

THE BYLAWS
of the
METRO
DEMOCRATIC
CLUB



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ARTICLE I: GENERAL PROVISIONS

Section 1. Identification

These are the Bylaws of The Metro Democratic Club, Inc., hereinafter called the "Club". The Club has been organized and these Bylaws have been adopted by the Board of Directors and Club membership pursuant to KRS Chapter (Kentucky Nonprofit Corporation Acts) for the purposes set out in these Bylaws.

Section 2. Definitions

Except as otherwise defined herein, or unless the context clearly demands otherwise, the terms shall have the respective meanings given such terms in KRS 273.160 to 273.400.

ARTICLE II: OFFICIAL NAME

This organization shall be known as The Metro Democratic Club, Inc.

ARTICLE III: OBJECTS AND PURPOSE

The objects and purposes for which the Club is formed and incorporated shall be:

- To promote and develop interest in the Democratic Party, its nominees and its candidates; and
- To provide a vehicle for its membership to learn about public issues and to meet public officials; and
- To participate in government and the political process.

In furtherance of the foregoing purposes, the Club shall have all of the general powers conferred on non-profit corporations by Kentucky Law. The Club is further authorized to do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers set forth herein, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this Club is organized.

The purpose of this Club being purely charitable, benevolent, historical, educational, and not for profit or financial gain, no financial gain shall accrue to any Incorporator or Director of the Club in the conduct of same. Any receipts of the Club in excess of authorized expenses shall be held and disposed of by the Club in the furtherance of the objects and purpose herein stated.

ARTICLE IV: MEMBERSHIP AND CLASSIFICATION

Members may attend meetings, participate in the Club projects or other activities designated by the Board of Directors, pay club financial obligations, be elected as Officers or Directors, and attend conferences and conventions when eligible to do so.

The membership term shall be for twelve (12) consecutive monthly meetings from the date of the payment of dues.

Any person who has performed some distinguished public service may be elected by a majority of the Board of Directors as an Honorary Member of this club. An Honorary Member shall not pay annual membership dues, and shall be entitled to all privileges of the club membership, excluding voting and holding office.

Student and hardship memberships will be available at a reduced membership rate, and such members shall have full rights to vote and hold office.

Members of certain other organizations shall be eligible for a reduced membership rate, if the organization of which they are a member has been recommended by the board and approved by the membership for a reduced rate.

ARTICLE V: MEMBERSHIP DUES AND FUND-RAISING

The annual membership dues shall be as determined by the Board of Directors and shall be approved by a two-thirds (2/3) vote of the members present at any regular club meeting, provided notice shall have been given the members at least two (2) weeks prior to the meeting. Such annual membership dues shall remain in effect until changed in accordance with the provisions of this Article.

Revenue from sources other than those defined in this Article may be raised and designated as determined by the Board of Directors.

ARTICLE VI: BOARD OF DIRECTORS

The Board of Directors shall be composed of the officers of the Club and up to seven (7) additional active members of the club.

The Board of Directors shall determine the policies and activities of the Club, approve the budget, approve all expenditures beyond approved budget limitations, take counsel with committees, and have general management of the Club.

The Board of Directors shall make reasonable rules and regulations which shall be known as the Standing Rules. The Standing Rules shall be attached and made a part of these Bylaws upon adoption.

ARTICLE VII: OFFICERS

The Officers shall be a President, Vice-President, Secretary, Treasurer and Sergeant-at-Arms, all of whom shall be known as the Executive Committee.

No offices shall be combined in one (1) person.

The Board of Directors from time to time shall elect such other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Club.

Section 1. President

The President shall be the chief executive officer of the Club. The President shall have all of the powers and duties usually vested in the office of President of a non-stock, non-profit corporation, including, but not limited to, the following duties and responsibilities:

- Preside over all meetings of the Club, the Executive Committee, and the Board of Directors.
- Coordinate the work of the officers, directors, and committees.
- Appoint committees from among the members from time to time to assist in the conduct of the affairs of the Club.
- Be an ex-officio member of all standing and special committees, except the Nominating Committee.
- Co-sign checks as needed.
- Perform such other duties and responsibilities as usually pertain to such office.

