

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 the organizing bodies of local Science Fiction and Fantasy conventions to include celebrities and activities related to *Doctor Who*, and to provide support to local fan-run, not-for-profit organizations which do so, up to and including the organization of conventions by the Club itself.

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-half of the members of the Club who reside in the Central Florida area (defined as Orange, Seminole, Osceola and Volusia counties) shall constitute a quorum at a General or Special Meeting.

Section 2. Club Council

A quorum at Business Meetings shall consist of a minimum of three of the four Officers plus at least an equal number of general members. Any full member may attend Business Meetings and vote as a member of the Council.

ARTICLE V -- MEMBERSHIP

Section 1. Classes of Membership

- 1.01 Regular membership shall be granted to an individual. Regular membership entitles an individual to receive the monthly newsletter, have voting privileges, hold Office, participate in officially sponsored Club activities (including winning prizes purchased by the Club), and receive membership discounts on items sold by the Club.
- 1.02 Family memberships shall be issued in the last name of a family. 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 the monthly newsletter per family, and only two votes per family.

Section 2. Application for Membership

- 2.01 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.
- 2.02 Other than payment of dues and prohibitions on behavior described in Article V, Section 3.01, there shall be no restrictions regarding membership in the Guardians of Gallifrey.

Section 3. Termination of Membership

- 3.01 The general membership shall have the power to 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.
- 3.02 The member in question must be notified in writing at least **two weeks** prior to the action. An emailed message directly from a Club Officer to the member will be accepted as being 'in writing.' At the next General Meeting, a Hearing will be held, in which the membership will hear the case against the member in question, who may then speak in their own defense. After the Hearing, the vote regarding termination will take place.
- 3.03 Terminated members will be entitled to a prorated rebate on membership dues paid.

ARTICLE VI -- MEETINGS

Section 1. Elections

Annual elections of Officers 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 at the previous Business Meeting, 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, the Officers may choose a date for rescheduling, provided they have contacted all local members as soon as possible, and have received approval of the new date or time from a majority of these members. Contact may be made by email or telephone if notification via newsletter cannot be accomplished in a timely manner.

Section 4. Special Meetings

Special Meetings may be held at any time upon the authorization of the Club Council. 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 Officers may use the emergency measures specified in Section 3. as an alternative method of notification.

ARTICLE VII -- GOVERNING BODY

Section 1. Club Council

This Club shall be governed by the general membership, led by the elected Officers. The power to make decisions on behalf of the Club shall be vested in the Club Council. The Club Council shall consist of the **four** elected Officers plus any other members in attendance at a current Business Meeting who wish to participate.

Section 2. Officers

The elected Officers of the Club shall be President, Vice-President, Treasurer and Secretary. Officers **must** have paid dues for the current fiscal year. Any Officer 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. Officers 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 must be at least **sixteen** years of age. Newly elected Officers shall take office on the first day of the new fiscal year. No person shall hold more than one Officer position in the Club at any time, except as specified in Article VII, Section 1.05.

- 2.01 The President shall be the Chief Executive Officer of the Club. The President shall preside at all meetings of the Club. It shall be the duty of the President to exercise general supervision over the activities and welfare of the Club and keep in touch with other Club Officers relative to matters of policy.
- 2.02 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 the President steps down or is removed from office, the Vice-President shall become President for the remainder of the fiscal year.
- 2.03 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 Officers and general membership and subject to audit at any time by a duly appointed Auditing Committee. 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 a 501(c)(7) organization. The Treasurer shall submit a financial report at each Business Meeting. A quarterly report shall be distributed to the general membership via the newsletter. The Treasurer must upon leaving office surrender all records to his/her successor.
- 2.04 The Secretary shall take minutes and record attendance of all Business Meetings; copies of this information shall be made available for viewing upon request. 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.
- 2.05 In the event that an Officer position becomes vacant, the members in attendance at the next General Meeting shall vote on a replacement Officer. The exception to this policy of filling vacancies shall be the position of President (See Article VII, Section 1.02).

Section 3. Removal of Officers from Positions

- 3.01 A Club Officer can be removed from their position by a majority vote of the general membership. The member in question cannot vote. Officers can be removed for 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 3.01. The action shall follow the procedures described in Article V, Section 3.02.

- 3.02 An Officer removed from office may not conduct any Club business. The removal of the Officer 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 VIII -- ACQUISITION AND MANAGEMENT OF FUNDS

Section 1. Management of Assets

The Club Officers shall manage the assets and property of the Club, with the advice and consent 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. The Club Council shall approve all expenditures, but never more than available funds. Separate accounts may be maintained for special projects (marketing of items, video production, etc.).

Section 2. Funds

Funds may be raised by yearly dues or in any other manner chosen by the Club members 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 members shall from time to time deem advisable to establish.

Section 3. Club Dues

- 3.01 The Club members shall set membership dues by majority vote in a duly called Business Meeting, 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.
- 3.03 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. An emailed message directly from the member to a Club Officer will be accepted as being 'in writing.'

Section 4. Fiscal Year

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

Section 5. Liabilities

The Club Officers shall have no power to assume liabilities on 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 or Officer of the Club.

6. 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 IX -- COMMITTEES

Section 1. Committees

The Club Council shall appoint any committees deemed necessary; said committees shall perform such responsibilities as may be assigned by the Club Council. Committee membership is restricted to persons whose dues are current. These committees may include but are not limited to:

- 1.01 The Auditing Committee: Shall audit the books of the Club Treasurer at the close of the fiscal year. It shall be appointed annually and contain one or more members, none of whom is the outgoing or incoming Treasurer.
- 1.02 The Constitutional Committee: Shall review the Club's constitution periodically and make such recommendations as are necessary to keep the constitution up-to-date. It shall contain one or more members, at least one of whom is not an Officer.

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, to promote *Doctor Who*, and to entertain the Club's members. The newsletter will be issued monthly to each member via the U.S. Postal Service, unless an e-mailed copy is specifically requested by the member.

Section 2. Editor Position

The position of Editor shall be filled by a volunteer from the general membership. If for any reason the Editor cannot make the mailing deadline, the President must be contacted immediately. The Club Council may vote on the removal of the Editor if they are not satisfied with his/her performance, at which time a new Editor will be selected, if necessary.

Section 3. Publication Deadline

The newsletter shall be mailed to members at least **seven** business days in advance of the planned general meeting date. Members who have requested an e-mailed copy in lieu of hard copy shall receive their newsletter at least **five** days in advance of the planned 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. 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 with **30 days** notice 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, may be used in all cases to which they are applicable (i.e., Business Meetings), provided they are not inconsistent with the Constitution of this Club. Robert Rules may be suspended at any individual meeting with the consent of a majority of members present.

ARTICLE XIV -- CONSTITUTIONAL 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 Officers, who shall review the proposed amendment *only* to determine whether it is permissible under 501(c)(7) regulations.

Section 2. Approval by Members

After review by the Officers, the proposed amendment shall be presented at the next General Meeting 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 or email.

ARTICLE XV -- 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!