

Columbus Metropolitan Club, Inc.
CODE OF REGULATIONS

Article I

Organization

Section 1. The name of this organization is the Columbus Metropolitan Club, Inc.

Section 2. This corporation is organized exclusively for the purpose of promoting communication, education and broad interaction among residents of the Columbus region, providing a central meeting place, maintaining a forum for the discussion of topics of civic and public interest.

Article II

Membership

Section 1. Eligibility: Anyone who is in accord with the purpose of this organization, is eligible for membership.

Section 2. Admission to Membership: Candidates for membership shall be subject to membership procedures as approved by the Board of Trustees.

Article III

Dues

Section 1. The annual dues for members shall be such sum as the Board of Trustees may from time to time designate.

Section 2. Any member failing to pay dues at the time of expiration to three (3) months after the same became payable shall become inactive.

Article IV

Meetings of Members

Section 1. An Annual Meeting of members shall be held each year at such time and place as the Board of Trustees shall specify. Special meetings may be held at such times as may be ordered by the Board of Trustees. Meetings of the members may take several forms, including but not limited to programmatic forums, special presentations, or other informational sessions as the organization may designate from time to time. Except for changes to the Code of Regulations that shall require no less than thirty (30) days' notice,

notice of annual and specific meetings shall be in writing and given to members by the use of authorized communications, by mail or by electronic communication no less than ten (10) days before the time set for such meetings. For purposes of this Code of Regulations, "authorized communications equipment" shall mean any communications equipment that provides a transmission, including but not limited to, by telephone, email or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or director involved, and with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

Section 2. There shall be at least ten (10) monthly meetings per year. The Board of Trustees shall decide the time and place of the meetings.

Section 3. Members in good standing present at the meeting shall constitute a quorum for the transaction of business.

Article V

Board of Trustees

Section 1. The governing body of the Columbus Metropolitan Club, Inc. shall be the Board of Trustees. It shall consist of a maximum of twenty-one (21) members in good standing. Efforts shall be made to create a board that represents a broad spectrum of the community.

Section 2. Election to the Board shall be for three (3) years. No member shall serve more than two (2) consecutive three (3) year terms. If a member serves one (1) year of an unexpired term, that person shall be eligible to be elected to only one full three (3) year term. Notwithstanding the prohibitions in Section 1 as to total Board membership, and Section 2 as to total term of service, if a Board member serves as Vice Chair during ~~their~~his or her last year of a second consecutive three (3) year term, that member shall be permitted to serve as a voting member of the Board of Trustees through the progression of offices as

immediate past President for a period of one (1) year.

Section 3. Members of the Board of Trustees shall be elected at the Annual Meeting of the membership and shall take office at the first meeting of the Board following the Annual Meeting.

Section 4. A vacancy occurring in any term shall remain empty until the Nomination Committee convenes for the year to nominate new board members

Section 5. It shall be the responsibility of the Board of Trustees to establish and implement the policies of the Columbus Metropolitan Club, Inc., to approve budgets, to create committees and to hire and annually review the performance of the President and CEO.

Section 6. The members of the Board of Trustees in attendance in person or by means of authorized communication equipment at a regularly called meeting shall constitute a quorum for the transaction of all business provided, however, that if less than a majority of the trustees are in attendance, new business items not on the agenda shall not be acted upon.

Section 7. The Board of Trustees shall meet at least four (4) times annually. Board members shall be notified of all meetings in writing by personal delivery, by the use of authorized communications equipment, by mail or by courier service no less than five (5) days in advance of the scheduled meeting. The Chair of the Board upon written request of six (6) or more members of the Board shall call a special meeting of the Board of Trustees.

Section 8. Each Board of Trustees member shall be required to attend a minimum of 50% of board meetings held within each club year of that trustee's term. Failure to meet this attendance requirement may result in the Board of Trustees taking action to remove such member from the Board of Trustees. At least two-thirds of the members of the Board of Trustees must take action to remove a member from the Board of Trustees.

Article VI

Election of Board of Trustees, Leadership Nominating Committee

Section 1. Elections of members of the Board of Trustees and Leadership Nominating Committee of the corporation shall be held at the annual meeting or at a special meeting as called by the Board of Trustees. Notice of candidates for these elections shall be sent to the membership by electronic communication channels, by the use of authorized communications equipment, by electronic communication means at least ten (10) days before the election meeting. Members must vote in person at the election.

Section 2. The Leadership Nominating Committee shall be composed of nine (9) members as follows: the Immediate Past Board of Trustees Chair (who shall serve as Chair of the Leadership Nominating Committee), the Board of Trustees Vice Chair, four (4) members elected by the membership, one (1) member from one of the standing committees of CMC, other than the Governance Committee, and two (2) Governance Committee members appointed by the Leadership Nominating Committee Chair. The Immediate Past Board of Trustees Chair and Board of Trustees Vice Chair shall be eligible to serve no more than two (2) terms of one (1) year each. All other members shall serve two (2) three (3) year terms with an opportunity to serve up to six (6) years.

Section 3. The Leadership Nominating Committee shall prepare two (2) slates of candidates, one (1) for vacancies on the Board of Trustees, and one (1) for any position open by a Leadership Nominating Committee member who elects to discontinue his/her service or who is no longer eligible to serve on the committee, because he/she has served the maximum number of terms. Nominations to both slates of candidates may be made by the membership at the election meeting, or at any time throughout the year.