Section 2. Vice-President

The Vice-President has the following duties and responsibilities:

- Assume the office of the President if the President dies, resigns from office, or is removed from office.
- Preside at Club meetings in the absence or disability of the President.
- Be responsible for membership attraction and retention efforts.
- Co-sign checks as needed.
- Hold such other powers and perform such other duties as shall be prescribed to the Vice-President.

Section 3. Secretary

The Secretary has the following duties and responsibilities:

- Keep the Club minutes and membership records, except those of the treasurer.
- Keep minutes of the meetings of the Club, and Board of Directors and present or read a summary of the written minutes of the previous meeting at each Club meeting.
- At all times, make available for inspection by the President, the Board of Directors, or any authorized auditors, the Club records for which the Secretary is responsible.
- Distribute a copy of these Bylaws, as amended, to each Director at the commencement of his service on the Board and make copies available to the members of the Club upon request.
- Submit to the proper officers, committees, or members all communications received.
- Promptly reply to correspondence.
- Attend to the giving and serving of all notices to the members and Directors and other notices required by law.
- Maintain the membership list.
- Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the President or Board.

Section 4. Treasurer

The Treasurer has the following duties and responsibilities:

- The Treasurer shall have custody of all property of the Club, including funds, securities and evidences of indebtedness.
- Keep the books of the Club in accordance with good accounting practices.

- Receive all funds paid to the Club and promptly deposit them in the official depositories.
- Disburse funds as approved by the budget or on order of the Board of Directors, and may co-sign all checks.
- Maintain the Club financial accounts and records.
- At all times, make available for inspection by the President, the Board, or any authorized auditors, the financial accounts and records of the Club.
- Make a financial report to the Board at its regular meetings and at such other times as the President or Board may require.
- Give bond in such form and amount as may be required by the Board.
- Prepare the Annual Report.
- Submit all necessary forms and paperwork related to taxes, incorporation, and registration.
- Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the President or Board of Directors.

Section 5. Sergeant-at-Arms

The Sergeant-at-Arms has the following duties and responsibilities.

- Maintain order at all Club meetings
- Be responsible for all meeting logistics, including room setup and audio-visual needs.
- Perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the President or Board of Directors.

Section 6. Other Officers

Other officers (if any) shall perform such duties as usually pertain to such offices or as may be assigned by the President or Board of Directors.

ARTICLE VIII: NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

The election of Officers and Directors shall be held at the November meeting of members of the Club as the first order of business.

The Board of Directors shall announce a Nominating Committee at or prior to the September meeting. The Nominating Committee shall consist of not less than three (3) members. At the October meeting, the Nominating Committee shall present a list of nominees, with the consent of those nominated.

The Nominating Committee shall be responsible for preparing a paper ballot for the election of officers and Directors.

Nominations from the floor shall be received at the November meeting. All nominees must be members of the Club in good standing.

Voting shall be by paper ballot. Only members present and in good standing may vote. There shall be no voting by proxy. To be in good standing, members must be current with their club dues.

The President shall appoint an Elections Committee at the November meeting, consisting of not more than three (3) members, none of whom shall be nominees. The duties of this committee shall be to distribute, collect, and count the ballots and report the results to members present at that meeting. A

majority of all votes cast shall be necessary to elect any officer. If any ballot does not have a majority for a nominee for any office, a second ballot will immediately take place. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and in each ballot, the same procedure shall be followed until one (1) nominee shall have received a majority of all votes cast.

The seven (7) nominees for the position of Directors who receive the most votes shall be the elected Directors. In the case of a tie, there shall be a runoff for the remaining Director positions. A nominee for the position of Director need not receive a majority of votes in order to be declared the winner.

