

Bylaws of the Icrontic Social Club v1

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Article 1 - Name and Purpose

1.1 Name

The name of this Social Club is Icrontic.

1.2 Purpose and Values

Icrontic curates experiences in gaming, hobbies, self-care, and mutual support. Icrontic values being an inclusive and welcoming community.

1.3 Organization Status

The Organization is, at the time of its founding, an unregistered Social Club. If it chooses to pursue legal recognition as a Social Club under US section 501(c)(7) it shall do so under the terms of these bylaws and become the governing body. It shall not pursue status as a Corporation or any other for-profit legal status.

1.4 Non-Discrimination Policy

In all of its dealings, the Club shall not discriminate against any individual or group for reasons of race, color, creed, sex, gender identity, age, culture, national origin, marital status, sexual preference, or mental or physical disability.

Article 2 - Governance

2.1 Board of Trustees Established; Duties and Responsibilities

The governing body of the Club is the Board of Trustees. The Board is responsible for overall policy and direction of the Club, and may delegate responsibilities to staff, volunteers, and/or committees by written resolution of the board.

2.1.1 Fiscal Year

The timeframe of August 1 to July 31 will serve as the Club's fiscal year.

2.2 Board Membership

Each person who is appointed to be a member of the Board of Trustees is referred to as a Trustee. There shall always be at least three Trustees and never more than eleven. The number of Trustees shall otherwise not be fixed. The membership list and duties of the Board must be public.

Any Trustee may nominate a new member of the Board of Trustees at any board meeting.

New trustees shall be elected by a majority of trustees present at any board meeting, provided there is a quorum present. Trustees so elected shall serve a term beginning immediately and ending on the final day of the current term.

Individual Trustees do not have the authority to transact business on behalf of the Club unless otherwise directed by the Board of Trustees.

2.3 Term of Office

Each Trustee will be a member of the Board of Trustees. Each Trustee shall serve a two-year term.

A term of office will begin on August 1 and end on July 31 two years later. Trustees appointed after that August 1 shall serve a partial term effective immediately upon election and ending on the same July 31. All terms of all Trustees shall be synchronous.

2.4 Meetings; Frequency and Notice

The Board of Trustees must hold a Regular Meeting at least twice per year, either in-person and/or via any synchronous method (such as video conferencing software, chat software, or telephone conference).

No later than July 31 of each year, if a Trustee's term is set to expire, the Board of Trustees must appoint a replacement pursuant to Section 2.9 of these Bylaws ("Resignation, Removal, and Vacancies on the Board").

The President may call a Special Meeting of the Board of Trustees at their discretion by notifying the Secretary. The Board must also hold a Special Meeting upon the request of two Trustees.

The Secretary must provide notice of any upcoming meeting to the Board of Trustees at least seven calendar days before the meeting takes place.

2.5 Meetings; Rules and Procedures

The Board of Trustees may adopt rules for its meetings as long as they are not inconsistent with these Bylaws or applicable law.

The Board of Trustees must keep records of all its meetings and actions, and those records must be available to all Trustees.

A majority of the Board of Trustees constitutes a quorum at any meeting. A majority of those present have the power to act, unless another part of these bylaws establishes a different voting threshold or procedure. The Board may use any method of voting that it prefers, including electronic voting, as long as it is synchronous with the meeting.

2.6 Transparency

It is the policy of the Club that, as a not for profit organization serving its community, records should be made available to the public to every practical extent.

Therefore, the Board of Trustees must keep records of all its meetings and actions, and those records must be available to the public.

2.6.1 Exceptions for Private Documents

The Board of Trustees may, by written resolution, declare specific documents to be private and confidential for up to one calendar year at a time. There will be no limit to the number of times that this section may be used.

Any documents that are kept confidential will only be accessible to Trustees. However, the Board of Trustees may vote to share a confidential document with another person or organization if necessary.

The Board of Trustees may not keep any of its agendas or minutes confidential by using this section.

The Board of Trustees may choose to publish a summary of its annual budget in lieu of publicly detailing each expense.

The Board of Trustees will also keep private any documents that contain Personally Identifiable Information (PII) or redact any PII from them before release.

2.7 Action Without a Meeting

The Board of Trustees may adopt a resolution outside of a Regular or Special Meeting if the resolution is unanimously agreed to, in writing, by all Trustees. Any resolution or action which is

taken under this section must be recorded in the minutes of the next meeting of the Board, and should be made available publicly as soon as practical.

2.7.1 Exclusions

The Board of Trustees may not use the process in Section 2.7 of these Bylaws (“Action Without a Meeting”) to amend or repeal these Bylaws, or to take disciplinary action - including removal for non-attendance under Section 2.9.1 of these Bylaws (“Removal for Non-Attendance”) - against a Trustee, an Officer, an agent, or an employee.

2.8 Open Meetings

Each meeting of the Board of Trustees will be open to the public. The Secretary shall provide a public notice and tentative agenda no later than one day before any meeting.

2.8.1 Private Session

The Board of Trustees may hold a private session during a meeting to discuss sensitive matters. However, the Board may not make any motions or take any action during a private session. No participant will take notes during a private session, and the minutes of the meeting will not describe the contents of a private session.

