

## **BY-LAWS OF QUEST CLUB**

### **FORT WAYNE INDIANA**

#### **Article 1 – Name**

The name of the organization shall be Quest Club, Inc., located in Fort Wayne, Indiana.

#### **Article 2 – Purpose**

The sole purpose of Quest Club shall be to provide a forum for Club Members to prepare, present, and discuss research papers on social, economic, scientific, cultural, political, and historical topics.

#### **Article 3 – Definitions**

Section 1 – Common words used in the body of this document shall have the following definitions:

- a. Club: Quest Club
- b. Board: The Board of Governors of Quest Club
- c. Governor: A member of the Club's Board of Governors
- d. Member: A Member, other than an Honorary or Emeritus Member, of this Club
- e. Honorary Member: See Article 4, Section 6(B)
- f. Emeritus Member: A Member for fifty (50) or more years. See Article 4, Section 6(C)
- g. Non-resident: Legal residence more than one hundred (100) miles from Fort Wayne, Indiana
- h. Club Year: The twelve (12) month period commencing July 1 and concluding June 30 of the following calendar year

#### **Article 4 – Membership**

Section 1 – Membership in Quest Club is a privilege that conveys to Members the right and the obligation to participate in Club programs, present papers, serve on its committees, attend its meetings, and otherwise contribute to the general welfare of the Club and to the maintenance of its prestige in the community.

Section 2 – Membership in the Club shall be limited to one hundred ten (110) Members, although the Club may elect Honorary and Emeritus Members as provided in these by-laws. Membership shall not be transferable.

Section 3 – Membership in the Club shall be open to any and all persons.

Section 4 – Members of the Club may propose a new Member by submitting a completed membership application to the Membership Committee. The criteria for membership, as well as the format for nominations, shall be established by the Board.

Section 5 – Members of the Club shall be elected by the Board of Governors on recommendation of the Membership Committee. The voting on prospective Members shall be by written ballot, and two (2) negative votes on any proposed name shall constitute a rejection. If the proposed Member is duly elected by the Board, then the Membership Committee shall invite the Member-Elect to become a Member of the Club and, upon acceptance of such invitation and payment of an admission fee, the name of the newly elected Member shall be entered by the Secretary-Treasurer on the membership roll of the Club.

Section 6 – Membership in the Club shall be divided into three categories, “Member”, “Honorary Member”, and “Emeritus Member”.

- A. Member - Upon admission to Quest Club, a Member shall be classified as a “Member”, having all the rights, privileges, and responsibilities of club membership as defined in Article 4, Section 1.
- B. Honorary Member - “Honorary Member” classification may be conferred by the Board upon Members who wish to be excused from further presentation of papers, provided they have served as: (i) Members for at least fifteen (15) years, attained the age of sixty five (65) years, and presented a minimum of three (3) papers; or (ii) Members for at least five (5) years but are unable to fulfill the requirements due to illness, disability or related circumstances; or (iii) Members for at least ten (10) years but are non-resident. “Non-resident” shall mean a Member’s legal residence is more than 100 miles from Fort Wayne, Indiana.

Those Members wishing to begin classification as Honorary shall advise the Board of their intent, in writing, no later than thirty (30) days before the commencement of the next Quest Club year. Once membership classification is changed, no additional notice to the Board shall be required.

Honorary Members shall be eligible to vote at annual and special meetings of the Club, and may serve on standing committees. Honorary Members shall continue to pay full annual dues, unless determined by the Board to be either disabled or non-resident. Honorary Members shall not be required to present papers or fulfill attendance requirements, nor will they be eligible to hold office.

- C. Emeritus - Members with fifty (50) or more years standing shall be classified as Emeritus Members and shall be exempt from the Club’s attendance requirement, the payment of annual dues, and the obligation to present papers.

Section 7 – The Board may, upon consideration of unique circumstances, exempt selected Members from one or more of the normal membership requirements.

Section 8 – The resignation of a Member shall be made in writing to the Board, but no resignation shall be accepted unless the Member presenting it has paid all current dues to the Club.

Section 9 – Club Members must attend six (6) noon meetings during the Club year. Any Member expelled from the Club for failure to meet this attendance requirement shall become eligible for re-nomination to membership after the expiration of one year.

Section 10 – Any Member whose conduct disgraces the club, injures its reputation, frustrates its purpose, violates its by-laws or established rules, or compromises another Member, may be suspended or expelled from membership by a vote of two-thirds (2/3rds) majority of the Board. A Member being considered for action under this section shall receive written notice of the Board's intention to consider suspension or expulsion, and the Member may address the Board prior to the vote on suspension or expulsion.

