

The Constitution and Bylaws of The Semantics

John McPartland

October, 2016

The principal purposes for which this corporation is formed are: to unite in the bonds of benevolence, camaraderie and fraternity; among acceptable persons over twenty-one (21) years of age who have been deemed to be of good character; to assist members, their immediate families and any others who may be made known to us, as may be deemed appropriate, in their time of need.

The Constitution and Bylaws of The Semantics

THE SEMANTICS, a corporation organized under the Not-For-Profit Corporation Laws of the State of New York, does hereby ordain and establish this Constitution and these general By-Laws.

Article I

The Constitution and By-Laws enacted by the charter members, and subsequently revised as may have been deemed necessary, and passed by the membership, in accordance with these presents, for the operation and management of the Corporation known as THE SEMANTICS (herein after referred to as The Club) shall be the supreme law governing the operation and management of The Club.

Article II

The OFFICERS of The Club shall be composed of a President, a Vice President, a Treasurer, a Corresponding Secretary, and a Recording Secretary, each of who shall be elected by majority vote of the sitting Board of Directors. These officers shall be answerable to a Board of Directors, whose responsibility it is to ensure that the Constitution, Bylaws and most importantly the Spirit of The Club are in force and who is responsible for notifying and reporting to the Membership on an as need basis.

SECTION 1: The term of office for each officer shall be for a period to two (2) consecutive years.

SECTION 2: The President shall select a Nominating Committee Chairperson (NCC), for the sole purpose of seeking and selecting eligible members for elective office. The NCC will select and appoint two (2) additional members of good standing for a period of at least one (1) year, to assist in the selection and vetting of the nominated members for office. The NCC may not be a current officer of The Club. Members of the committee may be present officers or board members.

SECTION 3: The NCC shall organize his committee as early as possible, but not later than October 1st in an election year, in order to provide sufficient time to solicit nominations from the General Membership, and to allow for a review of any nominations received from the Membership. This process will be conducted via electronic mail communications and the NCC will coordinate with the Corresponding Secretary for this purpose. The Nomination Period shall be the period between the 1st and the 15th of October. During this period Membership will be provided time within which to reply in writing with any nomination for consideration. Within the first two weeks of November the NCC will review all nominations from the Membership ensuring that the nominated member meets the criteria for holding office, and subsequently present their recommendations for the upcoming slate of Officers to the sitting President no later than 15th of November.

The Constitution and Bylaws of The Semantics

SECTION 4: No member shall be eligible to hold an elective office until they have been a member in good standing for a minimum period of one (1) year.

SECTION 5: Any member, in good standing may submit another member's name to the NCC for consideration, during the nominating period mentioned in SECTION 3.

SECTION 6: The President, in coordination with the Corresponding Secretary, will notify the Membership via electronic mail, of the nominated slate of officers no later than the 30th of November.

SECTION 7: The election will be held via electronic mail, during the 1st – 15th of December and the President will notify the Membership of the results no later than December 30th.

SECTION 8: No member may hold more than one elective office at any one time.

SECTION 9: No electioneering for an office is permitted. Printing, circulating or distributing letters, tickets, electronic mail, or other forms of written or printed media by a member or members, either recommending or opposing or containing the names of alternate proposed candidates for office is strictly prohibited.

SECTION 10: The outgoing President shall swear in the newly elected Officers at the Installation Ceremony to be held at the Board of Directors meeting in February.

Article III

Meetings shall be conducted and governed by acceptable business procedures, practices and courtesy. A majority vote of the members present at any meeting will determine the decisions made at the meeting. A meeting will be deemed valid at the discretion of the President or Meeting Chair.

SECTION 1: Each member shall have one (1) vote on all matters brought during a meeting.

SECTION 2: Common courtesy shall govern the length of time any single member has to speak on any issue open on the floor, that time limit may be imposed by the President or Meeting Chair. Once a member has spoken to an issue they must not speak to the same issue again until all other members at the meeting are afforded an opportunity to voice their opinions. The single exception being if they are asked, during the open discussion period, to respond directly to a question or provide additional input for clarity from the member that currently has the floor. This process shall govern all meetings, no matter their nature.

