

BYLAWS OF THE SEWANEE CIVIC ASSOCIATION

Article I – Name

The name of the organization shall be the Sewanee Civic Association (SCA).

Article II – Purpose

The purpose of the SCA is to foster a well-informed, harmonious and dynamic greater Sewanee community by providing a forum for community issues and social interaction, by managing the Sewanee Community Chest and the Sewanee Classifieds, and by sponsoring projects deemed by the membership to be beneficial to the community. SCA is the sponsoring organization of Cub Scout Pack 152.

Article III – Members

SECTION 1. Membership.

Membership in this organization shall be made available without regard to race, color, sex, creed, or national origin. All persons interested in the concerns of the greater Sewanee community are encouraged to join.

SECTION 2. Eligibility.

Persons become members upon payment of annual dues. An active member is a member who has physically attended at least one meeting in the past 12 months and paid the annual dues. All active members are eligible to vote.

SECTION 3. The Executive Board of Directors shall establish the dues and benefits of membership.

Article IV – Officers and Elections

SECTION 1. Officers and directors.

The officers shall be a president, vice president, secretary, and treasurer.

- A. President. The president shall preside at all meetings of the Association and at all meetings of the Board of directors. The president shall appoint all committees unless otherwise provided by the resolution creating the same or by the bylaws. The president shall be the executive head of the Association and charged with the duty of seeing that the objects and purposes of the Association are carried out.
- B. Vice President. The vice-president shall act as chair of the program committee and assume the powers and duties of the president in the president's absence.
- C. Secretary. The secretary shall keep a complete record of the minutes of the Association, keep an accurate roster of all members of the Association, give notice of the meetings of the Association and keep a record of attendance at all meetings of the SCA. The secretary shall attend to all correspondence of the Association and perform all other duties ordinarily pertaining to the office.
- D. Treasurer. The treasurer shall have the care and custody of all funds and securities of the SCA, except as otherwise provided. Treasurer shall collect all dues and other monies payable to the Association, and make all payments as directed by the Board of directors. The treasurer and/or the president shall sign checks issued by the SCA. Said funds and securities shall be kept on deposit in the name of the Sewanee Civic Association in a bank designated by the Board of directors. The treasurer shall present a financial statement at each meeting of the Association and as requested by the president. The Board shall secure the services of an independent auditor or auditing committee to ~~annually~~ regularly review the finances of the Civic Association.

The Board of Directors shall consist of the four officers above named ex officio, the immediate past President of the Association, the Director of the Sewanee Classifieds, ~~the Community Chest Administrator~~ and a Member at Large. **In the event that the immediate past President of the Association is not willing to serve, an additional Member at Large may be added instead.**

SECTION 2. Tenure

Directors shall serve a term of one year from the date of their election. A full term shall be considered to have been served upon the passage of one annual meeting. Directors shall take office immediately following the close of the annual meeting at which they are elected. No Director shall serve more than three (3) consecutive terms. Fulfilling an incomplete term is not considered part of the term limit. Directors can serve staggered terms to balance continuity with new perspective.

SECTION 3. Nominations and Elections.

The Board of Directors will serve as the Nominating Committee. Nominations for the next year's officers may be submitted to the Board from January 1 until the meeting prior to the annual meeting.

The officers and the member at large of the Association shall be elected at the annual meeting.

The Executive Board shall appoint the Director of Sewanee Classifieds and [Community Chest Administrator](#). Officers and directors shall take office at the conclusion of the annual meeting and shall hold office for one year or until successors are elected. Each person elected shall hold only one office at a time. The Executive Board shall appoint a Classifieds Committee at its discretion from the active membership. The remaining members of the Executive Board shall fill a vacancy in the Board of Directors.

SECTION 4. Presidential Succession

In cases of temporary absence, the succession shall be Vice President, Treasurer, and then Secretary. In the event that the elected President is unable to fulfill his/her term, the Vice President shall become President. The Vice President position shall not automatically succeed to the President. Any active member shall be a candidate for President.

SECTION 5. Removal From Office.

Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting of the active membership where previous notice has been given.

Article V – Meetings

SECTION 1. The annual meeting of the Association shall be held in the Spring. The Board shall produce and submit an annual report for review by membership at least 30 days prior to the annual meeting, and this shall have a proposed budget for the following year.

SECTION 2. There shall be a minimum of four regular meetings per year.

SECTION 3. Special meetings of the Association may be called at any time by the president, the Executive Board of Directors or by one-third of the active members.

SECTION 4. Regular Association meetings shall be announced within at least three days of the meeting.

SECTION 5. Quorum.

Four members of the Board of Directors shall constitute a quorum. Voting is by two-thirds majority of active members present unless otherwise specified in these Bylaws.