#### **Article 5 – Dues**

Section 1 – Dues of Members and Honorary Members, as well as any reduction of dues for disabled or non-resident Honorary Members made pursuant to Article 4, Section 7, shall be set annually by the Board. Dues are payable by October 1<sup>st</sup>. Dues shall be prorated to each new Member beginning with the first of the month following admission.

Section 2 – Any Member whose dues shall remain unpaid for six (6) months shall be in arrears. If the Member neglects or refuses to pay the delinquent dues within thirty (30) days after notice from the Secretary-Treasurer, the Member's name may be stricken from the membership roll of the Club by a majority vote of the Board. Any Member so suspended may be reinstated by majority vote of the Board upon payment of all arrearage and current dues.

#### **Article 6 – Governance**

Section 1 – The governing body of this Club shall be the Board, consisting of fifteen (15) Governors, who are Members of this Club, elected in accordance with Article 8 of these bylaws.

Section 2 – Governors shall serve two (2) year terms, with eight (8) Governors elected one year and seven (7) Governors elected in alternate years. The term of office of each Governor shall begin immediately upon election and continue until a successor is elected and qualified.

Section 3 – The Board shall have an organizational meeting within twenty one (21) days after adjournment of the Annual Meeting of the Club, at which time the Board shall elect from among the Governors a President, Vice-President, and Secretary-Treasurer. At the organizational meeting, the Board shall consider each Member's compliance with the attendance requirement in Article 4 Section 9 of these bylaws. The Board shall have the right to terminate the membership of any Member who has failed to meet the attendance requirement.

Section 4 – The Board shall have the power to fill vacancies occurring on said Board during any year, with the provision, however, that a person so elected as a Governor shall be elected only to hold office until the next regular election of Governors.

Section 5 – The Board shall have the power to remove from office, by a two-thirds (2/3rds) majority vote of Board Members present at a duly called meeting, a President, Vice-President, or Secretary-Treasurer who does not fulfill the duties of the office or has been determined to be either physically or mentally incapable.

Section 6 – Eight (8) Governors shall constitute a quorum to do business at either regular or special meetings of the Board.

- A. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if all the members of the Board or committee thereof, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Board or committee thereof.
- B. A meeting of the Board of Directors or of any committee of the Corporation may be held by conference telephone call or any other medium which allows each Director to participate in discussions with the other Directors. If such a meeting is held, the Directors connected to the conference telephone call or other medium shall be counted as present for the purpose of determining a quorum. As with all meetings of the Board of Directors, a complete record must be executed of the meeting stating time, place, attendees, absentees, manner, and act of business.

Section 7 – The Board shall have general charge of the affairs, funds, and property of the Club.

Section 8 – The Board shall, within sixty (60) days of the Annual Meeting of the Club, review and approve a budget for operation of the Club for the ensuing Club Year.

Section 9 – The Board may engage the services of an Executive Director to manage the details of operating the Club.

#### **Article 7 – Executive Director**

Section 1 – The Executive Director shall be a Member of the Club.

Section 2 – The Executive Director shall have duties and responsibilities as assigned by the Board or Executive Committee.

Section 3 – The Board shall review annually the Executive Director’s performance and compensation.

Section 4 - The Executive Director serves at the pleasure of the Board and may be dismissed by a simple majority vote of the Board members present at a duly called meeting of the Board.

#### **Article 8 – Election of Governors**

Section 1 – The Board shall be elected at the Annual Meeting of the Club from a list submitted by the Nominating Committee. The list shall contain as many names as are necessary to elect the incoming class.

Section 2 – The names of those nominated to the Board of Governors shall be provided to each Member at least two (2) weeks prior to the date of the Annual Meeting, and those so nominated shall stand for election at the Annual Meeting. In the absence of nominations from the floor or a call for secret ballot, balloting may be by voice vote.

Section 3 – No proxies shall be allowed at any meeting or election of the Club or the Board.

## **Article 9 – Duties of Officers**

Section 1 – The President shall preside at all meetings of the Club and of the Board, appoint committees and serve as ex-officio member of all committees, enforce these by-laws, cast the deciding vote in case of a tie, call special meetings of the Club or of the Board, and perform such other duties as pertain to the office.

