieved. If a former member desires to rejoin after an absence, and the membership is not full, the full yearly dues must be paid and will not be prorated.

2) A Member may be removed for cause by a vote of the Board.

Article VI: Dues

Annual dues for the forthcoming year shall be set by the Club's Board at the last regular Board meeting of the current year (which shall occur in November each year). Dues shall not be prorated (except for new members) nor refunded.

Article VII: Distribution of Funds

All dues and other monies collected during activities shall be used for the benefit of the membership. Particular events may be subsidized at the discretion of the Board.

Article VIII: Officers/Leaders/Coordinators

Section 1: Terms of Office and Leadership Duties

All officers shall serve for a term of two (2) years; Board Members at Large shall serve for a term of one (1) year; and all other appointed Member terms of office shall be at the discretion of the Board. Notwithstanding the foregoing, the President and the Secretary shall be elected in the same year and the Vice President and the Treasurer shall be elected in the following year. This staggered overlap is intended to give the Club continuity of executive leadership.

The officers of the Club shall be a President, a Vice-President, a Secretary, and a Treasurer. The Board shall consist of the officers plus the three (3) Board Members at large. The functions on the Board members are described immediately below:

President:

- 1) Organizes, and presides at, all General and Board Meetings
- 2) Appoints any special committee(s) required to carry out Club business
- 3) Officially represents the Club in any legal or public situation
- 4) Serves one 6-month term as an "ex-officio" (non-voting) Member of the Board following the conclusion of his final elected term

Vice President:

- 1) Assists the President in carrying out his overall Club responsibilities
- 2) Serves as Membership Chairman to coordinate new memberships and review new applications
- 3) Serves as the point of contact for new Members

Secretary:

- 1) Records and documents minutes and proceedings of the bimonthly (and any special) General and Board Meetings, and disseminates as appropriate
- 2) Serves as the principal person to disseminate, via email, various pieces of information relating to Club business

Treasurer:

- 1) Controls and manages and records the Club's money, its collection, disbursements and deposits.
- 2) Records all income and expenditures and prepares operating schedules, including but not limited to monthly bank reconciliations and fixed asset and depreciation schedules.
- 3) Prepares and provides for the Board (not less than quarterly) financial reports, including Income Statements, Balance Sheets and Budget and Budget Analysis.
- 4) As applicable, works with any treasurer-elect and helps prepare the transfer of duties, financial records, receipts, and files.
- 5) Prepares and files appropriate tax returns.

Board Members at Large:

- 1) Attend Club and Board Meetings
- 2) Oversee various projects as designated by the Board commensurate with interest, expertise and experience
- 3) Solicit and listen to ideas from the membership and provide responses after discussion with the Board

Section 2: Activity Group Coordinators

Activity Group Coordinators shall be approved by the Board. They should assure that participants are Members in good standing, and shall operate in accordance with the Club's purpose and by-laws. Any new Activity Groups must be approved by the Board before they begin to operate. Members who organize Club activities may, with concurrence from the Board, permit Members to bring occasional personal guests to participate in such Club activities.

Article IX: Elections of Officers

Section 1: Nominations

Six months prior to a general election, the Board shall designate a three (3) member Nominating Committee to recruit qualified candidates for any vacant officer position or Board opening. The Board will draft a slate of nominees to be presented to the general membership at a General Meeting in October. During this meeting, floor nominations will also be accepted if moved and seconded by at least two Members.

Section 2: Elections

- A. The slate of nominees for the offices of President and Secretary or Vice President and Treasurer, as appropriate, and for Board members at large, shall be presented to the general membership by email prior to the regular General Meeting in December. Members can vote in person or by proxy during said December General Meeting.
- B. Elections shall be determined by simple majority vote of those voting. Club officers will be elected in alternating years. The Club President and Secretary shall each be elected in the same year (even numbered years) and the Vice President and Treasurer shall each be elected in each subsequent year (odd numbered years).

Section 3: Vacancy

- A. A vacancy to the office of President will automatically be filled by the Vice President.

- B. A vacancy to any other office will be filled by appointment of the Board, including any vacated by the Vice President.

Article X Board of Directors

Section 1: General Powers; Composition

The property, affairs, activities and concerns of the Corporation shall be managed by the Board, which shall be composed of no less than two (2) and no more than nine (9) Board members. The Board shall exercise all powers of the Association and perform all functions permitted by these By-Laws or the North Carolina Nonprofit Corporation Act. The members of the Board of Directors do not need to be residents of the State of North Carolina.

