



## **By-Laws**

### **Article I: Name**

The name of this organization shall be the Newcomers Club of New Canaan, Inc., referred to herein as “the Club.” The Club shall do business as the Newcomers Club of New Canaan.

### **Article II: Objective**

Section 1: The Club is organized and operated exclusively for pleasure, recreation, and other non-profitable purposes; no part of the incurred net earnings shall benefit any private shareholder or any private member.

Section 2: A further objective of the Club is to develop fellowship among new residents of the community of New Canaan, Connecticut, and to assist in their assimilation into the civic life and social activities of the town.

Section 3: If possible, the Club shall undertake and complete at least one charitable, humanitarian or social welfare project every two (2) years.

### **Article III: Membership**

Section 1: Residents of New Canaan, Connecticut who agree to abide by the objectives of the Club and these By-laws and meet the eligibility requirements of this Article III shall be considered eligible for membership in the Club (“Eligible Members”).

Section 2: Eligible Members become members of the Club upon: (a) payment in full of membership dues in the amount as determined, from time to time, by the President of the Club (the “Dues”), (b) confirmation of compliance with the eligibility requirements of this Article III, (c) acceptance of the liability waiver and alcohol policy, and, (d) as necessary as determined by the Executive Board, completion to the sole satisfaction of the Executive Board of a criminal background check on such Eligible Member and such Eligible Member’s spouse, partner or

significant other. Exceptions to this section will be made on an individual basis as approved by the Executive Board in its sole discretion.

Section 3: The membership quarters shall run as follows: The first quarter is July 1<sup>st</sup> through the last calendar day of September, the second quarter is October 1<sup>st</sup> through the last calendar day of December, the third quarter is January 1<sup>st</sup> through the last calendar day of March and the fourth quarter is April 1<sup>st</sup> through the last calendar day of June. Membership shall be calculated from the first day of the quarter of the calendar year in which Dues are paid and shall terminate on the last day of the quarter of the fourth (4<sup>th</sup>) year or membership or when New Canaan residency ceases, whichever is earlier, subject to Section 6 of this Article III.

Section 4:

- (a) Membership eligibility for prospective members who have not previously been a member of the Club expires one (1) year after the date of commencement of residency in New Canaan or date of any of the following (each a “Lifestyle Change): (i) cessation of employment; (ii) the birth of a first child/children; or (iii) a change in marital status. In the event of any of the above Lifestyle Changes, membership eligibility shall expire one (1) year from the date of the aforementioned Lifestyle Change.
- (b) In the event of an existing member’s relocation away from New Canaan, and subsequent return thereto, said member may request that their membership be reinstated, upon the condition that said member provides written notification to the VPM of the members’ date of departure and return. For example, if Jane joined the club January 1<sup>st</sup> 2014 and relocates from New Canaan on January 1<sup>st</sup> 2015 and returns to New Canaan on January 1<sup>st</sup> 2016 she may ask the VPM to have her remaining 3 years reinstated.
- (c) Exceptions to this section will be made on an individual basis and agreed to by the President and VPM.

Section 5: Eligible Members may attend one new member hospitality event prior to joining the Club.

Section 6: If the circumstances should arise where, despite best endeavors, a Board position cannot be filled from the general membership, a majority of the Board can vote to extend a person’s membership for one (1) year beyond the termination date (as calculated in Section 3 of this Article III) to ensure that the Board position is filled.

Section 7: Membership may be revoked in the event of either chronic or one-time inappropriate conduct at Club activities or events, as determined by the Board in its sole discretion. In exceptional circumstances, membership may be revoked, at will, by the sole discretion of the President and 1<sup>st</sup> VP for behavior that the Executive Board believes poses a

threat to the greater membership or is otherwise egregious and inconsistent with the Club's Code of Conduct (Article XIV).

