

DIXIE SOCIAL CLUB BYLAWS

MISSION STATEMENT

To promote friendship among members, create a feeling of belonging, promote good will and orient new residents to the Dixie community.

ARTICLE I - NAME AND LEGAL STATUS

The name of this organization is The Dixie Social Club of Southwest Utah (formerly known as Dixie Newcomers, founded in 1995), hereinafter also referred to as “DSC,” “Dixie Social Club” or “the club.” The club was registered with the State of Utah as a nonprofit corporation on May 18, 2018 with the purpose to organize and provide a variety of social activities for its members. The club operates as a tax exempt 501(c)(7) Social Club under IRS Code.

ARTICLE II – AMENDMENTS

The board may amend the club bylaws at any time, following a written notice to all members and a minimum one-month review and comment period. Members shall receive written notice of all board approved changes to the bylaws.

ARTICLE III - THE BOARD OF DIRECTORS

1. The Dixie Social Club Board of Directors, hereinafter referred to as “the board,” shall consist of a minimum of three and a maximum of ten officers/directors. The board may vote to increase or decrease the number of filled board positions by adding, deleting or combining positions to meet the needs of the club. Job titles and written job descriptions shall be approved by the board for all filled board positions and will be made available to all club members.
2. Officers of the board are also directors. Their titles are president, vice president, treasurer and secretary. Titles for other directors may include but are not restricted to: special interest group (SIG) coordinator, membership coordinator and events coordinator. Individuals serving in board positions are referred to as officers of the board or board members.
3. Board positions must be filled by members of the club. Members are voted into board positions at the general meeting held each April.
4. The term of office for all board members begins May 1st and ends April 30th.
5. Board positions other than president may be “job shared” (filled by more than one individual), however only one individual may serve as a voting member at any given time and there is only one vote per board position.
6. No person may serve in the same board position for more than two (2) consecutive years or in any board position for more than four (4) consecutive years. Term limit exceptions may be made by a majority vote of the board members if there are no other eligible candidates for the desired board position. The board member requesting the exception must abstain from voting but can be counted towards meeting a quorum. If a quorum is not feasible, the requirement for a quorum is waved.

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7. It shall be the duty of the board to carry out all the objectives and purposes of the club, in accordance with these bylaws. In the event that a unique or unusual situation arises, it shall be the responsibility of the board to resolve the issue promptly using discretion within the scope and intent of the club's purpose and legal status.

ARTICLE IV - LIMITED LIABILITY AS A NONPROFIT CORPORATION

1. Members of the board shall perform their duties in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner they reasonably believe to be in the best interest of the club. As per Utah Code Annotated § 16-6a-822, 2011, a board member of a nonprofit corporation is not liable to the club, its members or a member for actions taken or any failure to take any action as a board member, unless he or she has breached or failed to perform the duties of the office and the breach or failure to perform constitutes willful misconduct, intentional infliction of harm on the corporation or members of the club, or gross negligence.
2. As per Utah Code Annotated § 16-6a-823, 2009, board members of nonprofit corporations shall not be liable for monetary damages for any action taken or any failure to take action as a board member except in the following circumstances: if the board member has received a financial benefit to which the member is not entitled or has intentionally inflicted harm on the corporation or the members of the club.
3. As per Utah Code Annotated § 16-6a-115, 2000, the directors, officers, employees, and members of a nonprofit corporation are not personally liable in their capacity as directors, officers, employees, and members for the acts, debts, liabilities, or obligations of a nonprofit corporation.
4. The Dixie Social Club may indemnify officers, directors and agents as permitted in and consistent with Utah Code annotated, § 16-6a-Part 9, Indemnification.
5. The Board shall, as long as financially able, purchase and maintain directors and officers insurance and general liability insurance to protect the club, the board and the members from costs associated with potential litigation.

ARTICLE V - BOARD VACANCIES AND BOARD MEMBER RESIGNATIONS

1. A vacancy on the board, with the exception of president, may be filled by a majority vote of the remaining board. If a quorum is not feasible, the requirement for a quorum is waived. If the position of president is vacated, it shall automatically be filled by the vice-president.
2. A board member is considered to have resigned after failure to attend three consecutive or four cumulative board meetings within the term year or for failing to meet obligations/expectations as described in the job description for the position, and if the failure to attend or meet obligations is confirmed by a majority vote of the board.

