



Greater Atlanta Chapter IBM Quarter Century Club Constitution

Constitution and Bylaws Greater Atlanta Chapter IBM Quarter Century Club

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ARTICLE I. NAME AND MISSION

Section 1. Name. The name of this organization is the Greater Atlanta Chapter of the IBM Quarter Century Club.

Section 2. Mission. The mission of the Greater Atlanta Chapter of the IBM Quarter Century Club shall be to encourage, facilitate and enhance the fellowship and camaraderie which was developed through twenty-five years or more of service and association in the IBM Corporation through planned social events for members and guests as well as organized and meaningful participation in community activities and projects which will lead to the improvement and betterment of the quality of the lives of the residents of the Greater Atlanta Area."

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ARTICLE II. OBJECTIVES

Section 1. To provide recognition of those who have completed twenty-five years of service with the IBM Corporation.

Section 2. To enhance the image of the IBM Corporation in the Greater Atlanta business and community environments.

Section 3. To provide expertise and knowledge gained from twenty-five years of association with the IBM Corporation to others through organized volunteerism in community based programs and project.

Section 4. To promote fellowship and camaraderie through events arranged to accommodate the desires of the membership.

Section 5. To strengthen communications between IBM and those employees with twenty-five years of more of service.

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ARTICLE III. MEMBERSHIP

Section 1. Any employee of the International Business Machines Corporation, who has completed 25 years of regular service is eligible to become a member..

Section 2. Payment of annual dues is required to remain a member in good standing.

Section 3. Members in good standing shall be entitled to participate in all club activities and be on distribution lists to receive information and notices.

Section 4. A new member shall be officially received into the Greater Atlanta Chapter of the IBM Quarter

Century Club by an officer of the club. This can be done by letter, phone or at a member meeting.

Section 5. All membership privileges cease when a member fails to pay dues and/or is involuntarily terminated from IBM for "conditions of employment" or performance reasons.

Section 6. The duties of members are to (a) elect the Advisory Board (Club Officers and committee chairs), (b) ratify the Constitution and Bylaws, (c) vote on amendments to the Constitution and Bylaws, (d) discharge any other responsibilities as appropriate.

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ARTICLE IV. ADVISORY BOARD

There shall be an Advisory Board (the Board) which is the governing body of the Greater Atlanta Chapter of the IBM Quarter Century Club. The primary purpose of the Board is to conduct the affairs and activities of the Club.

Section 1. Qualifications Members of the Advisory Board must be members in good standing (dues paid) who have consented to individual acceptance of responsibility to foster the achievement of the mission of the club.

Section 2. Composition. The Advisory Board shall consist of at least seven (7) members including but not limited to the officers, the chairs of the standing committees, the chair of the Nominating Committee and one (1) IBM representative.

Section 3. Election and Term of Office. Members of the Board shall be elected annually from candidates nominated in accordance with Article VII of this document.

(a) Election - for continuity purposes, members of the Board will be elected annually such that no more than one-half (1/2) of the Board is turned over in any one year.

(b) Term of office - the term of office for each member of the Board is two (2) full years. No member may serve more than two (2) full terms in succession unless that member is nominated to the Presidency or Vice President. Club members selected to fill an unexpired Board Member term shall remain eligible for two (2) full terms on their own.

Section 4. Vacancies. Vacancies occurring on the Board in the interim between annual elections shall be filled by a member of good standing selected by the Nominating Committee and approved by the Board.

Section 5. Responsibilities. The responsibilities of the Board shall include but not be limited to:

- (a) Creating the annual objectives/priorities for the Club.
- (b) Creating the annual financial operating plan for the Club.
- (c) Ensuring that the financial plan and obligations are met.
- (d) Setting goals and objectives for events, programs and project for the Club.
- (e) Approving the allocation of funding for events, programs and projects of the Club.
- (f) Voting on any and all amendments to the Constitution and Bylaws.
- (g) Creating and dissolving committees of the Club as needed.
- (h) Establishing the amount of the annual dues based upon operating fund requirements.
- (i) Conducting annual membership drive.
- (j) Ensuring all members (dues paid) have the opportunity to participate and receive the benefit of all activities, programs and projects.

Section 6. Advisory Board Meetings. On an annual basis, there shall be at least (5) regular meetings of the Advisory Board schedules every other month. Additional meetings may be held as needed at the call of the President.

Board members are expected to be present at every regular Board meeting. Any Board member who is absent from three (3) consecutive regular meetings shall be considered to have resigned unless there are unusual/extenuating circumstances. The Board will review each individual situation and the final determination.

Section 7. Quorum A quorum to conduct Club business shall consist of a majority of the Board members. A simple majority vote of the attendees shall be sufficient to pass on Club business. The President or Vice President must be present at all Board meetings.

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ARTICLE V. OFFICERS

Section 1. Officers of the Club shall consist of a President, Vice President, Secretary and Treasurer.

Section 2. Duties.