#### **Article IV: Dues and Charges**

Section 1: The Dues are payable in full to the Club, non-negotiable, and non-refundable. Upon the payment of the Dues, the member shall be entitled to attend all Club functions and participate in all Club Activities, and shall receive all mailings and access to the Club website (the "Website") for each of the years of membership; provided that restrictions can be made to Children's events allowing only adults accompanying children to participate.

Section 2: Each member is financially responsible for any reservation made for themselves and/or their guests for any Club meeting or party. All events are non-refundable. The Club reserves the right to offer an event specific cancellation policy if deemed necessary for more elaborate events. Any change in the cancellation policy will be clearly stated on the related event listing on the Website or mailing advertising the event.

Section 3: Guest charges shall be decided by the committee in charge of the event. To the extent guests are permitted to attend a Club event, such guests shall be required to comply with the Club's Code of Conduct set forth in Article XIV hereof.

#### **Article V: General Membership Meetings**

Section 1: General membership meetings shall take place on an as needed basis as determined by the President.

Section 2: The Board may change the date of any general membership meeting or Board meeting, or dispense with any meeting entirely, or call a special meeting, provided notice of such intention is given at least one week in advance.

#### **Article VI: Officers and Their Duties**

Section 1: The Officers of the Club shall be: President, Secretary, 1<sup>st</sup> VP, Vice President(s) – Finance, Vice President – Membership, Vice President – Ways & Means, Vice President – Social Activities, Vice President – Communications, Vice President – Children's Activities, and Vice President – Recurring Activities. The Board may also elect or may authorize the appointment of such additional officers as in its judgment may be necessary or advisable. Any two or more offices may be held by the same person. The election or appointment of an officer for a given term shall not of itself create contract rights. Each officer elected or appointed by the Board shall hold office until his or her successor is elected or appointed and qualified, or until he or she dies,

resigns, is removed or becomes disqualified, unless a shorter term is specified in the vote electing or appointing said officer.

Section 2: The President shall have the authority to perform the following duties, among others as determined from time to time: give notice to the Members or the Board of meetings, as applicable; create the agenda and run all member and Board meetings; oversee periodic reviews of each committee; serve as the liaison between the Club and insurance agents, legal agents and any other necessary agents; periodically review the finances of the Club; and assist in any other Club Activities as needed. Subject to Board approval, the President shall appoint the Nominating Committee (as hereinafter defined) and shall serve as the chairperson of the Nominating Committee. The President shall have the authority to exercise all the powers and perform all the duties of the Vice President – Finance due to absence or inability of that Officer. The President is the custodian of the permanent records of the Club.

Section 3: The 1<sup>st</sup> VP shall serve as primary advisor to the President, develop strategy and program planning for the following fiscal year and help execute the President’s current agenda when called upon. The 1<sup>st</sup> VP agrees to a 2-year leadership role, with the first year as 1<sup>st</sup> VP and the second as President, subject to Board approval. 1<sup>st</sup> VP should be available for troubleshooting all committee concerns in President’s absence. The 1<sup>st</sup> VP shall exercise all the powers and perform all the duties of the President, to the extent there is a vacancy in that position or to the extent the President is unable or unwilling to perform the duties of such position.

Section 4: The Vice President – Membership (“VPM”) shall lead the Membership Committee. The VPM shall have the responsibility of maintaining a current membership database (which shall include an accurate and up-to-date list of members and their date of admission) and publishing a membership directory and brochure.

Section 5: The Vice President – Ways & Means (“VPW&M”) shall lead the Ways & Means Committee, which shall be comprised of not less than two (2) and not more than seven (7) committee members, the VPW&M and the chairperson of the Community Concerns Committee. This committee is responsible for review and revision of Club By-Laws. Additionally, the VPW&M will work directly with the President to secure a Chair and committee members for the Homes for the Holiday House Tour (“HHT” and the related committee, the “HHT Committee”). The VPW&M shall assist the President of the Club upon that officer’s request. In a non-HHT year, the VPW&M is responsible for organizing any fundraising activities as the Club sees fit and shall be a member of the Community Concerns Committee. In a HHT year, the VPW&M shall also serve as the Chair of the HHT Committee and shall comply with, and shall ensure compliance by the other members of the HHT Committee with, the HHT guidelines.

