

Sertoma, Inc.
Bylaws
Last revised 2012

ARTICLE I – NAME

The name of the organization shall be Sertoma, Inc. (Sertoma) and is the legal successor of Sertoma International and the Sertoma Foundation.

ARTICLE II – STATE OF INCORPORATION

Sertoma shall be incorporated in the State of Missouri.

ARTICLE III – PURPOSE

- A. Sertoma is organized exclusively for charitable, religious, educational or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.
- C. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of pursuant to the laws of the State of Missouri for such charitable purposes as they were organized and operated.

ARTICLE IV – POWERS

Sertoma shall have the power to:

- A. Manage, administer and regulate the affairs, property and funds of Sertoma.
- B. Establish, administer, regulate and manage divisions, through which members are supported for achieving the purposes of Sertoma.

- C. Charter, grant and regulate Sertoma membership for achieving the purpose of Sertoma and as established in the Policy Statements:
1. Establish the standards for chartering Sertoma Clubs and regulations for maintaining a club's continued existence within Sertoma.
 2. Establish the qualifications for becoming and remaining an individual member.
 3. Establish all other membership classifications and the regulations of each classification.

ARTICLE V – MEMBERSHIP

A. Individual Members

1. Defined:
 - a. Member: Individuals may become and remain members of Sertoma upon payment of annual dues as shall be determined by a vote of the members as defined in these Bylaws.
 - b. Life Member: Individuals may become and remain Life Members of Sertoma upon meeting the requirements and paying the required Life Member fee as established by the Board of Directors.
 - i. Life Members of Sertoma International shall retain all their privileges and rights in Sertoma.
 - c. Good Standing: To be in good standing individual members must be current on all financial obligations to Sertoma and their Sertoma Club, and the requirements of membership.
2. Requirements:
 - a. Sertoma shall not discriminate against any person because of race, color, religion, gender, national origin, political affiliation, sexual orientation, or disability.
 - b. Members shall agree to abide by the Policy and Procedure Statements of Sertoma as established by the Board of Directors.
 - c. All individual members must also be members of a Sertoma Club in good standing.
3. Privileges:
 - a. All individual members who are a member of a Sertoma Club in good standing have the privilege of the floor at the Annual Meeting or Conventions and, as defined in the Policy Statements, may present resolutions through approved procedures.
 - b. All individual members as defined in this Article, who are a member of a Sertoma Club in good standing shall be entitled to vote as prescribed in the Policy Statements.
 - c. There shall be no vote by proxy nor cumulative voting.

B. Club Members

1. Defined:
 - a. Community organizations of individual Sertoma members may become and remain club members of Sertoma upon payment of annual dues and fees as determined by a vote of the members.
 - b. Good Standing: To be in good standing club members must be current on all financial obligations to Sertoma and the requirements of membership.

2. Requirements:
 - a. Each Sertoma Club must be established and or recognized by Sertoma and hold a current Charter and adhere to all requirements therein.
3. Privileges:
 - a. Each Sertoma Club in good standing shall be entitled to one authorized club representative at the Annual Meeting or a special Convention as prescribed in the Policy Statements.
 - i. Each club or the authorized club representative who is present at any session of the Annual Meeting or conventions shall be entitled to vote the club vote in the manner prescribed in the Policy Statements. There shall be no vote by cumulative voting
 - ii. The authorized representative of a Sertoma Club in good standing shall have the privilege of the floor at the Annual Meeting or Conventions and as defined in the Policy Statements may present resolutions through approved procedures
 - b. Clubs in good standing that do not have an authorized representative present at the Annual meeting will have the privilege to vote on officers, at-large board positions, and changes to the Governing documents in the manner prescribed in the Policy Statements..
- C. Nonvoting Members:
 1. The Board shall have the authority to establish and manage classifications of nonvoting members.

ARTICLE VI – DUES AND FEES

A. Membership Dues:

1. Each individual and club member shall pay annual dues to Sertoma in an amount recommended by the Sertoma Board of Directors and approved by two-thirds (2/3) vote of the voting membership as defined in the Policy Statements.
 - a. Current dues for individual as of July 1, 2011 are \$80 per year, and for clubs as of July 1, 2008 are \$175 per year. As adopted by members on July 31, 2010.
2. All other membership classifications designated in these Bylaws shall pay the dues or fees specified in the Policy Statements.
3. Dues shall be paid at the time and in the manner prescribed in the Policy Statements.
4. Individual and club members situated in countries other than the United States of America, will pay dues in U.S. dollars based on current exchange rates at time of billing, unless otherwise authorized by the Board of Directors.