ARTICLE IX: VACANCIES IN OFFICE

In the case of a vacancy in the office of the President, the Vice-President shall succeed to the office. In the case of a vacancy in the office of the Vice-President, the vacancy shall be filled at a regular Club meeting, upon one (1) week's notice of nomination(s) by the Board of Directors. In the case of a vacancy in the office of Secretary, Treasurer, or Sergeant-At-Arms the vacancy shall be filled by the Board of Directors. In the case of a vacancy in the office of a Director, the vacancy may be filled by the Board of Directors.

ARTICLE X: REMOVAL OF OFFICERS OR DIRECTORS

Whenever it shall appear to the President or a majority of the Board of Directors, or by a petition signed by a majority of the Board of Directors, that an officer or Director may be engaging in conduct unbecoming a member of the Club Board of Directors or is failing to perform the duties of that office, the Board shall give written notice of the alleged facts to the officer or Director within thirty (30) days. A meeting of the Board to consider the alleged facts shall be held within thirty (30) days thereafter, with at least fourteen (14) days clear notice being given to the Board. In the event that the Board, by a two-thirds (2/3) vote of its membership finds that the officer or Director has engaged in conduct unbecoming a member of the Board or is not performing the duties of such office and declares such office vacant, the membership of the Board may proceed forthwith to elect a new officer or Director to fill such vacancy until the next regular election of officers.

ARTICLE XI: MEETINGS

Regular meetings of the Club shall be held at a time and date and location established by the Board of Directors.

All notices for special meetings shall specify the business to be conducted and notice shall be given by the Board of Directors to each member not less than ten (10) days nor more than twenty (20) days prior to the date of the meeting. The acts approved by a majority of those present at a Board Meeting or a meeting of the membership shall constitute the acts of the Club, except when approval by a greater number of members is required by these Bylaws.

In those rare instances when situations arise requiring immediate attention and approval of the Club and there is insufficient time to allow a meeting of the full membership, the Board of Directors is

authorized to act in the name of the Club. The actions of the Board of Directors shall be presented at the next regular meeting of the Club for ratification.

ARTICLE XII: FISCAL MANAGEMENT

Section 1. Budget

Not later than the first regular meeting in February, a budget of estimated income and expenditures for the fiscal year (January 1- December 31) shall be recommended by the Board of Directors and approved by a majority of the members present. The budget for each fiscal year shall include the estimated funds required to adequately administer the purposes of the Club according to good accounting practices. The budget may be amended by the Board of Directors, and must be announced at the next regularly scheduled monthly meeting.

Copies of the budget shall be made available to each member of the Club upon request.

Section 2. Depository

The depository of the Club shall be such bank or banks or federally-insured savings and loan associations as shall be designated from time to time by the Board of Directors and in which the moneys of the Club shall be deposited. Withdrawal of moneys from such accounts shall be only by checks or other withdrawal orders signed by such persons as are authorized by the Board of Directors.

Section 3. Expenditures

The President, Vice-President, and the Treasurer shall be authorized to execute checks for ordinary and/or necessary expenditures providing that at least two (2) signatures are required to execute each check. Any proposed expenditure that is not included in the budget must receive prior approval of the Board of Directors or by the majority vote of the Club membership at a regular or special meeting.

Section 4. Audit

The Club's books of account shall be audited at least once each year. Not less than three (3) auditors shall be named by the Board of Directors, at least two (2) weeks before the meeting at which the new Officers assume their duties. The Auditors should be familiar with financial statements and should conduct tests of income and expenditures for the past year. The auditors may be Club members, but shall not be the Secretary or Treasurer. Upon being satisfied that the Treasurer's annual report is accurate, the Auditors shall so indicate by signing at the bottom of the report. The audit shall be completed prior to the February meeting.