Section 6: The two (2) Vice Presidents – Social Events (the “VPSEs”) shall lead the Social Committee, which shall be comprised of the two VPSEs and up to six (6) committee members. The VPSEs shall be responsible for organizing adult social events for the Club. The Vice

President shall present a calendar of events at each board meeting. The Social Committee shall hold their own monthly meetings at a time and place nominated by the VPSEs.

Section 7: The Vice President – Communications (“VPComm”) shall serve a two (2) year term and shall lead the Communications Committee, which shall be comprised of the VPComm and four (4) committee members. The VPComm shall be responsible for keeping the Membership updated on all Club information through the Website and social media, including notifying all members of the general membership meetings, emailing updates of all events, other mailings as needed, and publicizing all upcoming events of the Club. The communications committee is also responsible for the advertising sales on the Website.

Section 8: The Vice President(s) – Children’s Activities (“VPCAs”) shall lead the Children’s Committee which shall be comprised of the VPCAs and up to six (6) committee members. The VPCAs shall be responsible for organizing playgroups as well as activities for children and families and shall present a calendar of events to the Board at each monthly Board meeting. The Children’s Committee shall hold their own monthly meetings at a time and place nominated by the VPCAs.

Section 9: The Secretary shall keep a record of the proceedings of all Board meetings. The Secretary should assist the President in preparing the order of business and should have all necessary papers readily available. The Secretary shall count the vote when the voting is done by hand. If called upon to do so, the Secretary must read all papers, communications, etc., to the assembly. The Secretary shall keep a record of attendance at Board meetings and shall assist President in reviewing and updating insurance and other official documents of the Club.

Section 10: The Vice President – Finance (“VPF”) will serve a two (2) year term to ensure a smooth transition of the Club’s financial records. The VPF shall collect the Dues and receive other Club funds, and shall deposit them in a bank or banks designated by the Board. The VPF shall make such disbursements as are authorized by the Board. The VPF shall keep an accurate record of all receipts and disbursements and prepare an itemized report to be read at each meeting when so requested. Following consultation with the Club’s Officers and the Standing Committees, the VPF shall prepare and present to the Board at the May Board meeting a proposed Budget for the forthcoming fiscal year. The VPF shall then present the Final Budget to the incoming Board, which shall be voted on at the June Board meeting. Prior to the June Board meeting, or prior to resigning office, or at any time when requested by the Board, the VPF may submit the records to the official Club accountant. The VPF shall also prepare a yearly cash flow and balance sheet showing the financial condition of the Club as well as join the meeting with the Club’s accountant in order to answer any questions needed for the preparation of the Club’s tax returns. The VPF is responsible for preparing/providing financial records and overseeing the tax return preparation of their term up until actual filing. The VPF shall work with the President to be the Club liaison with the insurance company for purposes of payment and renewal.

Section 11: The Vice President(s) – Recurring Activities (“VPRA”) shall lead the Recurring Activities Committee, which shall be comprised of two (2) Co-Chairs and up to six (6) committee members. The committee is responsible for: appointing a leader for each recurring activity group; seeing that the groups operate according to the wishes of the members and in accordance with the objectives of the Club and Insurance policies, and in accordance with these By-laws; setting up other groups when requested by a sufficiently large number of members; eliminating groups not sufficiently attended; scheduling group meetings; and periodically reporting the status of such groups to the Board.

Section 13: The officers of the Club shall have such powers and duties as provided by these Bylaws and as the Board may from time to time confer and designate, and Officers may have additional duties by their respective titles. Officers may be removed from office, with or without cause at any time, by the affirmative vote of the Board, but without prejudice to their contract rights, if any. All vacancies among the officers from whatsoever cause may be filled by the Board.

