

Constitution (as Amended, December 4, 2018)

Article I – Descriptions

Section 1: The name of the club shall be the **Unique Club**.

Section 2: It shall be located within the limits of Stark County, Ohio.

Article II – Membership

Section 1: Application for membership shall be in writing, stating the name, residence, business, profession or occupation and any other pertinent information requested on an approved form, signed by the applicant, with a recommendation by a member (sponsor) of the **Unique Club**, accompanied with the initiation fee.

Section 2: The application shall be submitted to any Officer or Trustee of the **Unique Club**, after which, the President shall then process the application for a background check.

Section 3: Any application shall be returned without approval, to the applicant and the sponsor, if three (3) or more Board of Trustee members vote against the recommendation for election of such applicant. Upon approval by the Board of Trustees applicant is then voted on by the membership.

Section 4: Applications for membership shall be voted upon at the next general meeting after the background check is completed. Any applicant who receives 75% approval by the membership present shall be accepted for membership. An applicant who was denied membership shall not be eligible to resubmit another application until a period of not less than twelve (12) months has expired from the date of denial.

Section 5: Voting shall be by one of the following methods as determined by motion of the members present at the time of the vote:

1. By motion of “acclamation”
2. Voice vote indicated “Yea!” or “Nay!”
3. Secret Ballot

Section 6: The membership may, at its direction, elect Honorary members subject to such conditions as it may determine. Honorary members shall have the same privileges as other members.

Section 7: Any member who wishes to resign from membership may do so in writing to the Secretary. The resignation shall be acted upon by the Board of Trustees. Notification of acceptance of a resignation shall terminate the right of a member to enjoy the privileges of the **Unique Club**. All matters in regard to the reinstatement of a resigned, suspended, or expelled member, including the terms and conditions of reinstatement, shall lie within the discretion of the Board of Trustees. Any application of reinstatement will be considered only in the order of submission of application, as provided for in Article II, Section 4.

Section 8: Upon the death of any Active or Honorary member, one hundred dollars (\$100.00) is to be donated, by the **Unique Club**, to a charitable organization designated by the family, in his honor or if no designation is requested, then as designated by the Unique Club.

Section 9: Upon the death of the spouse of any Active or Honorary member, fifty dollars (\$50.00) is to be donated, by the **Unique Club**, to a charitable organization designated by the family, in her honor or if no designation is requested, then as designated by the Unique Club.

Article III – Dues and Fees

Section 1: The membership application form shall be accompanied with an application fee of twenty-five dollars (\$25.00) plus twenty dollars (\$20) for a Unique Club shirt. The \$20 is refunded if the applicant is denied. The current year's prorated dues will be payable upon acceptance of the application into the Unique Club.

Section 2: A. The annual dues for Active members, with the exception of the Secretary and the Treasurer, shall consist of two (2) amounts. The first amount, one hundred five dollars (\$105.00), shall be allocated to the Operating Fund. The second amount, eighty dollars (\$80.00), shall be allocated to the Scholarship Fund.

Section 2: B. The annual dues for Honorary members, the Secretary and the Treasurer, shall be eighty dollars (\$80.00) which shall be allocated to the Scholarship Fund.

Section 3: Members shall become liable on January 1st of each year for their annual dues for the current calendar year.

Section 4: When a member's account for dues or fees has been delinquent for thirty-one (31) days, such member may be suspended or expelled from the **Unique Club**, for such non-payment, by action of the Board of the Trustees.

Section 5: The President and the Board of Trustees may increase annual dues for either the Operating Account or the Scholarship Fund on an as needed basis upon a regular monthly or special meeting, voted on and approved by a quorum.

Article IV – Meetings

Section 1: The Annual Meeting of the members shall be held in the month of November.

Section 2: Regular meetings of the members shall be held on the first Tuesday of every month or at a time set by the Board of Trustees.

Section 3: Special meetings of the members may be held at any time by a call of the President or a majority of the Board of Trustees.

Section 4: Twenty-five (25) percent of the membership shall constitute a quorum for the purpose of conducting business at any regular or special meetings.

Section 5: The Board of Trustees shall endeavor to hold regular monthly meetings on the same night as the regular or special meetings.

Section 6: Five (5) members of the Board of Trustees must be present to constitute a quorum for the purpose of conducting business at any regular or special meetings.

Section 7: Robert's Rule of Order shall govern the meetings when not inconsistent with these regulations.

Article V – Board of Trustees

Section 1: The Board of Trustees shall consist of the Officers, three (3) elected Trustees and the immediate Past President.