2.8.2 Public Comment

At each meeting of the Board of Trustees, the Board must allow time for public comments. The Board may permit any combination of written or oral comments.

The Board may impose reasonable limits on public comment to preserve order and time.

2.9 Resignation, Removal, and Vacancies on the Board

Any Trustee may resign their membership on the Board of Trustees by writing to the Secretary of the Board. The Secretary must promptly accept the resignation.

The Board of Trustees may remove a Trustee at its discretion. Any vote taken to remove a Trustee must pass with a three-fourths majority of the entire Board, excluding the Trustee who is being removed.

If there is a vacancy on the Board of Trustees, whether due to resignation, removal, or any other cause, the Board must appoint a replacement to serve out the remainder of the removed trustee’s term at the earliest opportunity.

2.9.1 Removal for Non-Attendance

The Board of Trustees may remove a Trustee if they have failed to attend two consecutive meetings of the Board without the Board’s consent.

Notwithstanding Section 2.9 of these Bylaws (“Resignation, Removal, and Replacement of Trustees”), a vote to remove a Trustee for non-attendance will require a simple majority.

Whenever a Trustee is absent from two consecutive meetings of the Board, the Secretary shall notify the Trustee in writing that they are subject to removal at the next meeting of the Board. The Trustee must be given an opportunity to explain the reason for their absences before any such vote is taken.

2.10 Conflicts of Interest

A Trustee, Officer, agent or employee of the Club who has any potential conflict of interest which could result in any financial or personal benefit to them, whether direct or indirect, must disclose that conflict before and upon participating in the Club’s affairs.

2.11 Indemnification

The Club may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that they, their testator or intestate, was a Trustee, Officer, employee or agent of the Club, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys’ fees.

No indemnification may be made to or on behalf of any such person if (a) their acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) they personally gained a financial profit or other advantage to which they were not legally entitled.

2.12 Insurance

The Club shall have the power to purchase and maintain insurance to indemnify the Club for any obligation which it incurs as a result of its indemnification of trustees, officers and employees pursuant to Section 2.11 of these Bylaws (“Indemnification”), or to indemnify such persons in instances in which they may be indemnified pursuant to Section 2.11 of these Bylaws (“Indemnification”).

Article 3 - Officers

3.1 Offices Established

The Board of Trustees will select Officers to act on behalf of the Club. Each Officer must be a Trustee. The Officers will report to the Board of Trustees on their work at each meeting. All officers shall be subject to the supervision and direction of the Board.

The Officers of the Club shall consist of a President, a Secretary, a Treasurer, and a Past President and such other officers as the Board may choose to appoint. All Officers shall be chosen by and shall serve at the pleasure of the Board.

The Officers will only have the authority to act on behalf of the Club when it has been specifically given to them by the Board of Trustees or by these Bylaws.

3.2 Election and Term of Officers

At the first meeting of the Board of Trustees each fiscal year, the Board will elect all its officers. Each Officer will hold office until their successor begins their term or until their earlier death, resignation, or removal.

Any vacant officer position may be filled at any meeting of the Board of Trustees and the term shall begin immediately and continue until the end of the current fiscal year. Any vacancies in the offices of President, Secretary, or Treasurer must be filled at the Board's earliest ability.

3.3 President; Duties

The President is the chief executive of the Club. In addition to any duties assigned to them by the Board of Trustees and these Bylaws, the President will perform the following duties:

- preside at each meeting of the Board,
- keep the Board fully informed of the Club's affairs,
- exercise general supervision of the Club,
- represent the Board and the Club publicly, and
- cast the deciding vote if there is a tie vote in the Board.

3.4 Secretary; Duties

The Secretary is the chief administrative officer of the Club. In addition to duties assigned to them by the Board of Trustees and these Bylaws, the Secretary will perform the following duties:

- serve as the administrative secretary to the Board,
- maintain attendance records at Board meetings for each Trustee,
- distribute the agenda for each meeting,
- provide notice of any upcoming meetings,
- call special meetings of the Board, pursuant to Section 2.4
- record and keep the minutes of all meetings of the Board,
- ensure the Club's notices and reports are filed appropriately as required,
- maintain the official membership list,
- assure that individual memberships are validated,
- serve as the custodian of non-financial records and documents, and
- keep the Club's official seal.

3.5 Treasurer; Duties

The Treasurer is the chief financial officer of the Club. In addition to duties assigned to them by the Board of Trustees and these Bylaws, the Treasurer will perform the following duties:

- serve as the custodian of financial records and documents,
- maintain the Club's bank accounts subject to the direction of the Board,
- maintain all other financial accounts subject to the direction of the Board,
- provide a report on the Club's finances at each meeting of the Board,
- create an annual report on the Club's finances for the public,
- receive gifts and dues payable to the Club on its behalf, and
- make payments and financial disbursements on behalf of the Club.

3.6 Past President; Duties

The Past President is a non-voting advisor to the Board of Trustees. They may simultaneously hold a normal voting Trustee seat if so elected.

In addition to duties assigned to them by the Board of Trustees and these Bylaws, the Past President will perform the following duties:

- support the President through mentoring, coaching and advising, and
- provide context for decision making and planning from previous Boards.

