

BYLAWS OF THE TORCH CLUB OF FREDERICK, MARYLAND

I. NAME AND CHARTER

The name of this organization shall be The Torch Club of Frederick, Maryland. This "Club" is a charter member of The International Association of Torch Clubs, Inc. (IATC), a 501(C) 4, nonprofit association. The Club agrees to abide by the Constitution and Bylaws of the Association and the acts of the Association pursuant to said Constitution and Bylaws.

II. PURPOSE

The general purpose of this Club shall be to encourage communication among members of diverse interests and professions, to provide an opportunity for such members to meet together in a spirit of good fellowship for the exchange of knowledge and ideas, encouraging expansion of thought and perspective, and to foster civic participation and cooperation.

III. PRINCIPLES OF OPERATION

1. As a charter member of the IATC, the Club will abide by its Constitution and Bylaws. In addition, the Club will observe the following Charter guidelines:
 - a. Consist of at least twenty paid up members.
 - b. Have elected officers
 - c. Provide data in compliance with such regulations as to location, variety of professions represented, and features as the Association may prescribe.
 - d. Pay the fees required by the Association.
 - e. Report to the Association, via electronic forms to be supplied to it, such information as the Association may require.
 - f. Hold an annual meeting to elect officers, and shall promptly report their names and addresses to the Executive Secretary of the Association.
2. If in arrears on any fees or other financial obligation due the Association for a period of six (6) months after receipt of notice from the IATC Executive Secretary, the Club shall cease to be in good standing, and its charter shall be subject to suspension or revocation by the IATC Board of Directors. If suspended, the club may be reinstated upon such terms as the

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Board of Directors shall determine. The Club is a 501(C) 4, nonprofit association, and no part of its receipts shall result in the benefit of, or be distributed to, its members, directors, officers or other persons except for the expenses incurred in furthering the purposes of the Club.

3. The Club shall not endorse or recommend any candidate for public office or pass any resolution adopting or passing on any course of action on matters of political, social, economic or religious concern: but nothing herein shall limit the free discussion within the Club of any issue or question of general interest.

IV. MEMBERSHIP

1. Upon receipt of a completed application form and payment of appropriate fees, the Club shall welcome to membership persons without regard to race, color, national or ethnic origin, age, religion, disability, sex, sexual orientation, gender identity and expression or veteran status, who are intellectually curious, sociable, committed to high standards of integrity and expertise in their areas of interest, and who are committed to Torch Club objectives.
2. All members of the Club, except those who have Emeritus status as provided by the Constitution of the Association, shall be active, dues-paying members.
3. The Club will admit one member to the category known as "Household Membership" requested for each active member. Such members enjoy the full benefits of membership and shall pay fifty percent of the dues established for regular members. Any additional family members shall pay regular membership dues.
4. The number of active members shall be limited based on the size and seating capacity of the venue. If membership outgrows the current meeting facility, the President shall appoint a member of the Board to research new meeting facilities for consideration by the membership.
5. A member may be suspended or dismissed for cause by proof of any of the following causes:
 - a. Conduct by way of omission or commission contrary to the traditions and best interests of the Club. The member will be given an opportunity to be heard by the Board prior to dismissal.

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- b. Being in default for six months in the payment of financial obligations to the Club.
6. Upon meeting conditions set by the Board of Directors, a suspended or dismissed member may be reinstated by Board action.
7. As an IATC-dependent organization, the Club is at liberty to observe all categories of membership as defined by The Association, if so determined by the Club Board of Directors, including such categories that have not been defined within the Club Bylaws.
8. A member may be reinstated from inactive status without the payment of the initiation fee again.

V. MEETINGS

1. The Club routinely shall meet on the fourth Monday of each month from September through May of each year. The Board of Directors will be responsible for determining the dates, times and venue of each meeting.
2. The Torch Secretary will publish written notice of the time and place of each meeting to the membership.
3. The President will preside at each meeting and determine the agenda.
4. One-third of all members shall constitute a quorum for the transaction of any business.
5. Robert's Rules of Order shall govern all meetings of the Club and the Board of Directors.
6. Club members, at their own expense, may bring family members and friends to any meeting of the membership and are encouraged to invite potential new members.
7. The annual meeting for the election of officers and the presentation of yearly reports of the officers and committees shall take place during the May meeting. Vote shall be by a show of hands and the newly elected officers and committee chairs shall assume office at the conclusion of the May meeting of the Club.
8. The President may call a special meeting at any time. Upon written request from at least one-fifth of the membership, the President must call a special meeting.

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VI. OFFICERS

The officers of the Club, elected annually, shall be President, Vice-President, Secretary and Treasurer. The duties of Secretary and Treasurer may be vested in the same person. The duties of the officers and of all committee chairpersons shall be determined by the President and Board of Directors and contained in a separate document and published to all Board members.

VII. BOARD OF DIRECTORS

The Board of Directors shall consist of the officers of the Club and any chairperson of a committee the Board of Directors has established. They shall meet at the call of the President.

All matters of business pertaining to the club shall be vested in the Board of Directors. Four Directors shall constitute a quorum for the transaction of business unless otherwise specified herein.

Any vacancy occurring during the year on the Board of Directors or among the committee Chairs shall be filled by a majority vote of the remaining members of the Board of Directors.

VIII. NOMINATIONS

The President shall, before or at the March meeting each year, appoint an ad-hoc Nominating Committee to make recommendations for the above offices and

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standing committee chairpersons. The committee will inform the residing President of their nominations, and the slate will be presented to the membership during the April meeting. Any nominations from the floor will be accepted at that time. The new officers will be announced during the May meeting. See Article V paragraph 7 for the description of election of officers.

IX. COMMITTEES

Each President may appoint such committees as deemed necessary. The duties of the committees shall be determined by the President and the Board of Directors, as noted in Section VI above, and included in a separate document. The Chairpersons will be selected by the membership during the same election cycle as the officers of the Club.

X. FINANCES

1. The International Association will determine the initiation fee of each new Club member.
2. The annual dues for each Club member will be determined by the Board of Directors and include dues payable to the International Association in accordance with their Constitution.
3. All dues shall be remitted to the Club Treasurer on or before the first meeting date during September, December and March.
4. Any member who remained in good standing during active membership may be eligible to rejoin the Club without payment of an initiation fee.
5. The fiscal year of the Club shall be from July 1st through June 30th of each year.

XI. PRESENTATION OF PAPERS

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It shall be the policy of the Club to promote presentations of papers by active members and to keep guest speakers to a minimum.

XII. AMENDMENTS

These Bylaws, and any amendments thereto, shall at all times conform to the spirit and specific provisions provided by the Constitution and Bylaws of the International Association of Torch Clubs, Inc. In the event that IATC amends said Constitution and Bylaws, the Board of Directors will make the corresponding amendments to maintain compliance as a charter member. In case of conflict the IATC Constitution and Bylaws shall take precedence over Club Bylaws.

The Board of Directors may also propose amendments to the Club Bylaws. Should said amendments be proposed, notice of the proposed changes shall be published to the membership at least two weeks prior to taking a membership vote. Two-thirds of the voting membership present at the meeting shall be required to adopt any amendment.