Section 14: Each Officer shall prepare a written report by the May Board meeting which shall detail such Officer’s roles and responsibilities and be presented at the Meeting, or which may, if the President so directs, be incorporated in the President’s report. A duplicate of the report along with prior reports and materials shall be given to the incoming Officers.

### **Article VII: Nominating and Election of Board Members and Officer Terms**

Section 1: At the Board meeting in February, the President shall appoint the nominating committee (the “Nominating Committee”), which shall consist of a minimum of four (4) fourth (4<sup>th</sup>) year members plus the President, who shall serve as the Chairperson, and 1<sup>st</sup> VP. Should the President become unable to preside, the 1<sup>st</sup> VP shall fill the absence and preside as the President would. In January, on the Website, the President shall ask for any nominations for all Board positions from the general membership to be submitted. All names presented for nomination shall have the consent of the nominee. The Nominating Committee shall announce its slate of recommended candidates for each Board position at the April Board meeting, and the slate will be voted upon by the Board at that time. If a consensus is not reached, then a final slate of recommended candidates shall be presented at the May Board meeting. The newly elected Board shall be installed at the Old Board/New Board Luncheon in June.

Section 2: The term of each Board position is as follows:

- (a) 1 year term = President, Secretary, VPM, VPW&M, VPCAs, VPSEs, VPRAs, and Hospitality Co-Chairs.

- (b) 2 year term = 1<sup>st</sup> VP, VP of Community Concerns Chair, VPF, and VPComm. 1<sup>st</sup> VP shall hold role for 1 year with understanding that she/he will become President the following year. If the 1<sup>st</sup> VP must resign from role prematurely or chooses not to proceed with role as President, the role of President must be filled through the standard nominating process. If the 1<sup>st</sup> VP resigns mid-year, a replacement should be sought.
- (c) No officer shall serve more than one term in the office to which elected. If, however, a Board position cannot be filled, Board approval may be sought to allow a member to be nominated for a second year in the same position.
- (d) No officer shall hold more than one position at a time without Board approval.

Section 3: The vote with respect to the incoming Board shall be a voice vote unless the situation necessitates otherwise; then the vote shall be by ballot and shall be conducted by tellers appointed by the President.

Section 4: Candidates receiving a majority of the votes shall be elected and shall take office at the June Board meeting.

Section 5: A vacancy in the office of the President is automatically filled by the 1st VP. A vacancy in any other office shall be filled for the un-expired term by an appointment by the Officers of the Club.

Section 6: It shall be the responsibility of the Nominating Committee to ensure that the majority of nominees for the Board positions are not entering their fourth (4<sup>th</sup>) year as members.

### **Article VIII: Board of Directors**

Section 1: The administrative body of the Club shall be the Board of Directors (“the Board”), consisting of the Officers, Vice Presidents, Chairpersons and Co-Chairpersons of all Standing Committees. The former President, as long as she/he is a member of the Club shall serve as an honorary member and may be the Club’s guide in matters of policy.

Section 2: The executive board of the Club (the “Executive Board”) shall be comprised of the following: President, the 1<sup>st</sup> VP, the VPF and Secretary.

Section 3: The Board shall hold a board meeting the first week of each calendar month, with the exception of July and/or August, as designated in writing by the President. The day/time shall be determined as convenient for the majority of the Board members, and the President may change the day/date of any Board meeting provided due notice of such intention is given to the Board at least one week in advance. Meetings may be dispensed with entirely by Board

approval. Special meetings may be called by the President. The majority of the Board shall constitute a quorum.

Section 4: If an Officer or Vice President of a Standing Committee fails to attend three (3) meetings of the Board during their term of office, without cause deemed sufficient by a majority of the members of the Board, that office shall be declared vacant by a majority vote of the Board, and such vacancy shall be filled in accordance with the provisions in these By-laws.. There shall be representation from all Standing Committees at each of the Board Meetings. The Social and Children’s Activities committee members are exempt from attending Board meetings.

Section 5: All endeavors undertaken by the members of the Board should be undertaken in the spirit of collaboration with the goal of aiding in the success of all Club activities. Support should be shown by Board members whenever possible for all Club activities and fundraisers by attending, volunteering or contributing where appropriate.