Section 5. Fidelity Bonds

Fidelity bonds may be required by the Board of Directors from all persons handling or responsible for Club funds. The minimum amount of such bonds for the Treasurer shall be determined by the Board of Directors. The minimum amount of a bond for other officers may be determined by the Directors. The premium of such bonds shall be paid by the Club.

Section 6. Limitation on Indebtedness

The limitation of indebtedness which may be incurred by the Club shall be established annually by the Board of Directors.

Section 7. Disposition of Funds upon Dissolution

If the Club is dissolved or otherwise ceases operations, and if there are funds or other assets remaining after Club obligations are paid for which the last Board of Directors has made no provision, then the Treasurer shall pay such funds to, and donate such assets to, an organization with similar objectives and purpose which is exempt under Section 501(c)(3) of the Internal Revenue Code as amended.

Section 8. Fiscal Year

The fiscal year of the Club shall be January 1 - December 31.

ARTICLE XIII: INDEMNIFICATION OF DIRECTORS

The private property of the Board of Directors and membership shall not be liable for the debts, liabilities or obligations of the Club. The Club shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that any such person is or was a Director, Officer, employee, or agent of the Club, or is or was serving at the request of the Club in any capacity, against all expenses (including attorney's fees), judgments, fines and any amounts paid in settlement actually and reasonably believed to be in or not opposed to be in the best interests of the Club, and with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was lawful, except that with respect to any action by or in the right of the Club, no indemnification shall be made in respect of any claim, issue or matter:

- for which any person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Club, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper; or
- for any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Club; or
- for acts or omissions not in good faith or which involve intentional misconduct or are known to the Director to be a violation of law; or
- for any transaction from which the Director derived an improper personal benefit.

Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of Directors, or otherwise.

ARTICLE XIV: INSURANCE

The Club may purchase insurance on the Club property and insurance for the protection of its members and Directors based on an annual assessment of risk and the potential for claims involving the Club to be conducted by the Board of Directors.

ARTICLE XV: SEVERABILITY

In the event that any provision of these bylaws is held invalid, all other provisions shall remain in effect.

ARTICLE XVI: PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered in these bylaws.

ARTICLE XVII: AMENDMENTS

Amendments to these Bylaws may be adopted by two-thirds (2/3) vote of the members present at any regular meeting, provided written notice of the proposed amendment shall have given to the members at least two (2) weeks prior to the meeting. There shall be no voting by proxy or absentee ballot.

Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

Written copies of the proposed amendment(s) shall be provided to the members at the meeting at which the proposed amendment(s) is considered.

If approved, the amendment(s) shall be incorporated into the bylaws as maintained by the Secretary and distributed to the club electronically. Publishing the revised bylaws to the club website shall be acceptable as a means of distribution as long as notice is given the members of such publication.

The repeal of these Bylaws in their entirety and their replacement by new bylaws shall be accomplished in the same manner as provided by this Section for the amendment of these Bylaws.

ARTICLE XVIII: DISSOLUTION

The Board may dissolve and wind up the affairs at any time upon the appropriate action by the Board of Directors and the members in the manner provided in Chapter 273 and Chapter 381 of the Kentucky Revised Statutes, as amended.

ARTICLE XIX: MISCELLANEOUS PROVISIONS

Section 1. Invalidity

The invalidity of any part of these Bylaws shall not impair or affect in any manner the validity, enforceability or effect of the remainder of these Bylaws.

Section 2. Waiver

No restriction, condition, obligation or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of

violation or breaches thereof which may occur.

Section 3. Captions

The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit or describe the scope of these Bylaws or the intent of any provision hereof.

Section 4. Singular and Plural

The use of the singular shall be deemed to include the plural, whenever the context so requires.

Section 5. Notices

Except as otherwise required herein, all notices to Club members shall be delivered by e-mail to such email address as may have been designated by the member in writing from time to time, except for members specifically requesting notice by other means. All notices sent by email or mail shall be deemed to have been given when sent.