

BY-LAWS OF THE NAPOLEON CIVIC CENTER

ARTICLE I IDENTIFICATION

Section 1. 1– Name

The name of the organization shall be NAPOLEON CIVIC CENTER (hereinafter referred to as “NCC”).

Section 1. 2 — Fiscal Year

The fiscal year of the NCC shall be the beginning of the first day of July and end at the close of the last day of June next succeeding.

ARTICLE II PARTICIPATION IN THE NAPOLEON CIVIC CENTER

Section 2.1– Membership

a) An individual member must be at least 18 years of age, show an interest in the mission and goals of the NCC, and be willing to actively serve on one or more of the standing or ad hoc committees.

Section 2. 2– Admission to membership

b) The trustees will prescribe the manner in which the application may be made for membership.

Section 2. 3 — Liability of Members

c) No member of this corporation will be personally liable for its debts, liabilities, or obligations, nor subject to any assessment.

ARTICLE III MEETINGS OF MEMBERS

Section 3. 1–Annual Meeting

An annual meeting of members for the election of trustees and any other corporate business as may come before the meeting. The meeting will be held in August in each year at a time and place determined by the board of trustees. If the fixed day of the meeting is on a legal holiday, the meeting will be held the next succeeding day. If the election of trustees is not held on the day designated, the board of trustees will cause the election to be held at a special meeting of members conducted as soon as may be convenient. Reasonable notice of the annual meeting shall be given to all members. At the annual meeting, all committees shall make a complete report to all members present.

Section 3.2–Special Meetings

Special meetings may be called by the president, any member of the board of trustees, or not less than one fourth of all the members in good standing.

Section 3.3–Place of Meeting

The board of trustees may designate any place as the place of meeting for any annual or special meeting of members.

Section 3.4–Notice of Special Meetings

A written or printed notice, stating place, day, and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered, emailed, or mailed by the secretary or by the officers or persons calling the meeting, to each member at least seven days before the date of the meeting. Attendance at any meeting shall constitute waiver of notice of such meeting.

Section 3.5–Quorum

At any meeting of the NCC membership for which notification has been duly made the voting members present shall constitute a quorum.

Section 3.6–Voting at Meetings

Pursuant to Article III section 3.1, the right to vote shall be determined by membership and attendance at the meeting. Proxy and absentee voting will not be allowed. Votes shall be cast and counted as follows:

Individual membership	One (1) vote per membership
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ARTICLE IV
TRUSTEES

Section 4.1–Number

The authorized number of trustees will be *a minimum of nine (9). (Amended 11/2/2020)*

Section 4.2–Qualifications of Trustees

Trustees must be members of the corporation and must be residents of Henry County.

Section 4.3–Term of Office

The initial trustees named in the articles of incorporation as the first board of trustees will hold office until June 2017. The board of trustees selected on June 2013 shall serve staggered terms three years. No member of the board of trustees shall serve longer than two (2) consecutive terms.

Section 4.4–Powers

Except as otherwise provided in the article of incorporation, or by law, the powers of this corporation will be exercised, its properties controlled, and its affairs conducted by the board of trustees, which may, however, delegate the performance of any duties or the exercise of any powers to officers and agents as the board by from time to time, by resolution, designate.

Section 4.5–Replacement of Trustees

a) Whenever a vacancy exists on the board of trustees, whether by death, resignation, or otherwise, the vacancy will be filled by appointment by the majority of the remaining trustees at a regular or special meeting of the board. Any person appointed or elected to fill the vacancy of a trustee will have the same qualifications required of the trustee whose office was vacated.

b) Any trustee may be removed, with or without cause, by the vote of two-thirds of the members of the board of trustees at a regular meeting or at a special meeting called for that purpose. At any such meeting, any vacancy caused by the removal may be filled as stated above.

c) Any person elected to fill a vacancy in the board of trustees will hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated above.

d) A trustee may resign at any time by filing his/her written resignation with the Secretary.

Section 4.6—Compensation

No member of the board of trustees will receive any compensation for the corporation.

Section 4.7—Removal

At a meeting of members expressly for that purpose, trustees may be removed in the manner provided in this section, unless otherwise provided. Any or all members of the trustees may be removed, with just cause, by a two-thirds majority vote of the members present at the special meeting.