### **Article IX: Standing Committees**

Section 1: The Club shall maintain the following committees as standing committees (each, a “Standing Committee”):

- (a) Ways & Means, whose responsibility it is to revise the Club by-laws, conduct fundraising activities as shall be necessary to fulfill Article II, Section 3 of these By-laws and to comply with the HHT guidelines at all times.
- (b) Community Concerns, whose responsibility it is to contact and to have available information on volunteer services for the membership; to solicit beneficiaries for the Newcomers Charity Fund as related to the HHT; to serve as liaison between the HHT beneficiaries and the Board; to help with the dispersing of HHT funds every other year, if any; to serve as chair of the Grant Committee which will comprise the President, the Community Concerns Chair and Ways & Means Committee members; to present by the May Board meeting a recommended schedule of charitable grants; to at all times comply with the HHT guidelines.
- (c) Social Events, whose responsibility it is to plan and publicize all upcoming adult social events, including the annual holiday party, the spring party, and smaller monthly events.
- (d) Recurring Activities, whose responsibility it is to organize and supervise recurring activity groups based on interest of members of the Club and to periodically present to the Board an accounting of which groups are active and how well they are attended.

- (e) Children’s Activities, whose responsibility it is to plan and organize activities for children and families, organize playgroups, hold monthly children’s activities committee meetings and to present a calendar of events to the Board at each monthly Board meeting.
- (f) Membership, which shall include two (2) or three (3) committee members, the First Year Liaison who has one (1) committee member focused on new member networking, and the Hospitality Co-Chairs, whose responsibility it is to: assign welcome contacts; send prospective member invitation letters signed by the President; welcome new members with a letter and information on how to access the Website and directory; act as the Club’s liaison with local realtors, the Chamber of Commerce and perform other marketing duties; maintain an updated list of members; maintain the online membership database; and publish a Directory of current members no later than November 30 each year. Membership shall also be responsible for assisting with any needs of the First Year Liaison and has oversight to formalized new member networking.
- (g) Hospitality, which shall comprise two (2) or three (3) Co-Chairs whose responsibility it is to extend hospitality to new and prospective members and publicize and host the hospitality events—coffees & cocktail parties, if applicable—for prospective new members.
- (h) Communications, whose responsibility it is to compile committee news, events and announcements, maintain an updated Website calendar, make changes to general information as needed, to send out mailings and e-mails to the membership as needed, and publicize all upcoming events of the Club as well as supervise the advertising sales of the Website. The Communications Committee may recommend guidelines concerning the content, prioritization and placement of information on the Website and the timing of emails. In the event of any dispute concerning information on the Website, the President shall make the final decision concerning any matter pertaining to such information.
- (i) Working Women’s, whose responsibility it is to organize activities for people who work during the week.

Section 2: Board approval may be obtained to create special committees and additional Standing Committees as may be required to conduct the business and promote the objectives and interests of the Club.

Section 3: Chairpersons of the Standing Committees shall present plans of work to the Board for approval.

Section 4: Each Standing Committee shall prepare a written report at the end of the term to submit to the President. A duplicate of the report along with prior reports and materials shall be given to each incoming chair of the respective Standing Committee.

### **Article X: Resolutions**

Section 1: No resolution or motion to commit the Club on any matter shall be considered by the Club until it has been approved by the Board. Resolutions or motions, if offered at a general membership meeting, shall be referred without discussion to the Board, which after having given consideration to the matter, shall submit its recommendation to the Club. Having then received the recommendation of the Board, the Club may then proceed to take such action as the majority decides.

Section 2: Except as provided otherwise in these By-laws, Board approval means a favorable vote of the majority of the Board.

### **Article XI: Method of Voting**

The business of this Club shall be transacted by voice except for the election of Board members as specified in Article VII.

