

GUARDIANS OF GALLIFREY

Club Constitution

ARTICLE I -- NAME OF CLUB

The name of this organization shall be the GUARDIANS OF GALLIFREY, hereafter referred to as the Club.

ARTICLE II -- PURPOSES AND LIMITATIONS

Section 1. Purposes

- 1.01 To Provide a forum for those interested in Doctor Who to meet and exchange information and ideas.
- 1.02 To encourage television stations to broadcast Doctor Who in our area.
- 1.03 To Provide support for any station which does broadcast Doctor Who in our area.
- 1.04 To encourage the organizing bodies of Science Fiction and Fantasy conventions to include celebrities and activities related to Doctor Who.
- 1.05 To Provide support to those organizations described in Section 1.04 which include Doctor Who in their activities, up to and including the organization of conventions by the Club.

Section 2. Limitations

The Club shall not undertake any action or practice which would cause it to be no longer eligible for exemption from the payment of federal income taxes as a tax-exempt organization within the meaning of section **501(c)(7)**--not-for-profit, tax-exempt--of the Internal Revenue Code of 1954 as amended, or the corresponding provisions of any future United States revenue law.

ARTICLE III -- ORGANIZATION

The Guardians of Gallifrey is organized as a club for Doctor Who fans.

ARTICLE IV -- QUORUM

Section 1. Members

One-third (1/3) of the members of the Club, not including subscription members, shall constitute a quorum at a general or special meeting. A majority vote must include at least one- third (1/3) of members.

Section 2. Club Council

Two-thirds (2/3) of the Club Council, including properly registered proxies, shall constitute a quorum. A majority vote must include at least half of the total number of Council members, plus one.

ARTICLE V -- MEMBERSHIP

Section 1. Classes of Membership

1.01 There shall be three classes of membership:

1.01.1 Subscription Membership

1.01.2 Regular Membership

1.01.3 Family Membership

1.02 Subscription membership will be issued to an address.

1.03 Regular membership shall be granted to an individual.

1.04 Family memberships shall be issued in the last name of a family.

1.05 Dues may be transferred from one member to another when requested by the payor and approved by the Club Council.

Section 2. Description

2.01 Subscription membership will be issued to any person who pays for the sole purpose of receiving a newsletter. Members of this type will not have a vote or be eligible to win prizes other than raffled items and may not hold Office or Council positions. They also are not permitted membership discount prices on items sold by the Club.

2.02 Regular membership entitles an individual to receive the monthly newsletter and other Club publications, have voting privileges, hold Office or a Council position and participate in officially sponsored Club activities, including winning prizes purchased by the Club, and may receive membership discounts on items sold by the Club.

2.03 Family memberships will be granted to all persons in the immediate family of an individual whose name the membership is in. All the privileges of Regular Membership will be granted, with these exceptions: only one copy of Club publications per family, and only two votes per family.

Section 3. Application for Membership

3.01 All persons interested in membership must pay dues to the Treasurer according to membership status requested, and provide necessary information regarding their name and mailing address. A receipt shall be given if requested.

3.02 Other than payment of dues and prohibitions on behavior described in Article V, Section 4.01, there shall be no restrictions regarding membership in the Guardians of Gallifrey.

Section 4. Suspension or Termination of Membership

4.01 The general membership shall have the power to suspend or expel from the Club any member for conduct which may endanger the lives or property of Club members while participating in Club activities, violate the requirements of our 501(c)(7) status, or damage the reputation of the Club and its members. Such action shall be taken only after due notice, in writing, has been given to the member in question; after which the general membership, at the next general meeting will vote regarding the suspension. Suspended members may petition the Club for reinstatement after a period of time specified by the general membership. Terminated members will be entitled to a prorated rebate on membership dues paid.

4.02 A Hearing may be held at the request of the member in question. Said member will be notified two weeks in advance of the hearing date, which will be held at the following general meeting. In the event that the member does not show up for the hearing and does not contact the Council to obtain a later hearing date due to his/her excused absence, he/she will be suspended from membership immediately.

Section 5. Removal of Officers or Councilors from Positions

5.01 A Club Officer or Councilor can be suspended from the Council by a two-thirds majority vote of the general membership. The member in question cannot vote. Council members can be suspended for poor attendance of business meetings (more than one absence for which there is no satisfactory explanation, or more than three absences total), using the Club's name to his/her personal advantage, gross neglect of duties, misuse of Club funds, or behavior described in Article V, Section 4.01. The member in question may request a Hearing, as described in Article V, Section 4.02.

5.02 A Council member suspended from duties may not conduct any Club business or participate in Club Council activities. The suspension or removal of the Council member will be published in the next newsletter and additional notice, if necessary, will be given to members of the public with whom the Club has contact.

