

THE CIRCLE ANNUAL MEETING, DECEMBER 12, 2015-PROPOSED BY-LAW CHANGES

The Circle Board is proposing several changes to the Organization's By-Laws, which have not been amended since December, 2007. Their aim is to enhance Circle functioning in light of almost a decade of experience.

The text of the amendments is given below; proposed deletions are [braced and in red font]; proposed new language is **bolded and underlined**.

In summary, the By-Law amendments seek to do the following:

1. Reduce the Fellowship Meeting frequency to at least four times a year in line with current practice;
2. Change record keeping and check writing requirements, to make it easier to pay debts promptly while ensuring that no substantive funds are disbursed by the Directors without prior Board approval;
3. Shrink The Circle Board from eleven (11) Directors to nine (9) for greater efficiency, both by eliminating hard-to-fill positions, such as the Director of Information Technology, and by merging the Fellowship and Education/Community Liaison Directorships;
4. Remove ambiguity over Board quorum requirements and when Directorships come up for election/re-election consistent with the intent of the original By-Laws;
5. Establish minimal experience requirements for the Offices of President and Vice-President ensuring that persons elected to these key positions have served as a Circle Director in some capacity in the past.

Because these By-Law amendments are interwoven and integral to each other, The Circle Board is proposing that they be voted on as a package, and the Annual Meeting Ballot/Proxy reflects that thinking.

TEXT OF PROPOSED BY-LAW CHANGES

4.3 Fellowship Meetings

Fellowship Meetings of The Circle shall be held [at least once each month at a day], **at least four (4) times a year at a day**, time and location convenient to the Membership. This shall be set at the preceding [month's] Fellowship Meeting or by the Board of Directors.

5.1 Voting

Voting may be done either by voice or by show of hands, except for the election of Officers and

Directors. These shall be voted on by ballots. For all votes by ballot, the Chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of two (2) who shall act as "Inspectors of Election." At the conclusion of such balloting, they shall certify in writing to the Chairman the results and the certified copy shall be **retained by the Organization along with its other permanent records.** [physically affixed in the minute book to the minutes of that meeting.] No Inspector of Election shall be a candidate for office or shall be personally interested in the question voted upon. A record of the ballots, tallies, minutes of the election of Officers and Directors shall be kept by the Organization for minimum of five (5) years after the election.

7.3 Qualification for the Board of Directors and for election as President and Vice President:

Any member in good standing in The Circle shall be eligible for election to serve on the Board of Directors. At least three (3) of the Directors shall also be residents of either the state of South Carolina or North Carolina. **In addition to being a member in good standing, any candidate running for election to the office of President or Vice President of The Circle shall be either a current Director or Officer of the Organization or shall have served honorably in such capacity in the past. The Board of Directors shall have the final say in determining whether a candidate meets the requirements for election as President or Vice President of The Circle.**

7.5 Terms of Office of Members of the Board of Directors

Terms of office of the Officers and Directors on the Board of Directors shall be (2) years from January 1 through December 31 of the following fiscal year, with the following exception only:

The term of the President, Secretary, Director of Fundraising, Director of Educational and Community Liaison Services and Member-at-Large 1 elected at the 2006 Annual Meeting shall be one year only from January 1, 2007 to December 31, 2007. Thereafter the term of office of those Directors shall be two years and they shall be elected together. **Beginning at the December 2015 Annual Meeting, the Directors of Fellowship and Director of Education and Community Liaison Services shall be combined into one Directorship position called The Director of Fellowship, Education and Community Outreach. That Director shall be elected at the 2015 Annual Meeting and shall have a term of office of two years and, thereafter, shall run for election at the same time as the President.** The term of office of the Vice President, Treasurer, Director of Service, Director of Fellowship, Director of Information Technology and Member-at-Large 2 elected at the 2006 Annual Meeting shall be two years. Thereafter, the term of office of those Directors shall be two years and they shall be elected together. **Beginning at the December 2015 Annual Meeting, the office of the Director of Information Technology shall be eliminated.**

7.6 Vacancies and Created Directorships

Vacancies on the Board of Directors shall be filled according to the following procedure:

The President, subject to approval by the Board of Directors, shall select an individual to serve the remainder of the un-expired term **of the Director or Officer.** [pending election at the next Annual Meeting.] The term of the individual thus elected shall be compatible with 7.5 of Article VII of these By-Laws **and the Individual's qualifications shall meet the requirements of 7.3 of Article VII of these By-Laws.**

7.8 Quorum for Meetings of the Board of Directors

A quorum shall comprise a majority of the members of the Board of Directors, **vacant positions excepted.** Consistent failure of a Director or an Officer to attend meetings of the Board without good cause shall be *prima facie* grounds for removal in accordance with the procedures of 3.3 of Article III of these By-Laws. **With the approval of the President, a Board Member who cannot be physically present may attend the Board meeting in real time via telephone, Internet or other “virtual” means.**