B. Fees

1. The Board of Directors of Sertoma shall set such other fees as may be necessary to serve the best interests of individual and club members, to include the purchase of liability insurance and other such necessary administrative items or services.
2. Individual and club members will pay fees for appropriate and approved services provided through divisions or other assigned and/or elected national volunteers as defined in the Policy Statements.

ARTICLE VII – GOVERNANCE

A. Board of Directors

1. Power and Authority:

- a. The Board shall have full authority to interpret the Bylaws, and such interpretation shall be final and binding. However, it is the unqualified right of members at any subsequent Annual Meeting to overrule by resolution any construction or interpretation of the Bylaws by the Board of Directors.
- b. The Board of Directors shall be the policy-making body of Sertoma. The Board shall have full authority to establish, construe and interpret the Policy and Procedure Statements of Sertoma, and such interpretations shall be final and binding providing the Policy and Procedure Statements and the interpretations thereof do not conflict with any provision of these Bylaws. This authority is subject to an action of the members as follows:
 - i. An action of the Board may be rescinded by resolution passed by no less than two-thirds (2/3) of the members and authorized club representatives present and voting at the Annual Meeting of Sertoma, provided, that the resolution does not conflict with these Bylaws.
 - ii. All other resolutions shall be deemed to be advisory in nature to the Board of Directors.
- c. Excluding the Executive Director, no Board members shall receive compensation for their service.

2. How Constituted:

- a. The Board of Directors shall consist of the President, the President-Elect, two (2) Vice Presidents, the Treasurer, the Secretary and ten (10) Directors.
- b. An Executive Director, if hired by the Board of Directors, shall serve in a non-voting capacity as the Secretary on the Board of Directors.
- c. Board members must be members in good standing of a Sertoma Club in good standing.

B. Officers and Directors

1. **Duties and Responsibilities:** The duties, powers and responsibilities of the Officers, Directors and Executive Director shall be as prescribed in the Policy Statements.
2. **Election:** The Officers and Directors will be elected or appointed in the manner prescribed in the Policy Statements.
3. **Officers:**
 - a. The elected officers of Sertoma shall be a President, President-Elect and two (2) Vice Presidents. The term of each elected officer is one year.
 - b. The appointed officers of Sertoma shall be the Treasurer and Secretary. The term for appointed officers shall be defined in the Policy Statements.
4. **Directors:**
 - a. Ten Directors shall be elected from the divisions and at-large as defined in the Policy Statements.
 - b. The term for each Director is three (3) years, with a rotation of terms each fiscal year as defined in the Policy Statements.

C. Executive Committee

1. The members of the Executive Committee shall be the elected and appointed officers of the organization.

D. Annual Meeting and Conventions

1. Annual Meetings: There shall be an Annual Meeting of Sertoma which shall be held at a place and at such time as may be determined by the Board of Directors. The place and date of said Annual Meeting shall be determined and publicly announced no less than six (6) months prior thereto.
2. Conventions: Conventions at such places and times to be designated may be called by a majority vote of the Board of Directors as the need requires as defined in the Policy Statements.

ARTICLE VIII – POLICY AND PROCEDURE STATEMENTS

Policy and Procedure Statements not inconsistent with these Bylaws embodying additional provisions for the governing of Sertoma shall be adopted, and may be amended from time to time by a majority vote of the Board of Directors.

ARTICLE IX – SLOGAN

The official slogan of Sertoma shall be “Service To Mankind.”

ARTICLE X - MOTTO

The official motto of Sertoma shall be “Make Life Worthwhile.”

ARTICLE XI - PARLIAMENTARY AUTHORITY

“Robert’s Rules of Order” (revised and/or the latest edition) shall be the parliamentary authority for all matters or procedures not specifically covered by the Bylaws, Policy Statements and Procedure Statements of Sertoma.

ARTICLE XII- AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the members present and voting at the Annual Meeting of Sertoma. The amendment shall become effective the first day of the following fiscal year as determined by the Bylaws.

All proposed amendments shall be filed with the Executive Director of Sertoma not later than the first day of February prior to the date of the Annual Meeting. Such proposed amendments can only be submitted to the authorized representatives by the Board of Directors or an authorized Resolutions Committee as defined in the Policy Statements and consistent with Robert’s Rules of Order.