SECTION 3: The President or presiding Chairperson of the meeting shall announce the decision of the chair on points of order.

The Constitution and Bylaws of The Semantics

SECTION 4: PROCEDURES to process benevolence requests.

- A. The President shall serve as the Vice-Chairperson of the Benevolence Committee. The President will appoint a Benevolence Chairperson. The appointed Chairperson will be a voting member of the committee. The Chairperson, in turn, will appoint additional members to the Committee that will at all time total an odd number. In case of a tie, the President will cast the deciding vote.
- B. The Benevolence Committee may distribute funds up to \$2,500 to any one recipient in need, during a single year, and is then subsequently required to formally notify the Officers and Directors. The Benevolence Committee must agree to the disbursement of funds by majority vote. The Chairperson will be responsible to poll the member of the committee for their vote. If a committee member is inaccessible to the Chairperson for more than 48 hours that member's vote will not be considered. In the event of a deadlock on any vote, the Committee Chairperson's vote will be the deciding vote.
- C. The Benevolence Committees funds shall be set at \$5,000.00 at the beginning of every fiscal year; it will be maintained at that level by being automatically replenished by the Treasurer each month, after receiving the Benevolence Committee Report of expenditures made during the preceding month. This is assuming that the monies to do so are available and disbursement to the Benevolence Committees fund will not jeopardize any anticipated budgetary demands. Should the instance arise where the Benevolence Chairperson determines that more than \$5,000 is necessary during any given period a request must be made to the Officers and Directors in an open forum. (Either in a meeting or via electronic mail, with all Officers and Directors in copy).
- D. Distribution of additional funds for major expenses must be voted upon by the Officers and Directors and notified to the membership by the Corresponding Secretary. This shall include; but not be limited to; expenses related to luncheons, dinners, parties or functions supported by The Club. Notification to the Membership need not be made prior to the distribution of the funds; but shall be made by the Corresponding Secretary in a timely manner.
- E. Disbursement of expenses incurred for fund-raisers does not require the approval of the membership or the Benevolence Committee.
- F. Disbursement of monies netted from a fund-raiser shall be in accordance with the stated the purpose of the fund-raiser, and is not the responsibility of the Benevolence Chairperson or any member of his Committee. The Treasurer shall be the individual directing the distribution funds to any recipient of a fund-raiser, or special event.

The Constitution and Bylaws of The Semantics

- G. No single request for Benevolence in excess of \$2,500.00 may be distributed without prior discussion with, and agreement of the Officers and Directors.
- H. The Benevolence Committee Chairperson must make ALL requests for benevolence, in excess of \$2,500.00 to the Officers and Directors. Notification to The Membership of decisions made in this manner will be undertaken in a timely manner and are the responsibility of the Corresponding Secretary.
- I. All requests for benevolence must be received by the Benevolence Committee in writing for their review, discussion and approval. Emergencies, should any present themselves, will always be dealt with on a one to one basis in order to allow immediate relief if deemed necessary. Such situations may be notified to any Officer or Board member, by the person sponsoring the request or the individual in need. Every effort will be made to accommodate all emergency requests.
- J. In the event a request for a donation, in a specified amount of money, is rejected by the Benevolence Committee, they must notify the sponsor of the request, in writing of the reasons for the rejection, and offer an alternative amount for consideration as the donation, should they deem it an appropriate action. The original sponsor making the request has the right to apply for reconsideration of any outright rejection or any lesser amount offered to be donated. If the second request is met by the Benevolence Committee with the same response as originally provided the sponsoring member may request review by the Officers and Directors and they will be invited to the next Board meeting in order to present their reasoning.