Section 2: Nominations

Nominations for election to the Board shall be made by a Nominating Committee appointed by the Board or made by a Member from the floor at the regular December General Meeting of the membership. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 3: Election

Except as otherwise provided herein, the Board shall be elected at the regular December General Meeting of the membership as follows: (a) in the event of an uncontested election for an open position on the Board, the Board may conduct such election by acclamation, by a show of hands, or by an oral vote; or (b) in the event of a contested election, the Board shall conduct the election by written ballot or another fair and reasonable method, as determined from time to time by the Board in the sound exercise of its discretion. Notwithstanding the immediately preceding sentence, the Board shall conduct any election by written ballot in the event that any Member so demands. At the election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation and these By-Laws. The persons receiving the largest number of votes shall be elected. Votes shall be tallied at the meeting where they are cast and, in the event of a tie vote, a run-off election shall be conducted at the same meeting.

Section 4. Term of Office

Each Board member shall hold office for the term for which such Board member was elected, or until his death, resignation, retirement, removal, disqualification or until his successor is elected and qualified. Nothing herein contained shall be construed to prevent the election of a Board member to succeed himself.

Section 5. Removal

Any Board member may be removed from the Board, with or without cause, by a majority vote of the Members of the Club. In the event of death, resignation or removal of a Board member, such Board member's successor shall be selected by the remaining members of the Board (subject to Article IX, Section 3 A.) and shall serve for the unexpired term of his predecessor. The Members may elect a Board member at any time to fill any vacancy not filled by the remaining members of the Board.

Section 6. Compensation

No Board member shall receive compensation for any service he may render to the Club.

However, any Board member may be reimbursed for his actual expenses incurred in the performance of his duties.

Article XI Meetings of Directors

Section 1. Meetings

Meetings of the Board shall be held on a regular basis as often as the Board sees fit, but no less often than annually, on such days and at such place and hour as may be fixed, from time to time, by the Board. If a scheduled meeting falls upon a legal holiday, then that meeting shall be held at the same time on the next business day which is not a legal holiday.

Section 2. Special Meetings

Special meetings of the Board shall be held when called by the President of the Club, or by any two (2) Board members, after not less than three (3) business days notice to each Board member.

Section 3. Quorum

A majority of the number of Board members shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Board members present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Informal Action by Board Members

Action taken by a majority of the Board without a meeting constitutes Board action if written consent to the action in question is signed by all of the members of the Board and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 5. Liability of the Board

The members of the Board shall not be liable to the Members for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The Club shall indemnify, defend and hold harmless each of the members of the Board against all contractual liability to others arising out of contracts made by the Board on behalf of the Club, unless any such contract shall have been made in bad faith or contrary to the provisions of the Articles of Incorporation or these By-Laws. It is intended that the members of the Board shall have no personal liability with respect to any contract made by them on behalf of the Club, except to the extent that they are Members of the Club.

Article XII: Meetings of General Membership

Club meetings will be classified and scheduled as follows:

A. General Meetings (Open to all Members)

These will include meetings featuring a theme (e.g. fishing), a guest speaker, or a meeting requiring the attendance of the general membership (e.g. nominations and elections). Voting on any matter by this body will require a quorum of at least 50% of the membership, including proxies. Unless otherwise specified, a simple majority vote

shall prevail on most matters at hand.

Each Member in good standing shall be entitled to one (1) vote. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the Members present in person or by proxy. Every Member shall be entitled to vote at any meeting or may vote by proxy. A proxy shall be in writing, dated, and revocable at the pleasure of the Member executing it. Unless the duration of the proxy is specified, it shall be invalid after thirty (30) days from the date of its execution. A proxy may be given by photocopy, facsimile transmission, electronic mail message or other form of electronic, wire or wireless communication that provides a written statement reasonably appearing to have been sent by the Member.

General Meetings will be held during the first Wednesday of February, April, June, August, October and December.

B. Board Meetings and Parliamentary Authority

These will be business meetings set for the purpose of planning and policy determination. *Robert's Rules of Order* shall govern these business meetings. Minutes shall be taken and available for inspection and review by any Member of the Club.

C. Social Affairs

Recurring events such as a June seafood festival or January dinner and other events decided by the Board shall be open to Members and their guests. Maximum participation limits shall be set at the discretion of the Activity Group Coordinators.

D. Activity Group Meetings

Meetings of Members or participants in any of the various activities shall be held at the discretion of the applicable Activity Group Coordinator.

Article XIII: Acceptance and Application Requirement

It shall be understood that each Member of the Club has access to a copy of these By-laws and accepts all the provisions herein. To be considered for membership the *Cape Fear Men's Club Membership Application* must be completed, signed and forwarded to the Club's Membership Chairman (the Vice President).

Article XIV: Amendments and Revisions

Any Member may submit proposed changes to the By-laws. Proposals must be submitted in writing to any officer, who will put it on the agenda for the next Board meeting. Following a review by the Board, the proposal will be introduced at the next General Meeting at which the proposal proponent(s) will have an opportunity to present it to the membership in attendance. After discussion, if the proponent(s) wish to move the proposal forward, the proposal will be submitted to the entire membership by email and voted on by return email. Email votes will be tabulated and filed with the secretary for review by any member. Changes to the By-laws must receive at least a 2/3 majority vote of the entire general membership, excluding abstentions, to pass.