(a) Duties of the President

- i. Presides at all meetings of the Board, general member meetings as well as special events and social functions.
- ii. Assumes responsibility for the overall affairs of the Club on behalf of the Advisory Board.
- iii. Confirms the appointment of members of the committees.
- iv. Is an ex-officio member of all committees.
- v. Countersigns all authorizations for payment initiated by the Treasurer and shall have the power to sign checks in the absence of the Treasurer.
- vi. Has overall responsibility for the supervision and planning of all events, programs and projects sponsored by or under the auspices of the Club.
- vii. Maintains a close working relationship with the designated IBM representative in order to ensure continued communication and support from the IBM Corporation.

(b) Duties of the Vice President

- i. Assists the President with the responsibility of the oversight of the Club and its activities.
- ii. Assumes responsibility and performs all duties of the Presidency in his/her absence, disability, resignation or death.
- iii. May sign checks in the absence of the President.
- iv. Audits the Club's financial transactions by reconciling sales and cash receipts, verifying bank statements, and validating financial statements rendered by the Treasurer.

(b) Duties of the Treasurer

- i. Has overall responsibility for the annual financial operating plan and budget for the Club.
- ii. Maintains a complete record of all financial transactions of the Club.
- iii. Has responsibility for all revenue and expenses related to any events, programs or projects.
- iv. Assures that all legitimate financial obligations are met, including handling bank transactions and issuance of checks.
- v. Is responsible for creating and presenting a periodic financial statement for the Club, which at a minimum must be annually.
- vi. Annually presents a proposed budget to the Advisory Board and to the Club members.
- vii. Assures an annual audit of the books is completed and presented to the Board.

(c) Duties of the Secretary

- i. Creates and maintains minutes for the Advisory Board, the general member meetings as well as any special events, programs or projects that need to be documented.
- ii. Conducts all official correspondence for the Club.
- iii. Maintains attendance logs for meetings and events.

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ARTICLE VI. COMMITTEES

Section 1. Standing Committees There shall be standing committees representing the interest of the Club as required by the Board. They may include but not be limited to Community Programs, Membership, Newsletter, Nominating and Special Events. Each committee shall have at least five (5) members.

Section 2. Nominating Committee The Nominating Committee shall consist of five (5) to seven (7) members selected by the Board. The term of office for each member shall be two (2) years. No member may serve for more than two (2) consecutive terms. This committee shall establish and maintain a bank of potential candidates for officers, committee chairs and committee members who are representative of the Club population and agreeable to being an officer or serving on a committee.

On an annual basis the Nominating Committee shall present a slate of officers and Board candidates to the Advisory Board for approval prior to being voted on by the general membership. Only new candidates or members who are being nominated for a second term will appear on the slate.

The Nominating Committee will make recommendations to the Board for approval to fill vacant and unexpired terms which may occur between elections.

Section 3. Special Committees Special committees may be appointed by the Advisory Board to perform specific tasks and/or projects and will be dissolved at the completion of that work.

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ARTICLE VII. ELECTION PROCEDURES

The Nominating Committee shall develop and recommend a slate of officers from the bank of names they maintain. This slate will be mailed to all Club members, along with a ballot, allowing at least three weeks for response. Each Club member shall indicate his or her selection for each officer and return the marked ballot to the Club Secretary by the specified date. The ballots shall be counted by the Nominating Committee assisted by the President. The candidates receiving the most votes from the returned ballots shall be elected and hold office for a term of two (2) years. Club members will be notified in a timely manner of the names and contact points of the newly elected officers. The new officers will be installed at a ceremony attended by the outgoing officers, preferably at the annual meeting.

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ARTICLE VIII. MEMBERSHIP MEETINGS

Section 1. General Meetings At least one (1) meeting of the general membership shall be held during the year. This shall be the annual business meeting. The date of this meeting will be determined by the Advisory Board. Notification of the meeting shall be mailed to all members at least ten (10) days prior to the meeting.

Section 2. Quorum. A quorum shall consist of at least fifteen percent (15%) of the dues paid members.

Section 3. Majority. A simple majority of votes cast by members in attendance shall carry a motion in meetings. Propositions that must be reviewed and approved by the entire membership shall not be voted on in meetings unless the Secretary ascertains that twenty-five percent (25%) or more of the entire membership is present. Such propositions will normally be voted on by means of a mailed ballot in which each member may indicate his/her choice and return it to the Club Secretary. An issue shall carry by the majority of the votes returned by the specified date stated on the ballot.

Section 4. Special Meetings Special meetings may be called upon a request to the Secretary by ten percent (10%) of the members which shall state the objective of such a special meeting. Notice of the special meeting shall be mailed to all members at least seven (7) days prior to the meeting and shall clearly state the matters to be considered at such meeting.

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ARTICLE IX AMENDMENTS

Section 1. Amendments to the constitution and bylaws may be recommended as follows:

- by the Advisory Board,
- by a committee appointed by the President, or
- at the request of a majority of the members present at any Club member meeting.

Section 2. The recommended amendment(s) will be submitted to the total membership by mail and shall carry by a simple majority (more than one-half) of the votes returned by the date stated on the ballot.

Section 3. Any amendments submitted to the membership by mail must be given at least three weeks turnaround for response.

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