Article IV

The duties of the elected officers shall be as hereinafter described:

SECTION 1: The President

- A. The President of The Club shall preside at all meetings and shall preserve order and decorum.
- B. Upon installation as President they must appoint all Chairpersons of the following Committees:
 - 1) The Membership Committee
 - 2) The Financial Committee
 - 3) The Program Committee
 - 4) The Benevolence Committee
 - 5) The Media Committee

The Constitution and Bylaws of The Semantics

- C. The President must appoint or confirm the Board of Directors, no later than the April Board meeting. Notification to General Members shall be made in a timely manner by the Corresponding Secretary.
- D. The President may sign all checks drawn on The Club's treasury and shall sign all legal documents drawn by the Recording Secretary on approval by the Officers and Board of Directors. The President shall ensure that The Club's funds are deposited by the Treasurer in such bank accounts as may be determined necessary by the Officers and Directors.
- E. The President must appoint a Media Chairperson who shall be responsible for maintaining The Club's website. Further they are responsible to ensure that Club functions and events are updated and accurately displayed within the site. Their committee is further responsible for maintaining The Club's Facebook page and any additional social media outlet that may be found necessary or beneficial to The Club.
- F. When an Officer or Director is absent from three (3) consecutive meetings, without being excused, the President may declare that position to be vacant. For a vacant Officer position the Nominating Committee Chairperson shall be directed to search for a suitable replacement. A special election must then be held to fill the vacancy. For a vacant Director position the President may appoint a member to fill the vacancy.
- G. Immediately upon notification of a member's illness, disability or death the President, in conjunction with, Vice President and Benevolence Chairperson shall arrange an appropriate course of action for contacting the member or their family to provide assistance to the member or their family, if it is necessary. Remaining in contact with a sick or disabled member is a priority for all Officers, Directors and Members.
- H. The President shall appoint additional committee chairpersons as may be required from time to time.

SECTION 2: The Vice President

- A. The Vice President shall assist the President in preserving order and decorum at any meeting.
- B. The Vice President shall preside over meetings of The Club in the absence of the President

SECTION 3: The Corresponding Secretary

The Constitution and Bylaws of The Semantics

- A. The Corresponding Secretary shall attend to all correspondence of The Club and shall preserve copies thereof.
- B. The Corresponding Secretary shall, in coordination with the Treasurer, notify all members of the amount of any dues in arrears.
- C. The Corresponding Secretary shall be the custodian of all valuable papers of The Club and shall ensure their storage in a safe manner and place.
- D. The Corresponding Secretary shall be responsible for notifications to the Membership via regular mail or electronic mail (email).
- E. The Corresponding Secretary shall be responsible for receiving replies from membership on matters they are asked to vote on via electronic mail and notifying the proper party of the results of any vote.
- F. The Corresponding Secretary shall perform such other duties as may be reasonably requested of them.
- G. The Corresponding Secretary shall ensure the proper and complete turnover of all Club correspondence and property entrusted to his/her care and safekeeping.

SECTION 4: The Recording Secretary

- A. The Recording Secretary shall keep a full and accurate account of the proceedings of each and every meeting. (Minutes)
- B. At the start of each meeting The Recording Secretary shall read the minutes of the previous meeting.
- C. The Recording Secretary shall read all reports, bulletins and other communications required of them or considered necessary in their judgment to the members of The Club.
- D. The Recording Secretary shall perform such other duties as may reasonably be requested of him/her.
- E. The Recording Secretary shall turn over to their successor such books, papers and Club property that may have been entrusted to their care and safekeeping.

SECTION 5: The Treasurer

The Constitution and Bylaws of The Semantics

- A. The Treasurer shall keep accurate records of The Clubs financial dealings and transaction records.
- B. The Treasurer shall provide the Officers, Directors and Membership with a Treasury Report at each meeting.
- C. The Treasurer shall receive all monies due to The Club.
- D. The Treasurer shall deposit all Club funds in the appropriate bank account(s).
- E. The Treasurer, in coordination with the Corresponding Secretary, shall provide signed receipts for all monies donated to The Club.
- F. The Treasurer will, in addition to the President and Benevolence Chairperson hold authority to sign checks drawn from The Club's treasury.
- G. The Treasurer shall coordinate with the hired accountant to ensure timely filing of the annual tax return and Not- for-Profit reporting, in order to maintain our Federal 501C3 Not-For-Profit Status.
- H. The Treasurer shall perform other such duties as may be reasonably requested of them.
- I. The Treasurer shall ensure accurate turnover, to their successor, all documents, records, books and any Club property that has been entrusted to their care and safe keeping.
- J. The Treasurer will assist in the transition of signature authority for accounts, to their successor.
- K. The Treasurer will provide an accurate final accounting to their successor and all Officers and Directors, upon completion of their term of service.