### **Article XII: Amendments**

Section 1: These By-laws may be amended at any Board meeting of the Club by a quorum vote of the Board, absentee ballots having been made available, providing such a vote shall constitute a quorum. The proposed amendment shall have been presented in writing to the Board one (1) week prior to the meeting.

Section 2: A committee, designated by the President shall review these By-laws every other year. The By-laws shall be printed in the Club directory so members have access to the Club's policies.

Section 3: Any of the By-laws may be suspended temporarily for a period of no more than one (1) year for the purpose of testing a new policy or program. This suspension must be approved by the Board.

Section 4: These By-laws shall take effect immediately upon their majority approval by the Board. Amendments to fully executed By-laws will be allowed upon a majority vote of the elected Officials.

### **Article XIII: Restrictions**

Section 1: No member shall incur debts or obligations on behalf of the Club without the prior approval of the Board. Such approval includes, but is not limited to, the Budget approved by the Board referred to in Article VI Section 9 of these By-laws. No member shall incur debts or obligations on behalf of the Club that are beyond the available means of the Club. In the event that a member or members breach this section, that member or those members shall be personally responsible for repaying the debt or obligation incurred.

Section 2: No public action shall be taken, and no communication in regard to a public matter shall be made by, or in the name of the Club, unless the same shall have been approved by the Board.

Section 3: The Website content, annual membership directory and membership information, along with any Activity Group membership list, are for Club use only and may not be used for solicitation or other non-Club-related business, and may not be used for personal gain or business interest.

Section 4: The Website shall be used for Club purposes only, and shall not be given to any other organization or commercial establishment for its own use.

Section 5: Program and event content from local New Canaan non-profit organizations that are taking place in New Canaan or just outside of Town will be posted at the discretion of the President and the Communications Team, and located within the Community News and Events section of the Website housed within Community News and Announcements. In addition, it is at the discretion of the President and/or the Communications Team as to which of these qualified events are further posted on the Home page of the Website under News and Announcements.

Section 6: The use of E-Blast notifications is limited to Club news and events unless otherwise approved by the President and Communications team.

### **Article XIV: Code of Conduct**

Section 1: The Club endeavors to create social and friendly opportunities for all members, and the immediate families of members to enjoy a wide range of activities intended to create a sense of community. Members of the Club have the right to be treated in a fair, equal and respectful manner by other members, in an environment free from all forms of harassment and discrimination. As such, the Club expects all members to comport themselves in a respectful, mature and responsible manner. The Club aims to enforce the right for all Club members to enjoy the Club and related Club events and activities in a safe environment.

Section 2: The Club maintains a zero tolerance towards threatening, offensive or obscene language or actions at events that are open to family members of all ages. Members using excessive use of threatening, offensive or obscene language at adult-only events or acting in a manner that causes discomfort or offense to other Club members, may be required to leave the related Club event or activity.

Section 3: The Club reserves the right to address behavior that is inconsistent with the Club's Code of Conduct and Club values. The Club leadership, including, but not limited to, the Executive Board, has the authority to determine the appropriate course of action for members who fail to act in accordance with these By-Laws, the liability waiver and the alcohol policy. Any violation of the Code of Conduct may result in the offending member being removed from the event. Multiple offenses may result in a termination of the membership of the offending member or an official reprimand. Severe breaches of the Code of Conduct, as determined by the Executive Board in its sole discretion, may result in an immediate termination of membership of the offending member. The Club and the Executive Board reserve the right to determine, in their sole discretion, the Club's response to the offending member for a breach of the By-Laws.

#### **Article XV: Parliamentary Authority**

Section 1: The rules contained in Robert's Rules of Order, Revised shall govern the Club in all cases to which they are applicable, and in which they are not inconsistent with the By-laws or special rules of order of this Club.

Revised: 8/94, 10/94, 3/96, 3/99, 1/01, 3/03, 04/05, 3/06, 5/07, 4/09, 3/10, 3/11, 3/12, 3/13, 9/14, 5/17, 1/18, 6/18, 7/18, 11/18