Section 2: The immediate Past President shall automatically become a member of the Board of Trustees.

Section 3: Any vacancy of the Board of Trustees occurring by reason of death, expulsion, incapacity, or resignation shall be filled, for the remainder of the term of said Board of Trustee member, by the Board of Trustees, by majority vote, at any meeting of the Board of Trustees.

Article VI – Officers

Section 1: The Officers shall be the President, the First Vice President, the Second Vice President, the Secretary, the Assistant Secretary and the Treasurer.

Article VII – Election of Officers

Section 1: The election of Officers shall be held at the Annual meeting. Names of candidates may be proposed by any member. The candidate receiving the majority vote, of those present and eligible to vote, shall be elected to office. In the event this does not occur, the two (2) candidates receiving the highest number of votes will again be voted on. The candidate receiving the majority vote, of those present and eligible to vote, shall be elected to office. The election shall be by one of the three methods described in Article II, Section 5. All ties shall be resolved by lot.

Section 2: The Officers shall be elected to two (2) year terms. The term shall start January 1st.

Section 3: The President can only serve one (1) two-year term and cannot be re-elected until having been out of the office of the President for, at least, one (1) year.

Section 4: The President shall appoint, and prepare a slate of candidates to be placed into nomination at the Annual Meeting for all officers being voted on at the meeting. Article VIII – Election of Trustees

Section 1: Three (3) members of the **Unique Club**, shall be elected, to serve as Trustees. The three (3) Trustees now serving have been elected for three (3) year terms. They shall continue in office until their respective term of office expires or until their successors are duly elected and qualified.

Section 2: At each annual meeting, one (1) Trustee shall be elected for a three (3) year term. The terms shall start January 1st.

Article IX – Powers of the Board of Trustees

Section 1: The Board of Trustees shall have general charge, management and control of the affairs, funds and property of the **Unique Club**, and shall authorize and control all expenditures. It shall have full power, and it shall be the duty of the Board of Trustees to carry out the purposes of the **Unique Club**, according to law, and as provided for in these regulations.

Section 2: The Board of Trustees may authorize any expense consistent with the mission of the Unique Club without general membership approval not to exceed \$1,000.

Section 3: The Board of Trustees shall appoint an Investment Committee consisting of at least 3 members of the Unique Club who are licensed, bonded or insured who currently practice in the area of financial advisory.

- A. The Board of Trustees empowers the Investment Committee to develop a sound risk-management policy for its investment objectives which will allow for timely asset allocation with and acceptable level of risk and expected return.

- B. The Investment Committee will create a diversified investment portfolio, designed to achieve the Unique Club Scholarship Foundation financial goals with an appropriate risk tolerance to achieve the rate of return needed to provide funds for the Scholarship Committee identified in Article XII.
- C. The Investment Committee will report to the Board of Trustees, who will then report to the President, who will then report to the members.

Section 4: Absence on the part of any member of the Board of Trustees from three (3) consecutive meeting thereof, without satisfactory reason being given, shall be deemed a resignation therefrom.

Section 5: In respect to all questions, of construction of these regulations, the decision of the Board of Trustees shall control and be finally binding.

Article X – Duties of the Officers

Section 1: The President shall preside at all meetings and maintain the order of the **Unique Club**. The President shall perform all duties incident to the office of President.

Section 2: In the absence of the President, the 1st Vice President shall perform all of the duties of the President.

Section 3: In the absence of the President and the 1st Vice President, the 2nd Vice President shall perform all the duties of the President.

Section 4: The Secretary shall give notice of all the meetings and shall keep minutes of such meetings. The Secretary shall keep a roster of members, conduct the correspondence and be the custodian of its records, documents and seal of the **Unique Club**. Together with the President, the Secretary shall sign all written contracts and obligations of the **Unique Club**, except checks. The Secretary shall perform all duties incident to the office of the Secretary.

Section 5: The Assistant Secretary shall assist the Secretary and the Treasurer. In the absence of the Secretary, shall perform all of the duties of the Secretary.

Section 6: The Treasurer shall collect dues and all other sums due the **Unique Club**. The Treasurer shall sign all checks and pay obligations and authorized expenses. The Treasurer shall keep the financial records, prepare all necessary tax reports and render a financial report at the January meeting.

Section 7: The Treasurer shall obtain a bond equal to the assets of the **Unique Club**, which bond premium shall be paid by the **Unique Club**.