ARTICLE VI -- MEETINGS

Section 1. Elections

Annual elections of Officers and Councilors shall be held once each year, during the December general meeting. Club members shall be notified by newsletter at least **five days** prior to this meeting. Said newsletter shall contain a ballot to enable members to vote by mail. In the event a newsletter is not available, it shall be the duty of the Secretary to notify all current members and provide them with ballots by the time of the meeting.

Section 2. Business Meetings

The Club Council shall meet a minimum of **twelve** times each year. The time, date and location of each meeting shall be determined by a majority of the Council, but must be open, advertised, and accessible to the general membership. Notice of details of the business meeting must be placed in the newsletter at least **five** days prior to the meeting date.

Section 3. General Meetings

There shall normally be **twelve** General Meetings of the Club. The time and place of the meeting shall be chosen by the Club Council. All members shall be notified at least **five** days in advance as to the time, place, and directions to each meeting. In the event of an unusual change in meeting date (time, day, or week), members shall be notified at least **thirty** days in advance. In the event an emergency causes a meeting to be rescheduled with less than thirty days' notice, Council may chose a date for rescheduling provided they have contacted all local membrs as soon as possible, and have received approval of the new date or time from a majority of these members.

Section 4. Special Meetings

Special meetings may be held at any time upon the authorization of the Club Council, or by written request of 50 percent of the Club members. Notice of special meetings shall be sent to the members of the Club at least **thirty** days in advance of the meeting, except that the Council may use the emergency measures specified in Section 3. as an alternative method of notification.

ARTICLE VII -- GOVERNING BODY

The governing of this Club shall be granted by the general membership, and vested in the Club Council.

Section 1. Officers and Councilors

The elected Officers of the Club shall be President, Vice-President, Treasurer and Secretary. Council members **must** have paid dues for the current fiscal year. Any Council member whose dues become delinquent will be suspended from their duties. The Treasurer will provide upon request to any member his/her own status concerning dues.

- 1.01 The President shall be the Chief Executive Officer of the Club. The President shall preside at all meetings of the Club and its Council. It shall be the duty of the President to exercise general supervision over the activities and welfare of the Club and keep in constant touch with other Club Officers and Councilors relative to matters of policy.
- 1.02 The Vice-President shall, in the absence of, or during the incapacity of, the President, perform all duties and assume all responsibilities of the President. It shall be the responsibility of the Vice-President to coordinate the activities of all Club committees. If in the event that the President steps down or is removed from office, the Vice-President

shall become President for the remainder of the fiscal year.

- 1.03 The Treasurer shall receive and disburse the funds of the Club, and shall keep and preserve proper vouchers and books of accounts, which shall be open to inspection by the Club Council and general membership and subject to audit at any time by an Auditing Committee duly appointed by the Club Council. The Treasurer shall deposit Club funds in the Club account and shall disburse money only for approved investments in accordance with procedures approved by the Club Council, and in keeping with the requirements of Article VII, Section 1.03. The Treasurer shall submit a monthly financial report to the Club Council, a copy of which shall be available to the general membership at the following general meeting. A quarterly report shall be distributed to the general membership via the newsletter.
- 1.04 The Secretary shall take minutes and record attendance of all monthly Club Council meetings; copies of this information shall be made available for viewing at the following general meeting. All Club records, except financial and committee records, shall be under the control of the Secretary. The Secretary shall be required to keep such records and prepare such reports as may be requested by the Club Council. The Secretary must upon leaving office surrender all records to his/her successor.
- 1.05 Councilors shall attend business meetings and vote on Club issues; they shall attend general meetings in order to keep in touch with the general membership, so as to represent them adequately at business meetings. Councilors may be asked to chair various committees.

Section 2. Club Council

- 1.01 The Club Council shall consist of the **four** elected Officers and a minimum of **four** regular members for a membership of **fifty** or less. **One** additional Councilor shall be added for each additional **twelve** members. The maximum number of Council members shall be **fifteen**.
- 1.02 Officers and Councilors shall be elected prior to the end of the Club fiscal year by the Club membership. An Officer shall serve for a term of **one** year and until his or her successor is elected. The President, Vice-President, and Treasurer must be at least **eighteen** years of age. The Secretary and Councilors must be at least **sixteen** years of age. A Councilor shall serve for a term of **one** year and until his or her successor is elected. Newly elected Officers and Councilors shall take office on the first day of the new fiscal year. No person shall hold more than one elected position in the Club at any time, except as specified in Article VII, Section 1.04.
- 1.03 The Club Council shall manage the affairs and assets of the Club, with the advice of the general membership. A portion of all monies in the Club's general fund shall be retained to cover the cost of providing newsletters to all current members. A majority of the Council members present at a duly called meeting with a quorum present shall approve all

expenditures, but never more than available funds. Separate accounts may be maintained for special projects (marketing of items, video production, etc.).