SECTION 6: The Board of Directors

- A. The Officers and Board of Directors shall meet monthly in order to ensure smooth and efficient management of The Club's affairs.
- B. The immediate past President is automatically appointed to the Board for two consecutive terms. Each term shall be for a period of two (2) years.
- C. At the President's discretion the board shall consist of a minimum of five (5) members in good standing and a maximum of twelve (12).

The Constitution and Bylaws of The Semantics

- D. The term for a Board member is two (2) years.
- E. At the sitting Presidents discretion sitting Board Members may be asked to remain on the board for additional periods.
- F. The Board shall expedite the business of The Club and shall without protest be ready to submit their reports and minutes upon request or demand.
- G. The Board shall establish and set the amount for Annual dues and the method of notification and collection.

Article V

SECTION 1: The Membership

- A. The membership of The Club shall be composed of persons over twenty-one (21) years of age, who are deemed to be of good moral character.
- B. Each person desiring to become a member must have a member in good standing sponsor their application.
- C. In order for any application to be considered it must be accompanied by payment in an amount equal to one (1) years complete annual dues; which will be returned if an applicant is rejected by The Club.
- D. All applications for membership will be referred to the Membership committee whose responsibility it will be to review the application; and accept or reject the applicant. The Membership committee shall consist of three (3) members in good standing. If an applicant is rejected the Membership Committee must prepare a written report of why the applicant is being rejected and forward it to the Officers and Directors. An applicant, together with their sponsor has the right to appeal a rejection to the Officers and Directors. An applicant accepted for membership will be invited to attend the next general meeting and receive their Club pin.
- E. Club membership carries responsibility to be as actively involved as is humanly possible. Attendance at General Meetings, when held is considered a minimum requirement. Further, membership requires the payment of dues invoices upon presentation unless the member has requested a hardship relief for a valid reason. Scholarships may be granted by the Officers and Directors if found appropriate.
- F. Annual dues invoices shall include ten (10) Bonanza Raffle tickets for Regular members and eight (8) Bonanza Raffle tickets for Retired Members. The dues invoice will reflect the cost of these tickets

The Constitution and Bylaws of The Semantics

- G. Any member of The Club may resign their membership at any time by communicating their intentions to the Membership Committee or any Officer or Director.

Article VI

SECTION 1: Revisions

- A. Proposed additions, deletions, amendments and revisions to this Constitution and Bylaws must be submitted as a proposal to the Officers and Directors in order to provide them with the ability to conduct a review. The maximum time afforded for review will be thirty (30) days from the date the proposal is provided.
- B. Upon Completion of their review, they will approve or reject the proposed changes, Should the proposed changes be accepted The President will direct that a final version be prepared for the Officers and Directors signatures. In the event the proposed changes are rejected the author will be advised of the perceived additional changes necessary, or the specific sections (Article, Section, Paragraph and Sub-Paragraph) that need to be removed or revised. The maximum time afforded to complete any revisions for presentation for review is fifteen (15) days.
- C. Upon final review and acceptance of the proposed changes, a final copy will be presented to the Officers and Directors via electronic mail and a hard copy will be presented at the next Board Meeting for signature. The maximum time afforded for this process will be fifteen (15) days.
- D. Upon signing by all Officers and Directors the President will direct the Corresponding Secretary to notify the membership via electronic mail. The maximum time afforded for this entire process; from first proposal to completion is sixty (60) days or the proposal will be considered null and void.

Article VII

The Corporation is organized exclusively for charitable purposes, within the meaning of section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

Article VIII

No part of the earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors or other private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered

Directors

Joseph Auci	_____
Melvyn Birnbaum	_____
Joel Ditkowsky	_____
Charles Merendino	_____
Clement Igneri	_____
Lee Cook	_____
Gary Scibelli	_____
Philip DiChiara	_____
Carl Soller	_____
Joseph Cozza	_____
Nicholas Mascia	_____
John McPartland	_____