Article XI – Committees

Section 1: The President shall appoint, in each year, from its own members, committee chairmen, for the activities of the **Unique Club**. The committee chairman shall have charge of arranging all programs and functions for the interest and pleasure of its members

Article XII – Fundraising Committee

Section 1: The purpose of the Fundraising Committee is to raise money and to conduct fundraising campaign to provide money for the Unique Club Scholarship Foundation.

Section 2: The **Unique Club** has established a Scholarship Foundation wherein any male or female person of Italian descent residing in Stark County, Ohio shall be eligible to apply for a scholarship grant.

Section 3: The Scholarship Foundation shall be composed of seven (7) members of the **Unique Club**. These members now serving shall constitute the Committee and shall continue until their respective terms of office expire or until their successors are duly appointed and qualified.

Section 4: The Chairman shall select six (6) members to serve a one (1) year term. Consecutive terms may be served.

Section 5: The Scholarship Foundation shall have the final decision, authority and discretion to award the scholarship grants in a total amount not to exceed the amount approved by the Board of Trustees. The Scholarship Foundation shall determine the manner of the selection of the award recipients provided the recipients meet all the qualifications and requirements contained in these regulations.

Section 6: The Treasurer shall disburse the scholarship funds to the Unique Club Scholarship Foundation based upon the selection of the Scholarship Foundation.

Section 7: Any private donation to the **Unique Club** in the amount of \$10,000.00 or more for the purpose of awarding scholarships, shall be deposited in a Unique Club Scholarship Foundation account, and designated as a "**Perpetual Unique Club Scholarship Award**", in the donor's name. The investment income earned from the said account shall be awarded annually for a scholarship in the name of the donor.

Section 8: A donor of a "continuous" donation of \$10,000 or more per year can request said annual amount to be awarded in same year so long as, said donation is available 60 days prior to the scholarship decision process.

Section 9: Any private donation to the **Unique Club** greater than \$599.00 but less than \$10,000.00 .00, donated for the purpose of awarding scholarships, shall be awarded annually in the donor's name until all funds are exhausted. All scholarship awards shall be for a minimum of \$600.00.

Section 10: Any private donation to the **Unique Club** less than \$600.00 shall be deposited t into the Unique Club Scholarship Foundation and distributed as part of the **Unique Club's** annual scholarship awards by the Scholarship Foundation.

Article XIII – Conduct and Discipline

Section 1: If the conduct of any member shall appear to be in willful violation of the Code of Regulations, by-laws or rules of the **Unique Club**, or prejudicial or detrimental to the **Unique Club's** interest, or for bringing disrepute to the **Unique Club**, the Board of Trustees may, by an affirmative vote of two-thirds (2/3) of the Board of Trustees, suspend or expel said member. Before taking any such action, a written copy of the charges must be served upon the members and an opportunity given to the member to be heard before the Board of Trustees.

Article XIV – Amendments

Section 1: The Code of Regulations (Constitution) shall be amended as follows: Any amendment or repeal of any portion of these regulations shall be submitted to the membership at any regular or special meeting and if it receives affirmative approval of fifteen (15) members, it shall then be submitted in writing to all the members by mail, at least, seven (7) days prior to meeting and shall set forth the regular meeting when said proposal shall be submitted for vote by membership. Said proposal shall be subject to amendment at the meeting when it is submitted to vote and shall be effective upon adoption by a two-third (2/3) vote of the members present at said meeting unless another effective date is set forth.

Section 2: Any amendment rejected shall not be resubmitted for a period of six (6) months. Vote shall not be by secret ballot unless a majority present votes to have a secret ballot prior to a vote on the amendment.

Article XV – Dissolution

Section 1: In the event of dissolution of the **Unique Club** or in the event the **Unique Club** is dissolved for the reason that it failed to carry out the objects and purpose herein set forth, all assets remaining after all liabilities and obligations have been paid or adequate provision made therefore shall be transferred, conveyed and turned over to the Unique Club Scholarship Foundation, Canton, Ohio to be administered as a Scholarship Fund, so far as feasible, in accordance with the established scholarship goals of the **Unique Club**, namely, a scholarship fund whereby any male or female person of Italian descent residing in Stark County, Ohio shall be eligible for such scholarship grants. The awards shall be designated as the **Unique Club** Scholarship Award and Unique Club Scholarship Foundation shall publish, once a year, in the Canton Repository or its successor, the names of the recipients, the amounts of the grants, and the financial condition of the “Fund”. In the event of the failure of Unique Club Scholarship Foundation to carry out the provisions as outlined herein, whatever balance may remain in the “Fund” shall revert, transfer and administered by the Stark County Community Foundation, Canton, Ohio, subject to the provisions and conditions contained herein.