- 1.04 In the event of the vacancy of a Councilor's position, the position shall remain vacant until the next general meeting, when the members in attendance shall vote on a replacement Councilor. In the event that an Officer position becomes vacant, it will be filled by another Council member (chosen by vote of the Council) until the next general meeting, when the members in attendance shall vote on a replacement Officer. In the event a position on the Council becomes vacant after the October general meeting, the position shall be filled by another Council member, if an Officer position, or shall remain vacant, if a Councilor position, until the December general election. The exception to this policy of filling vacancies shall be the position of President; which, if it becomes vacant, shall immediately be filled by the Vice-President for the remainder of the fiscal year.

2. Dissolution

In case of the dissolution of the Club, the final general meeting shall take place, during which a vote shall be taken as to how to disburse any monies remaining in the Club's account.

ARTICLE VIII -- ACQUISITION AND MANAGEMENT OF FUNDS

Section 1. Management of Assets

The Club Council shall manage the assets and property of the Club.

Section 2. Funds

Funds may be raised by yearly dues or in any other manner chosen by the Club Council and in keeping with the requirements of a 501(c)(7) organization. Such funds as are necessary to defray the expenses of the operation of the activities of the Club shall be approved and transferred by the proper Officers to an operating account or to such other fund accounts as the Club Council shall from time to time deem advisable to establish.

Section 3. Club Dues

- 3.01 The Club Council shall set membership dues, subject to approval by the general membership, which shall be used for the sole benefit of the Club, provided such benefits are for purposes consistent with the general aims and purposes of the Club, and are in keeping with the requirements of a 501(c)(7) organization.
- 3.02 The annual Club dues shall be payable on such date and in such manner as may be prescribed by the Club Council. Dues, if paid by someone other than the member, may be credited from one member to another when requested by the payor. Members may pay for a full year or half a year, except Officers and Councilors, who must pay for a full year in advance before taking office. "Members" applies only to individual and family

memberships which are paid up-to-date or in advance.

- 3.03 Persons who have not paid their dues by the expiration date of their membership shall be dropped from the active member list and shall cease to be members, until such time as they again pay dues.
- 3.04 A member who wishes to resign from the Club may do so at any time; however, there shall be no rebate of dues. The member shall continue to receive the Club newsletter until such time as their membership would have expired, unless they inform the Club, in writing, that they no longer wish to receive the publication.

Section 4. Fiscal Year

The Club's fiscal year shall begin on January 1st and end on December 31st.

Section 5. Liabilities

The Club Council shall have no power to assume liabilities in behalf of the Club for an amount in excess of the current funds available. The Club shall never pay, assume or become responsible for personal or unapproved debts or liabilities of any individual member, Officer, or Councilor of the Club.

ARTICLE IX -- COMMITTEES

Section 1. Standing Committees

The President, with the approval of the Club Council, shall appoint the Chair of the following Standing Committees from among member volunteers. The Chair shall select the necessary number of members to complete each committee except where otherwise provided in this article. These committees shall perform such responsibilities as may be assigned by the Club Council and shall be as follows:

- 1.01 The Auditing Committee's duty shall be to audit the books of the Club Treasurer at the close of the fiscal year. It shall be appointed annually and contain at least one Councilor and one general member. If possible, the Auditing Committee should include one person who is in no way connected with the Club (a non-member).
- 1.02 The Constitutional Committee's responsibility shall be to review the Club's constitution annually and make such recommendations as are necessary to keep the constitution up-to-date. The Constitutional Committee shall be composed of volunteer general members, chaired by a Councilor.

Section 2. Special Committees

Additional committees deemed necessary shall be appointed by the President, with the approval

of the Club Council. Committee membership is restricted to persons whose dues are current, with the exception of the Auditing Committee (see Section 1.01).

ARTICLE X -- RESTRICTIONS

This Club shall be non-racial, non-partisan, non-sectarian and shall wholly abstain from any political or labor affiliation or endorsements for public office. The Club will abstain from business ventures solely for the purpose of making a financial gain.

ARTICLE XI -- OFFICIAL PUBLICATION

Section 1. Newsletter

The Club Newsletter shall be the official publication of the Club and considered the Club's property. It is not to be used for personal use or in any other way except to promote the Club and keep members up-to-date on Club business, and to entertain the Club's members.

Section 2. Editor Position

The position of the Editor shall be chosen by a vote of the general membership, who will be provided the opportunity to see samples of each candidate's work. Candidates for Editor must be members, and must be paid up for the year. The Editor will be responsible to the President for providing information concerning the production status of the newsletter each month. If for any reason the Editor cannot make the mailing deadline, the President must be contacted immediately. The Club Council may call for a vote of the general membership at any general meeting on the removal of the Editor, if they are not satisfied with his/her performance, at which time a new Editor may be selected, if necessary. Notice of the vote shall be given at least **five** days prior to the meeting.