Section 4. Vacancies on the Leadership Nominating Committee shall be filled by appointment of the Board of Trustees until the next Annual Meeting, where

the appointees shall be voted upon by the members.

Article VII

Officers

Section 1. The officers of the corporation shall be Chair, Vice Chair, Secretary, Treasurer, and Immediate past Chair.

Section 2. The officers are recommended by the Board Chair to the Board and then shall be elected by the Board of Trustees ~~at the first meeting of the Board following the Annual Meeting~~. Each officer shall hold office for a term of up to two (2) years at the beginning of the fiscal year. Officers of the corporation may serve no more than two (2) consecutive terms.

Section 3. A vacancy in any office shall be filled for the unexpired term by vote of the Board of Trustees. In case of a vacancy in the office of the Chair, the Vice Chair shall serve notice of meeting for the election.

Section 4. The duties of the Chair, Vice Chair, Secretary and Treasurer shall be such as are usually incident to their respective offices and further duties as the Board of Trustees and this Code of Regulations shall prescribe:

- A. The Chair shall preside at all Board of Trustee meetings, ~~membership meetings,~~ and Executive Committee meetings. The Chair shall approve all contracts obligating the corporation for more than one ~~year~~ month. Such contracts shall require the signature of the Board Chair and the President and CEO. The Chair, President and CEO shall have authority to sign all checks of the corporation. Except for the ~~Leadership Nominating~~ Committee, the Chair with the approval of the Board shall appoint the chairperson of each standing and special committee. The Chair, Vice Chair, Treasurer, President and CEO may sign checks up to \$5,000. Any checks over \$5,000 require the signatures consisting of President, CEO and approved staff member.
- B. The Vice Chair shall perform the duties of the Chair in the absence of the ability of that officer to act.

- C. The Secretary shall record the minutes of Board of Trustee meetings.
- D. The Treasurer shall be responsible for all funds, securities, notes and all other valuable effects of the corporation and shall have authority to sign all checks of the corporation. The Treasurer shall make periodic financial reports to the Board of Trustees, make a full financial report at the Annual Meeting and furnish copies of such reports to the membership. The Treasurer shall be responsible for all duties incident to the office of Treasurer.
- E. The immediate past Chair shall be a member of the Executive Committee and shall chair the ~~Leadership Nominating~~ Committee.

Article VIII

Executive Committee

Section 1. Officers and the Chairpersons of standing committees of the corporation shall constitute the Executive Committee. The members shall serve until the election of their successors.

Section 2. The powers and duties of the Executive Committee include the authority:

- A. To transact necessary business in the intervals between meetings of the Board of Trustees and the Annual Meeting and such other business as may be delegated. ~~To appoint an auditor within two months of the close of the corporation's fiscal year and to review and approve the auditor's report before it is submitted to the full Board of Trustees. The President, CEO and Finance Committee must also review and approve the audit before it is submitted to the Board of Trustees.~~
- ~~C.B.~~ The Governance Committee will conduct an annual review and evaluation of the President and CEO and report such to the Executive Committee who will then report to the Board of Trustees.
- Section 3.** Three (3) members shall constitute a quorum to transact business at a meeting of the Executive Committee. Action may be taken upon a majority vote and the committee shall keep a written record of all

actions and report such actions at the next meeting of the Board of Trustees.

Article IX

Committees

Section 1. The Board of Trustees may create such standing and special committees as it may deem necessary to promote and carry on the work of the corporation. With the exception of the ~~Leadership Nominating~~ Committee, the Board may approve or disapprove those persons proposed by the Chair to be chairpersons. The Board Chair shall appoint committees Chairpersons annually. The Chair shall be an ex-officio non-voting member of all committees except ~~Leadership Nominating~~ Committee.

Section 2. All committees shall submit periodic reports as requested to the Board of Trustees.

Section 3. Membership on all committees shall be open to the entire membership. The Board of Trustees may determine the number, method and procedures for committee membership designation.

Section 4. The Standing Committees of the corporation shall be Governance, ~~Marketing~~, Finance, Membership, ~~Leadership Nominating~~, Program, and Resource Development.

Article X

President and CEO

Section 1. The Board of Trustees may employ a person to be the President and CEO of the corporation and shall establish the ~~compensation package, salary or honorarium of this position.~~

Section 2. The President and CEO of the corporation shall attend the meetings of the Board of Trustees and the Executive Committee.

Section 3. The President and CEO shall be responsible for implementing the policies, administering the programs and managing day-to-day operations of the corporation. The President and CEO shall only have the authority delegated by the Board of Trustees in Board-approved policies or as otherwise

authorized by Board action from time to time, and shall be responsible to the Board for proper performance of duties so authorized or delegated.

Article XI

Fiscal Year

The Board of Trustees shall establish the fiscal year.

Article XII

Roberts Rules of Order

In procedural situations not covered by this Code of Regulations, Roberts Rules of Order, Newly Revised, shall prevail.

Article XIII

Amendment

Section 1. This Code of Regulations may be amended at the Annual Meeting or special meeting called for that purpose by the Board of Trustees. A notice of at least thirty (30) days shall be given by the use of authorized communications equipment, by mail or by electronic communication in advance of any vote to amend the Code of Regulations.

Section 2. The vote required for adoption of an amendment to this Code of Regulations shall be a two-thirds (2/3) vote of the members present at the Annual Meeting or special meeting.

Revised January 2006.

(Adopted, February 2006)

Amended August 25, 2010

Revised May 2012

Revised April 2019