SECTION 6. Email Voting

1. In rare instances, board actions may be taken by email by an affirmative vote of at least two thirds of the officers currently in office.

2. If an item for board action is best addressed before the next board meeting, the following factors will be considered by the president before determining whether to ask for an action by email:

- (a) How soon a decision is required.
- (b) Whether the decision would be better made after further discussion and/or whether alternatives should be considered.
- (c) Whether all officers have sufficient information to make an informed decision.

3. If after considering the above factors, the president determines it would be best to take the action by email, the president will email the proposed action to all officers at their respective email addresses.

4. The emailed proposal does not require that an officer declare that he or she is making the motion or for another officer to declare a second to the motion.

5. The email shall request that each officer vote by email reply to all officers that he or she:

- (a) is in favor of the proposed action or
- (b) is opposed to the proposed action or
- (c) requires additional information or discussion before casting a vote.

6. If the action is approved by affirmative vote of at least two thirds of the officers currently in office, all officers shall be sent immediate notice of the approval including the text of the proposed action and its effective date and time.

7. At the first board meeting following the email vote, all officers present will be asked to sign a document containing both the proposed action and a list of directors' votes to confirm the email votes.

8. The proposed action and the list of votes shall be entered into the minutes of the next board meeting. The signed resolution will be retained with the minutes of the meeting.

Article VI – Executive Board

SECTION 1. Membership.

The Executive Board of Directors of the Association shall be six in number and consist of the four officers above named ex officio, the immediate past President of the Association, and a Member at Large.

SECTION 2. Duties.

The duties of the Executive Board shall be to transact business between meetings in preparation for the general meeting, create standing rules and policies, create standing and temporary committees, prepare and submit a budget to the membership, approve routine bills, and prepare reports and recommendations to the membership.

SECTION 3. Quorum.

Four members of the Executive Board shall constitute a quorum.

Article VII – Committees

SECTION 1. The Board of Directors shall discuss and approve the appointment of such other committees as may be necessary to realize the objectives of the Association.

SECTION 2. Membership. Committees may consist of active members and Board members, with the president acting as an ex officio member of all committees.

SECTION 3. Standing Committees. The following committees shall be held by the organization: Community Chest, Classifieds, [Meetings](#), Audit, Investment, and sponsor of the Cub Scout Pack 152.

SECTION 4. Additional Committees. The Board may appoint additional committees as needed.

Article VIII – Finances

SECTION 1. A budget shall be presented in the ~~fall~~ annual meeting for each year and approved by a two-thirds majority vote of the active members present.

SECTION 2. The treasurer shall keep accurate records of any disbursements, income, and bank account information.

SECTION 3. The Board of Directors shall approve all expenses of the organization.

SECTION 4. Two authorized signatures shall be required on each check over the amount of \$500. Authorized signers shall be the president and treasurer.

SECTION 5. The treasurer shall prepare a financial statement at the end of the year, to be reviewed by the Audit Committee.

SECTION 6. Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, spent for the benefit of the community.

SECTION 7. The fiscal year shall be August 31, previous year through September 1, next year.

Article IX - The Community Chest

SECTION 1. The purpose of the Sewanee Community Chest campaign is to raise funds for local organizations that serve the common good. An important function of the campaign is to minimize the need for excessive area fundraising by many groups; therefore, organizations receiving funds are expected to acknowledge support from the Sewanee Community Chest in other area fundraising efforts.

The Sewanee Community Chest does not allocate funds to those organizations that discriminate on the basis of race, creed, sex, or national origin.

SECTION 2. The Executive Board shall nominate a Community Chest Administrator to be approved by two-thirds of the active membership at the annual meeting. The board shall appoint a Community Chest Administrator at its discretion from the active membership.

F. The Community Chest Administrator shall oversee all operations of the Community Chest, including reviewing the reports from the Community Chest treasurer. Additionally the administrator shall be responsible for documenting donations and documenting progress of Community Chest fundraising campaigns.

G. The Community Chest Administrator shall provide a fundraising progress statement for every regular meeting of the Association. Upon request, a full report shall be made available to the board within five working days.

SECTION 3. Each fall the Board of Directors shall conduct the Sewanee Community Chest fund solicitation for the following calendar year. The Board is responsible for managing the solicitation, collection, and disbursement of all community chest funds. It is expected that the major solicitation will have been made before October 15 and that the majority of funds will have been received by June 1.

SECTION 4. The president shall nominate a Community Chest treasurer to be approved by the Board.