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ARTICLE VI - BOARD MEETINGS

1. Board meetings are held at the discretion of the president. The president shall hold a meeting at the request of any board member.
2. Board meetings are open and may be attended by any member of the club. Any member may request notification of meeting dates, times and locations and may request to have an issue heard by the board, by contacting the president or the secretary.

ARTICLE VII - BOARD MEETING PROCEDURES AND VOTING

1. It shall be the president's responsibility to ensure that board and other official club meetings are managed in a manner that ensures an adequate process consistent with the overall mission of the club and in compliance with these bylaws.
2. The president may serve as the chair of the board or may designate another board member or appointed assistant to serve as chair. The chair shall be a non-voting member of the board. If the chair is a board member, (s)he is counted towards meeting the required quorum and will vote in the case of a tied vote.
3. The president/chair may close a board meeting to allow discussion of confidential matters as determined appropriate by the president/chair.
4. A quorum is required to take action at a board meeting. A quorum is established when no fewer than one-third of the filled director positions are in attendance at the meeting, but never fewer than two. Board members may be considered in attendance if they and others at the meeting are able to hear one another through an electronic connection (such as telephone or laptop).
5. Board members may provide the chair with a written proxy, allowing another board member or designated assistant to cast his or her vote on one or more specific agenda items. The proxy vote can be counted towards meeting the quorum requirement for those specific items.
6. All non-ballot voting in official club meetings shall include the following process: discussion, entertainment of motions, a call for a second on a motion, further discussion, and the final call and recording of votes. The chair may allow substitute motions prior to the calling of a vote. If there is no second on a motion (or a substitute motion), that motion is lost (not voted on). The chair may allow for other types of motions at his or her discretion.
7. Unless otherwise specified in these bylaws, a vote will pass or fail by simple majority.
8. Any action required or permitted to be taken at a board meeting, may be taken without a meeting if all board members consent. Board members should receive the notice of the requested action, electronically. A documented telephone call may replace the electronic communications, if necessary. The notice should include: (1) the action to be taken, (2) the date and time by which a board member must respond to the notice, (3) notification that failure to respond will be considered consent for the vote to take place, and (4) failure to respond will be recorded as an abstention. Any board member can demand that the action be tabled and placed on a future board meeting agenda. To be honored, the demand must be received at any time before the date and time responses are due. Board members will be informed of any tabled votes. Items voted on outside of a meeting must be reported at the next board meeting and documented in the minutes.

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9. All official meetings of the board shall be documented in written minutes, subsequently approved by the board. Minutes must include at a minimum: the date and time of the meeting, the names of all board members in attendance, the names of all club members/visitors in attendance (as is feasible), the agenda topics covered, a summary of all agenda discussions/reports, and a recording of all votes taken/reported.

ARTICLE VIII - MEMBERSHIP

1. Membership and participation in club activities is open to all individuals who pay the annual dues and who remain in good standing. Failure to pay dues automatically cancels the membership. Request for refund of Membership dues must be within 15 days of payment.
2. Prospective members may attend two activities as guests. They may not attend further activities without joining and paying membership dues. Inactive members may not attend any activities without renewing their membership. Member's Spouse or significant other may attend up to two (2) Events per year. Member's guests who are visiting and live outside Washington County are authorized to participate in club activities. Visiting guests are required to pay any fees/charges applicable to the event.
3. Members and guests are expected to conduct themselves in an appropriate manner at all club functions. Any attendee whose conduct is disruptive, such as displaying unruly or aggressive behavior or who violates club rules or communicated standards of conduct for the event, may be asked to leave the function.
4. The membership of any member may be revoked by a majority vote of the board whenever, in the board's judgment, the best interests of the club will be served. The board shall notify the member of the intent to revoke membership not less than 15 days prior to the effective date. The notice shall be sent via first-class or certified mail to the club's last known address of the member and shall include the reason for the revocation, the effective date and an appeal process that allows the member to be heard orally or in writing.
5. A member who has received notice of an intent to revoke membership may submit a written appeal to the board or request an oral appeal, not less than five days before the effective date. The board will consider the merits of a written appeal and make a final decision by majority vote. In the case of an oral appeal, the board will designate two or more board members to hear and make a final decision on the appeal. The member shall retain membership pending the final decision of the board.
6. The membership directory is the property of the club and is intended to be used by members for club related purposes. The membership directory or any part of the membership directory shall not be used for any religious or political purposes or sold to or purchased by any person. Without the consent of the board of the directors, the membership directory or information from the directory may not be used for commercial purposes or to solicit money or property. A member's failure to comply with this bylaw will result in forfeiture of membership and/or other means of redress, following a majority vote of the board.