Section 3. Publication Deadline

The newsletter shall be mailed to members at least **seven** business days in advance of the planned general meeting date.

ARTICLE XII -- RECORDS

The Club shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its business meetings and any special meetings held. The Club will also keep a record of all actions of any committees having any of the authority of the Club Council. These records shall be available for viewing at the request of any member or the general public, in keeping with the requirements of a 501(c)(7) organization.

ARTICLE XIII -- RULES OF ORDER

Rules contained in "Robert's Rules of Order, Revised" most recent edition, shall govern this Club

in all cases to which they are applicable (i.e., business meetings), provided they are not inconsistent with the Constitution and Standing Rules of this Club.

ARTICLE XIV -- CONSTITUTION AMENDMENTS

Section 1. Initial Submission

Proposed amendments to this Constitution may be submitted in writing to the Club Secretary, or in person at a business meeting by any member of the Club. The Secretary shall promptly notify all Councilors, and submit a copy to the Constitutional Committee for a recommendation on approval.

Section 2. Committee Approval & Approval by Members

After review by the Constitutional Committee (to determine whether the proposed amendment is permissible under 501(c)(7) regulations), the proposed amendment shall be presented to the general membership for discussion, followed by a vote. All members must be notified no less than **five** days in advance of the meeting of the proposed amendment, with a copy of the proposed amendment in the notice. This notice may be accomplished by newsletter.

ARTICLE XV -- STANDING RULES

Section 1. Establishment of Rules

Members may propose Standing Rules to supplement this Constitution, so long as they are not inconsistent with this Constitution, and are in keeping with the requirements of a 501(c)(7) organization.

Section 2. Approval

Standing Rules will be adopted by a vote of the general membership at a general meeting. Notice of proposal for a new Standing Rule shall be submitted in writing to each member of the Club at least **five** days prior to such meeting. This may be accomplished by newsletter.

Section 3. List of Standing Rules

The Secretary shall keep a list of all the Standing Rules, and make a copy available to any member upon request. A copy of all Standing Rules will be included with any copies of the Constitution that are provided for members upon request, and a copy of the Standing Rules, along with the Constitution, shall be available for viewing at all general and business meetings.

Section 4. Removal by General Members

Members of the Club can call for a vote on removing a Standing Rule by obtaining a petition of twenty percent, (20%) of members. It will be the Secretary's duty to verify the petition and

report the validity of said petition to the Council. If said petition is valid, a vote will be taken on the Standing Rules(s) at the following general meeting. Notice shall be given as described in Section 2.

ARTICLE XVI -- DATE OF EFFECT

This Constitution shall be in effect immediately after approval by the general membership, evidenced by a majority vote as described in Article IV, Section 1. Upon approval of this Constitution by the general membership all previous constitutions or bylaws shall be null and void.*

ACCEPTED AND APROVED THIS _____ DAY OF _____, 2009.

Witnesses:

*In case of Dalek invasion of Earth, this Club shall immediately reorganize as an underground resistance force!

APPENDIX A

AMENDMENTS

Approved amendments to the Club Constitution:

Article IV - Quorum, Section 1. Members shall be amended to read:

“One-half of the members of the Club who reside in the Central Florida area (defined as Orange, Seminole, Osceola and Volusia counties), not including subscription-only members, shall constitute a quorum at a General or Special meeting. A majority vote must include a minimum number of votes equal to one-half the number of local members.”

Article VII - Governing Body, Section 2. Club Council shall be amended to read:

“The Club Council shall consist of the four elected Officers, and one Councilor for each fifteen general members. One additional Councilor shall be added for each additional fifteen general members. The maximum number of Council members shall be fifteen.”

Article VII - Governing Body, Section 1.05 and Section 2 shall be amended as follows:

“The position of Councilor shall be eliminated. A quorum at Business Meetings shall consist of three of the four Officers. Any full member may attend Business Meetings and vote along with the Council. This Amendment shall take effect immediately upon ratification.”

APPENDIX B

STANDING RULES

1. Newsletter inserts.

Any person or organization may petition the Guardians of Gallifrey for the privilege of including material, such as informational flyers and bulletins, in the newsletter as an insert. Approval will be granted by a vote of the Council on a case-by-case basis. Such insert material must be provided by the petitioner and its content should be in keeping with the general aims and purposes of the Club. In the event that the inclusion of such material will incur additional postage costs, such costs will be borne by the petitioner.

2. Newsletter submissions.

It shall be the policy of the Guardians of Gallifrey that, in the event that no more member-donated material is available for publishing, non-member-donated material shall, with the discretion of the Editor and the Council, be printed.