Article 4 - Committees

4.1 Committees

The Board of Trustees may establish or dissolve any committees that would assist it with its work by passing a written resolution, which will have the following information:

- the name of the committee,
- the mission and/or responsibilities of the committee,
- the initial membership list of the committee,
- whether the committee's membership is open to the public,
- whether the committee may elect or the committee chair may appoint its own additional members,
- the date on which the committee will expire, and
- the method and frequency that updates will be given to the Board of Trustees.

4.2 Membership and Leadership of Committees

The initial membership of each committee will be established by the Board of Trustees. Each committee will choose a chairperson, who will preside at each meeting and serve as a liaison between the committee and the Board when requested.

Any member of the Board of Trustees may attend and speak at committee meetings unless otherwise specified in the resolution creating the committee.

4.3 Actions and Duties of Committees

Each committee will serve as an advisory body or working group to the Board of Trustees, and will have no formal role in the Club unless a power or responsibility is explicitly delegated to the committee by the Board.

Committees may not be delegated chartered responsibilities of the Board of Trustees that would affect the structure or governance of the Board.

Article 5 - Finance and Contracts

5.1 Bank Accounts and Other Depositories

The Club's funds must be deposited in a FDIC-insured banking account. The Board of Trustees shall establish rules regarding deposits, withdrawals and disbursements.

5.2 Payments from the Club; Signatories

The Treasurer or President may only make payments on behalf of the Club with the permission of the Board of Trustees.

At least two of the Treasurer, President, and Past President must be signatories on any official club accounts.

5.3 Contracts and Instruments

The Board of Trustees, subject to the provisions of these Bylaws, may authorize any officer or agent of the Club to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Club. Such authority may be general or may be confined to specific instances.

If a contract or document requires the signature of more than one officer, no one person can sign twice, even if they hold multiple roles within the organization.

5.4 Compensation of Trustees and Committee Members

It is the policy of the Club that membership on the Board of Trustees or any of its committees is on a voluntary basis. The Board of Trustees may not establish any policy which provides compensation for a Trustee or member of a committee.

5.4.1 Reimbursement for Certain Expenses

The Board of Trustees may reimburse a Trustee or committee member for specific expenses which are directly related to the Club. Whenever possible, a Trustee must seek prior approval from the Treasurer before making an expense for which they intend to seek reimbursement from the Club.

A Trustee must abstain from any vote on reimbursing their own expenses.

Article 6 - Association and Membership

6.1 Code of Conduct

The Board of Trustees must adopt, maintain, and enforce a Code of Conduct, which will be applicable to all Trustees, Officers, agents, members, employees, and any who represent the Club. The Code of Conduct must be enforced at all events sponsored by the Club.

6.2 Employees, Contractors and Other Agents

The Board may appoint employees, contractors, or other agents as it deems necessary. All employees and agents will serve at the pleasure of the Board, and will have the authority and responsibility to perform the duties assigned by the Board.

The Board of Trustees may fix compensation for employees, contractors or other agents.

To the fullest extent allowed by law, and as long as not inconsistent with these Bylaws, the Board may delegate to any employee, contractor or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

6.3 Membership

Icronic, as a social club, must have members. All current Trustees are always considered members regardless of their eligibility or good standing.

6.3.1 Eligibility

All persons at least 13 years old are eligible for membership without regard to ethnicity, race, color, marital status, religion, national origin, sex, age, handicap, veteran status or sexual orientation.

They must show interest in the Values and Purpose of Icronic and further must accept and agree to the Club's Values and Purpose statement and Code of Conduct.

The Board of Trustees or its designee may determine whether a person is eligible under these rules.

6.3.2 Process

For each requirement a candidate must either complete it OR have it waived by a majority of the Board of Trustees. The requirements are:

1. Proclaim an interest in the Club's Values and Purpose in a place viewable by other members of the Club.
2. Receive an endorsement from a current member that includes a statement acknowledging the nature of their relationship and why they believe the candidate should be a member.
3. Pay an annual fee as set by the Board.

The Board of Trustees or its designee may determine the specific method by which this process is completed.

6.3.3 Maintaining good standing

Membership terms follow the Club's fiscal year and terminate on the July 31 following gaining membership, unless it is gained in the 90 days prior to July 31. In that case, their membership will continue for the full subsequent fiscal year.

The Board of Trustees may vote to revoke Membership from any individual at any time provided they are not a Trustee.

The Board of Trustees may delegate to a committee the responsibility for determining whether a member remains in good standing based on adherence to the Code of Conduct. Those decisions may still be overturned by the Board.

6.3.4 Tracking

The Secretary or their designee must track which candidates have fulfilled membership requirements and report them to the Board of Trustees at their next meeting.

Article 7 - Amendments

7.1 Amendments to the Bylaws

The Bylaws may be amended or repealed by written resolution of the Board of Trustees.

Any resolution to amend or repeal the Bylaws must be made available in writing to the entire Board no later than one week before it is proposed.

Any vote taken to amend or repeal the Bylaws must pass with a three-fourths majority of the entire Board of Trustees.