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ARTICLE IX - SOLICITING BUSINESS

1. Soliciting business or the selling or marketing of products or services at club activities/events, apart from club approved events set up for this purpose, is strictly prohibited. Members in violation of this policy will receive a written warning from the board. A second violation will result in the forfeiture of membership.

ARTICLE X - MEMBERSHIP DUES (REVENUE)

1. The membership year shall begin on January 1st and end on December 31st. Dues are payable on initial membership into the club and annually by January 1st. Dues are not refundable without the board's approval.
2. Membership dues shall be determined and set by the board. Dues may not increase from the previous year without a majority vote by the board. The board may add a surcharge to yearly membership dues for additional levels of services. Any increase in dues shall be announced to the members by September 30th.
3. Myrna and Barry Burnette were previously designated permanent members of the Dixie Newcomers Club in recognition of Myrna's efforts founding the club and her continued work on its behalf. The DSC will continue to honor her with an ongoing waiver of membership dues.

ARTICLE XI- EXPENDITURES

1. All monies shall be deposited into the club's checking account by the treasurer or by a designee on behalf of the treasurer. All deposits must be detailed as to purpose and the documentation retained by the treasurer.
2. Unless otherwise allowed for in these bylaws, expenditures to be paid by the club must be preauthorized by a majority vote of the board. If a budget amount for a specific purpose or activity has been authorized by the board, any expenditures that are within the approved budget amount and consistent with the purpose and the intent of the approval, shall be considered approved.
3. Personal expenses of a member or members such as for meals, travel, entertainment, etc. shall not be authorized by the board except in rare circumstances determined to be in the best interests of the club and its members.
4. The president and at least one other member of the board, may authorize an unexpected/urgent expense for up to \$75 without a majority vote of the board. Unexpected/urgent authorizations may be handled via email or documented phone calls. The treasurer/president shall report all such authorizations at the following board meeting.
5. When feasible, vendors should be asked to invoice the club and payments should be made directly by the club treasurer.
6. All requests for reimbursement must be for preauthorized expenditures. Rare exceptions to preauthorization may be made with board approval. The treasurer shall provide an Expense Reimbursement Form to members, upon request. Requests for reimbursement shall be submitted to the treasurer, along with a vendor invoice and/or sales receipt, within 30 days of the expenditure.

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7. Upon approval, expenditures shall be paid by check. Checks for \$200 or less may be signed by the treasurer. Checks over \$200 shall have two signatures; one should be the treasurer's and the other signature should be that of either of the two board members whose signatures are on file with the bank.
8. Each month, the treasurer shall reconcile the club's bank statement.
9. The treasurer shall prepare a monthly financial statement that shows a beginning and ending cash balance for the prior month and a summary of all income and expenditures for that month in a format approved by the board. The statement is to be electronically submitted to all board members each month. A copy of the monthly financial statements shall be maintained by the treasurer and made available to other board members, as requested.
10. The accounting year for the club is established with the IRS as May 1st through April 30th, which coincides with the board's term of office.
11. Each May, utilizing monthly financial statements and other records, the treasurer shall prepare a Statement of Financial Condition summarizing the income and expenditures made during the previous accounting year. Following board approval, the statement or a summary of the statement shall be utilized as a basis for required IRS and State reports and shall be distributed to the general membership in June.
12. The president shall ensure that IRS and State reports, required to maintain the club's nonprofit tax-exempt status, are submitted when due by coordinating with and providing resources and assistance to the treasurer, as necessary.
13. At the end of the treasurer's term of office, all financial records shall be turned over to the incoming treasurer.
14. An Audit Committee composed of two (2) general members who are not on the current board, shall be appointed by the board annually in April. The committee is to conduct a financial audit for the period of May 1 of the prior year through April of the current year (the board term). The Audit Committee will be asked to provide a written report to the incoming Board by July 1st.