Section 4.8—Annual Meeting

The board of trustees shall meet each year immediately after the annual meeting of the members at the place where such meeting of the members had been held, for the purpose of organization, and consideration of any other business that may be brought before the trustees. No notice shall be necessary for the holding of this annual meeting.

Section 4.9—Other Meetings

Other meetings of the trustees will be held at the discretion of the officers.

Section 4.10—Quorum

At any meeting of the trustees, the presence of five (5) of the total number of trustees shall constitute a quorum for the transaction of any business.

Section 4.11—Organization

The President and in his/her absence, the Vice President and in their absence, any trustee chosen by the trustees present, shall call a meeting of the board of trustees to order, and shall act as Chairman of such meetings. In the absence of the Secretary, the presiding officer may appoint a trustee to act as Secretary of the meeting.

Section 4.12—Order of Business

- 1) Roll Call of trustees and sign in of members present
- 2) Reading of the Minutes
- 3) Reports of Officers
- 4) Reports of committees
- 5) Unfinished business
- 6) New Business

Any action required or permitted to be taken at any meeting of the board of trustees or of any committee thereof may be taken without a meeting if prior to such action a written consent is filed with the minutes of the proceedings of the board or committee.

ARTICLE V OFFICERS

Section 5.1–Designation of Officers

The officers of the corporation will be president, a vice president, a secretary, and a treasurer. The officers to have the authority and perform the duties prescribed by the board of trustees. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 5.2–Election and Term of Office

The officers of this corporation will be elected annually by the board of trustees at the regular annual meeting of the board of trustees. New offices may be created and filled at any meeting of the board. Each officer will hold office until his successor has been duly elected. (majority vote)

Section 5.3–Removal

Any officer elected or appointed by the board of trustees may be removed by the board of trustees whenever in its judgment the interests of the corporation would be best served. (2/3 majority vote)

Section 5.4– Vacancies

A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the board of trustees for the unexpired portion of term.

Section 5.5–President

The president will be the chief executive officer of the corporation, and will exercise general supervision and control over all activities of the corporation.

The president:

- a) Will preside at all meetings of members and trustees
- b) May sign, with the secretary or other officer duly authorized by the board of trustees, contracts or other instruments the execution of which has been authorized by the board of trustees, except in cases where the signing and execution of instruments has been expressly delegated by the board of trustees, by these regulations, or to some other officer or agent of the corporation by law;
- c) Will perform all other duties generally incident to the office of president and prescribed by the board of trustees.

Section 5.6–Vice President

In the absence of the president or in the event of the president's inability or refusal to act, the vice president will perform the duties of the president and when so acting, will have all the powers of and be subject to all the restrictions on, the president. Any vice president will perform additional duties assigned by the presidents or by the board of trustees.

Section 5.7–Treasurer

- a) The treasurer of the board of trustees shall be responsible for accounting duties in the normal course of business for the NCC and for safekeeping any money which is not held by said NCC.
- b) The treasurer is subject to audit by the officers at any given time. The officers shall perform an annual audit of the finances of NCC. The results of this audit shall be presented at the annual meeting of the members. A written copy of the audit shall be made available to any member upon request.
- c) Bonding for the treasurer will be determined by the board of trustees.

Section 5.8–Secretary

The secretary shall keep minutes of all proceedings of the voting members and the trustees and to make proper record of the same which shall be attested by him/her and to sign all documents required by the board of trustees or by law.

ARTICLE VI
COMMITTEES

Section 6.1–Committees

The board of trustees shall have the power to appoint committee and committee chairpersons and designate certain powers and responsibilities, not specified in the by-laws, for said committees. The committees shall be standing or temporary, as the board of trustees deem appropriate. A member of the board of trustees can be chosen by the president of the board of trustees to chair each of the designated standing committees.

ARTICLE VII
AMENDMENTS

Section 7.1–Amendments

The by-laws may be adopted, amended, or repealed at any meeting of the general membership by a two-thirds majority vote of the members present at said meeting. Proposed changes in the by-laws shall be made known to all members through procedures prescribed in Article III section 3.1 and 3.4 at least two (2) weeks prior to said meeting.

ARTICLE VIII
MISCELLANEOUS

Section 8.1–Amendments

In the event of the disillusionment of the corporation any remaining recognized donor money, less expenses, will be either returned to the donor or forwarded to a suitable charitable organization.

9/5/12