- A. The Community Chest treasurer shall have custody of all funds and financial papers of the Community Chest. The treasurer shall collect, record and deposit donations, keep a full and accurate account of receipts and expenditures, and disburse funds as approved by the executive Board and active membership.
- B. The Community Chest Administrator shall meet with the Community Chest treasurer at least once a month to discuss Community Chest matters.
- C. The Community Chest treasurer shall provide a financial statement for every regular meeting of the Association. Upon request, a full report shall be made available to the Board within five working days.
- D. The Community Chest treasurer is responsible for filing the appropriate Federal and State tax returns in a timely matter.
- E. The Community Chest treasurer may be paid for work at the discretion of the executive Board.

SECTION 5. ~~The president~~ The Executive Board of Directors may appoint at least two Community Chest Stewards who will work with the Board on campaign marketing ideas, soliciting donations, creating tax receipts and performing other duties as needed.

SECTION 6. ~~The president~~ The Executive Board of Directors shall appoint a financial specialist to head an Investments Committee that will oversee the Sewanee Civic Association Community Chest Endowment Fund investments and provide reports upon request to the Board.

SECTION 7. Disbursement of funds. The Executive Board will publish a grant policies and procedures document that will be reviewed annually by the membership. In principle, this document shall ensure accountability on the part of all those organizations receiving funding. Applicants for grants will make formal requests, including the purpose of the grant and the timeline for spending the grant. At the conclusion of the grant period, grantees will provide reports as specified in the grant policies and procedures document. Grantees that do not report on the use of the funds will not be eligible for new grants.

Article X – Parliamentary Authority

Robert’s Rules of Order shall govern meetings when they are not in conflict with the organization’s bylaws.

Article XI – Standing Rules

The Executive Board may approve standing rules, and the secretary shall keep a record of the standing rules for future reference.

Article XII – Dissolution

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of those present at the meeting.

Article XIII – Amendments

Amendments to these bylaws may be proposed at any meeting of the Association and shall be acted upon at the following meeting where the amendment may become a bylaw with a two-thirds vote of those present. Article

XIV – Conflict of Interest Policy

SECTION 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2. Definitions.

- A. Interested Person. Any director, principal officer, or member of a committee with governing Board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
- B. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

SECTION 3. Procedures.

- A. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing Board-delegated powers who are considering the proposed transaction or arrangement.
- B. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide whether a conflict of interest exists.
- C. Procedures for Addressing the Conflict of Interest.
 - i. An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the governing Board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- D. Violations of the Conflict of Interest Policy.
 - i. If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. Records of Proceedings.

The minutes of the governing Board and all committees with Board delegated powers shall contain

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

SECTION 5. Compensation.

- A. A voting member of the governing Board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION 6. Annual Statements.

Each director, principal officer, and member of a committee with governing Board-delegated powers shall annually sign a statement, which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that the organization is charitable and that in order to maintain its federal tax-exempt status it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

SECTION 7. Periodic Reviews.

To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

SECTION 8. Use of Outside Experts.

When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring that periodic reviews are conducted.

Article XV - The Sewanee Classifieds

SECTION 1. The purpose of the Sewanee Classifieds is to foster a well-informed, harmonious, and dynamic greater Sewanee community by providing an email forum. This website is open to all community members, and hosts two email distribution lists: a yearly subscription to the Sewanee Classifieds, and Announcements Only (free).

SECTION 2. The SCA charges a small annual fee to subscribe to the Sewanee Classifieds. A small annual fee of \$10 per person (email) is required to participate in the Sewanee Classifieds. Membership to the Association provides for complementary membership to the Sewanee Classifieds. Membership to Classifieds will be deleted if payment is not received on a yearly basis from current members. For new members, payment is required before Classifieds will be activated.

SECTION 3. The Board shall nominate a Director of Classifieds to be approved by two-thirds of the active membership at the annual meeting. The board shall appoint a Classifieds Committee at its discretion from the active membership.

- F. The Director of Classifieds and the SCA treasurer shall have custody of all funds and financial papers of

the Sewanee Classifieds. The treasurer shall collect, record and deposit fees, keep a full and accurate account of receipts and expenditures, and disburse funds as approved by the executive board and active membership.

- G. The SCA treasurer shall provide a financial statement for every regular meeting of the Association. Upon request, a full report shall be made available to the board within five working days.
- H. The SCA treasurer is responsible for filing the appropriate Federal and State tax returns in a timely matter.
- I. The Director of Classifieds is responsible for maintaining the website making the membership as current as possible.
- J. The Director of Classifieds shall send to classifieds membership notices of fees due, and at the discretion of the SCA board and/or appointed committee when violations of policies have been executed.
- K. The Director of Classifieds, SCA board and/or appointed committee shall make sure the Acceptable Use Policy is being followed by Sewanee Classifieds members.

SECTION 4. Sewanee Classifieds members shall adhere to the Acceptable Use Policy (Appendix 1). Violation of the policies may result in warnings, suspensions, or termination of the user's account.