ARTICLE XII - BOARD SELECTION PROCESS

1. The board of directors shall adopt a board selection process that results in the presentation of a proposed slate of officers/directors that can be affirmed by a majority vote of those present at the April General Meeting.
2. If an election is required prior to preparing a slate of candidates, the election results shall be determined by a simple majority vote of those members who voted. If the vote is prior to the date of the general meeting, all members shall be sent a ballot by email or mail and given a minimum of 15 days to return the ballot. If the vote takes place at the April general meeting, only members in attendance shall be given a ballot.
3. The failure to meet a deadline or perform a step or steps in the adopted selection process shall not invalidate the process as long as members have been given at least a thirty day period in which to express interest in serving on the board, prior to the presentation of a proposed slate at the April General Meeting.

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ARTICLE XIII - GENERAL MEETINGS

1. A general membership meeting shall be held in April of each year. Other general meetings may be held by the board at any time with at least 30 days advanced notice to the members. A member or members may request a special membership meeting for a specific purpose, the holding of such meeting shall be at the discretion of the board.
2. General meetings shall be open to all members in good standing and attendance shall not be limited in number.
3. Recognition of current officers and installation of new officers (who will begin their term on May 1st) will be at the April General Meeting. The general membership will be notified of the names of all new board members as soon as practical following the general meeting.

ARTICLE XIV - ACTIVITIES AND EVENTS

1. The board is responsible for approving and notifying members of club related activities and events.
2. Ongoing activities are referred to as special interest groups or SIGs and are led by a SIG leader, who is appointed by the SIG coordinator or by the group.
3. Any member may suggest a new activity or offer to lead a new activity by contacting any member of the board or the designated SIG coordinator on the Board of Directors.
4. The board may approve and oversee one-time events or periodic events such as picnics and holiday parties. Members may make suggestions for events to any board member or to the designated events coordinator on the Board of Directors.
5. Attendance at some SIG groups or events may be limited in number due to space limitations. In those situations, the group and event leaders must ensure a fair and open signup/RSVP process.
6. Members who sign up to attend any club function are expected to notify the activity or event leader if they are unable to attend.
7. Charges may be made for regular meetings and social events to cover the cost of food, entertainment, operating expenses, or other costs. When specified, cancellations must be received by a pre-set date. Any reimbursement or collection of the charge for the event, for cancellations made after the pre-set date, shall be at the discretion of the board.
8. Only DSC activities will be promoted by the club, unless approved by the board.
9. The board shall only approve an event, gathering and/or association if it: 1) is in the best interests of the club, 2) is not for the club's or a board member's profit, and 3) will not commercially exploit the club's membership.
10. The board may limit the scope of approved events, gatherings or associations if the board deems limitations are necessary to protect the club from exploitation.
11. The approval of one event, gathering or association shall not waive the board's right to disapprove or approve any other similar event, association or gathering.

ARTICLE XV - SUPPORT POSITIONS

The board may appoint members to serve in various functions as determined appropriate and necessary to support the mission of the club. Support positions may be added/dropped by a majority vote of the board. Examples of support positions are: club historian, helping hands coordinator, database manager, website administrator, bylaws editor/advisor, newsletter editor, communications specialist.

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ARTICLE XVI - ASSISTANTS

Board members may appoint assistants as needed to perform the duties of their position. Assistants will attend board meetings as requested by the board member, and may attend any board meeting at their own discretion.

ARTICLE XVII - JOB DESCRIPTIONS

The board shall maintain accurate job descriptions for all positions (board, support positions, assistants and SIG leaders) which shall be made available to members. Changes to descriptions shall be completed through formal board review and approval, and made a matter of record in the minutes of the club.

ARTICLE XVIII - RECORDS

1. The club shall maintain all club records as required of a nonprofit corporation in the State of Utah. A club member may request copies of available club records in writing, addressed to the Board of Directors. Such request must be specific and state the purpose of the request. Requests for copies of records may be granted if reasonable and feasible, and may be provided electronically. The club may charge a reasonable fee to the member for any expenses associated with the request.
2. Members may submit a written request to the treasurer for the most recent annual financial statement and/or the most recent monthly financial statement. After receiving a written request, the treasurer shall provide the member with the statement(s) no later than 15 days after receipt, without charge. Requests for other financial information/reports must be addressed to the board, as per Article XVIII-1.

ARTICLE XIX - DISSOLUTION

The corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the board that is consistent with Utah law (Utah Code Annotated § 16-6a-1402, 2000).