8.1 Board of Directors of The Circle

The Board of Directors of The Circle shall be [eleven (11)] **nine (9)** in number and shall consist of the following:

- f) Director of Fellowship, **Education and Community Outreach;**
- [h) Director of Information Technology]
- [i) Director of Educational and Community Liaison Services]

2 Powers and Duties of the President

- e) Shall be one of the Officers who may sign the checks or drafts of the Organization; **All such expenditures MUST be authorized in advance by a majority of the Board of Directors.**
- g) Shall, to the extent allowed by other duties, regularly attend the [monthly] Fellowship Meetings of The Circle and make a report to the members attending;

9.3 Powers and Duties of the Vice President

- d) Shall be one of the Officers who may sign the checks or drafts of the Organization. **All such expenditures MUST be authorized in advance by a majority of the Board of Directors;**
- e) Shall to the extent allowed by other duties, regularly attend the [monthly] Fellowship Meetings of The Circle and make a report to the members attending, as appropriate.

4 Powers and Duties of the Secretary

g) **Shall be one of the Officers who may sign the checks or drafts of the Organization; All such expenditures MUST be authorized in advance by a majority of the Board of Directors.**

[g)]h) Shall attend to any other duties specifically required of the Secretary in these By-Laws;

[h)] i) Shall to the extent allowed by other duties, regularly attend the [monthly] Fellowship Meetings of The Circle and make a report to the members attending, as appropriate.

5 Powers and Duties of the Treasurer

c.) Shall be [one of] the **principal** Officer[s] who shall sign checks or drafts of the Organization. **All such expenditures MUST be authorized in advance by a majority of the Board of Directors. Except in exigent circumstances when it is not feasible, [T]two Officers MUST sign all checks. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.**

f) Shall to the extent allowed by other duties, regularly attend the [monthly] Fellowship Meetings of The Circle and make a report to the members attending, as appropriate.

2 Powers and Duties of the Director of Service

f) Shall to the extent allowed by other duties, regularly attend the [monthly] Fellowship Meetings of The Circle and make a report to the members attending, as appropriate

10.3 Powers and Duties of the Director of Fellowship, Education and Community Outreach

[c) Shall develop or cause to be developed policies and procedures to govern the operation of the Fellowship Committee and to monitor the quality and effectiveness of its activities;]

[d) Shall coordinate the planning and execution of social events with the President, the Board of Directors, especially the Director of Fundraising, the Membership and, where appropriate, the wider community;]

c) **Shall, along with the President and Vice President, act as The Circle's liaison to other faith-and-service based organizations in the Grand Strand area, including the Meher Spiritual Center, Inc.;**

d) **Shall, at the request of the President, act as media spokesperson for The Circle.**

e) Shall work with the President and Board of Directors to ensure that members and others

volunteering to do Fellowship, or educational activities for The Circle are properly trained and monitored;

- f) Shall to the extent allowed by other duties, regularly attend the [monthly] Fellowship Meetings of The Circle and make a report to the members attending, as appropriate

10. 4 Powers and Duties of the Director of Fundraising

- f) Shall to the extent allowed by other duties, regularly attend the [monthly] Fellowship Meetings of The Circle and make a report to the members attending, as appropriate.

[10. 5 Powers and Duties of the Director of Information Technology

The Director of Information Technology shall have the following powers and duties:

- a) Shall manage the information technology (IT) requirements of The Circle including the Yahoo Website and any other websites, the Membership program and databases, and the electronic archiving activities of records and other information;
- b) Shall ensure the effectiveness of The Circle's IT activities including: maintaining the integrity of database records and also ensuring that any privacy requirements are met;
- c) Shall advise the Board of Directors on viable automation technology that will enhance The Circle's ability to fulfill its Mission and Purpose;
- d) Shall work with the Board of Directors, especially the Director of Educational and Community Liaison Services, to train members of The Circle in the use of information technology relevant to the Organization;
- e) Shall to the extent allowed by other duties, regularly attend the monthly Fellowship Meetings of The Circle and make a report to the members attending, as appropriate.]

[10. 6 Powers and Duties of the Director of Educational and Community Liaison Services

The Director of Educational and Community Liaison Services shall have the following powers and duties:

- a) Shall manage the external educational activities of The Circle consistent with the Organization's Mission and Purpose, including a speaker's bureau;
- b) Shall manage the internal educational activities of The Circle including the training of members in areas relevant to the Organization's work;
- c) Shall, along with the President and Vice President, act as The Circle's liaison to other faith-and-service based organizations in the Grand Strand area, including the Meher Spiritual Center, Inc.;

- d) Shall, at the request of the President, act as media spokesperson for The Circle.
- e) Shall to the extent allowed by other duties, regularly attend the monthly Fellowship Meetings of The Circle and make a report to the members attending, as appropriate]

[10. 7] 10.5 Powers and Duties of the Directors-At-Large

END OF PROPOSED BY-LAW CHANGES