Section 2 – The Vice-President shall, at the pleasure of the President, preside at any meeting of the Club or of the Board and shall be vested with all the powers of the President at such times. The Vice-President shall serve as chair of the Noon Program Committee and as chair of the Evening Party Committee. The Vice-President shall serve as President of Quest Club during the Club year immediately following the completion of the role of Vice-President.

Section 3 – The Secretary-Treasurer shall ensure that an accurate account is kept of the proceedings of all meetings of the Club, countersign all contracts and all documents pertaining to the Club, collect all funds due the Club, deposit all funds of the Club in an FDIC insured financial institution, maintain the financial records for the Club, draw disbursements as ordered by the Board, see that the Club has suitable publicity in the local press, and perform such other duties as usually and regularly devolve upon the office of Secretary-Treasurer. The Club's books shall be examined by an accounting firm at the end of the fiscal year prior to the incoming Secretary-Treasurer taking office. The Secretary-Treasurer shall serve as vice chair of the Evening Party Committee. The Secretary-Treasurer shall serve as Vice President of Quest Club during the Club year immediately following the completion of the role of Secretary-Treasurer.

Section 4 – The President, Vice-President and Secretary-Treasurer shall comprise the Executive Committee of the Club. They shall act on behalf of the Board between Board meetings and they shall be empowered to take any and all action necessary to conduct the normal business of the Club as outlined in these by-laws. The actions taken by the Executive Committee shall be reported to the Board at its next meeting. The immediate Past President of Quest Club shall serve as an *ex officio* member of the Executive Committee.

Section 5 – A Surety Company's bond for the Secretary-Treasurer may be ordered by the Board.

## **Article 10 – Meetings**

Section 1 – Regular meetings of the Club shall be at noon on Friday, from October through April.

Section 2 – Special meetings of the Club may be called for the transaction of business upon call of either the President or any two (2) members of the Board. Announcement of such a special meeting must be made at a regular Club meeting at least three (3) days prior to the special called meeting.

Section 3 – The Annual Meeting shall be designated by the President or the Board and held during the Club year at a noon meeting.

Section 4 – Twenty percent (20%) of the membership shall constitute a quorum to do business at either regular or special meetings.

## **Article 11 –Committees**

Section 1 – The standing committees of the Club shall be: Noon Program Committee, Evening Program Committee, Membership Committee, Attendance Committee, Nominating Committee and Executive Committee.

Section 2 – The President shall appoint chairpersons for the Club’s standing committees from the members of the Board, and shall appoint standing committee members from the membership of the Club. The term for standing committee chairpersons and members shall be one year. The President may assemble additional committees from time to time for furtherance of Club activities.

Section 3 – The Noon Program Committee shall have charge of all arrangements of programs for Club meetings and shall determine the topics to be discussed, assign them to speakers and, as far as possible, provide for an intelligent discussion of the subject presented. The Noon Program Committee shall be chaired by the Vice-President of the Club.

Section 4 – The Evening Program Committee shall have charge of all arrangements for evening meetings. The Evening Party Committee shall be chaired by the Club Vice-President. The Evening Party Committee shall have as vice chair the Club Secretary-Treasurer.

Section 5 – The Membership Committee shall undertake the recruitment of new Members for Quest Club, investigate the character of all candidates for membership, pass upon their desirability as members, and in accordance with their findings, make suitable recommendations to the Board. The criteria for membership as well as the format for nominations shall be established by the Board.

Section 6 – The Attendance Committee shall keep a record of the attendance of members of the Club and establish supportive communication with members who are not meeting the attendance requirements of the Club. They shall make a report to the Board, at least once each Club Year, with recommendations for action regarding those members whose attendance at noon programs does not meet the standards set by these bylaws.

Section 7 – The Nominating Committee shall submit nominees to fill vacancies on the Board to the membership (according to Article 8), and shall submit to the Board nominees for the officers of the Club (according to Article 6, Section 3). The Nominating Committee shall be chaired by the immediate Past President of the Club.

## **Article 12 – Amending the By-Laws**

These by-laws may be amended at any regular meeting of the Club by a vote of two-thirds (2/3rds) of all the Members present, provided two (2) weeks written notice of the proposed amendment has first been given to the membership of the Club and the proposed amendment has been recommended by the Board for adoption.

## **Article 13 – Rules of Order**

The meetings of the Club shall be conducted in accordance with Robert’s Rules of Order, Twelfth Edition.

Revised May 1, 2015.

Amended and Restated, August 11, 2021.