- A. Violations of the email distribution lists and acceptable use policy shall be determined by the Director of Classifieds, SCA board and/or appointed committee with notice being given to the Director of Classifieds, SCA board and/or appointed committee.
- B. Warnings, suspensions, or termination of the user's account will be handled by the Director of Classifieds, SCA board and/or appointed committee. Action may be taken with approval from the Director of Classifieds, SCA board and/or appointed committee.
- C. Communication to the Director of Classifieds, SCA board and/or appointed committee of warnings, suspensions or termination of the user's account may be handled through emails, phone calls, meetings, or letters.
- D. Classifieds members found to be in violation of the Acceptable Use Policy will be notified by email.

Article XVI -The Investment Committee

SECTION 1. The purpose of the Investment Committee is to oversee the Sewanee Civic Association Community Chest [Endowment](#) Fund.

SECTION 2. The Board shall appoint a financial specialist to head an Investments Committee that will oversee the Endowment Fund investments and provide quarterly reports to the Board.

SECTION 3. The Sewanee Civic Association Community Chest [Endowment](#) Fund was created in 2009 out of the Community Chest budgetary surplus. Ninety percent of the surplus was placed into an endowment fund and 10 percent was designated in a reserve fund.

- A. Any future surpluses will be rolled into this fund and distributed likewise, according to the 90/10 percent model. The interest from the endowment fund will be re-invested into the fund as an annual gift.
- B. The [Endowment](#) fund cannot be divested unless there is a two-thirds vote of the active membership present at a regular meeting. Notice of a proposed vote regarding a potential divestment of the [Endowment](#) Fund should be made public at least two weeks prior to the date of the vote. CA standing [Endowment](#) Fund Committee will be appointed by the Board and will meet no less than yearly.
- D. Portfolio that generates 4.5 percent income with an edge to a conservative risk tolerance.

Appendix 1 Classifieds

This Sewanee Civic Association is responsible for managing Classifieds, a community-oriented email list that anyone can join. By requesting to join, you are agreeing to the policies set forth by the Sewanee Civic Association and understand that any infringement of these policies could result in suspension or permanent removal from the group. The Acceptable Use Policy can be found here: <http://sewaneecivic.org/sewanee-classifieds/acceptable-use-policy/>. The mailing list is email based and requires that users provide a name and email address to be registered with the mailing list.

Subscription to the Sewanee Classifieds is \$10 per year and must be renewed annually during the October renewal period. Membership to Classifieds provides for complimentary membership to the Sewanee Civic Association, which sponsors Classifieds. Payments may be made via the online options available at <http://sewaneecivic.org/sewanee-classifieds/> or a check mailed to: SCA, PO Box 222, Sewanee TN 37375. Notifications regarding renewal will be sent at the beginning of October. If payment is not received by the end of October, individuals will be removed from the list. Individuals will be contacted before any account is deleted.

Changes to the administration of Classifieds, its membership dues and process, and the acceptable use policies may be made at any time by majority vote of Sewanee Civic Association board members.

Appendix 2 Opportunity Fund

March 12, 2009 minutes

Sewanee Civic Association Community Chest Opportunity Fund 90 percent in an endowment and 10 percent in a reserve fund.

The interest from the endowment fund will be re-invested into the fund as an annual investment.

The opportunity fund cannot be divested unless there is a two-thirds majority vote from dues paying members.

Any future budget surpluses will be rolled into the Sewanee Civic Association Community Chest Opportunity Fund going forward.

A standing Opportunity Fund Committee will be appointed by the president of the Civic Association and should plan to meet not less than yearly.

April 6, 2009 minutes

The Sewanee Civic Association Community Chest Opportunity Fund will be created of our current \$130,000 budgetary surplus. 90% of this amount will be put into an endowment fund and 10% will be designated in a reserve fund. Any future surpluses will be rolled into this fund and distributed likewise, according to the 90/10% model. The interest from the endowment fund will be re-invested into the fund as an annual gift. The Opportunity Fund cannot be divested unless there is a 1/3 vote of dues-paying members present from the Civic Association membership at large. A standing Opportunity Fund Committee will be appointed by the president of the Civic Association and will meet no less than yearly.

Amended: The opportunity fund cannot be divested unless there is a two-thirds vote of those dues-paying members present of the Civic Association at large at a regular meeting. Notice of a proposed vote regarding a potential divestment of the Opportunity Fund should be made public at least two weeks prior to the date of the vote.

May 4, 2009 minutes

Investment committee Bill Harper, Lizzie Duncan, Bill Davis, Nancy Burnett, Jay Fisher, Rick Ball and Doug Williams

Portfolio that generates 4.5% income with an edge to a conservative risk tolerance.