

Constitution and Bylaws of The Sphex Club

**Passed by the membership April 13, 2006
To become effective September 2006
Amendments to Article III-4, 5
To become effective September 2018**

Constitution

Article I. Name.

The name of this organization shall be The Sphex Club, derived as an acronym for science, philosophy, history, education, and “x,” the unknown.

Article II. Object.

The object of this club shall be, primarily, the intellectual and social culture of its members and, secondarily, the encouragement of philanthropic, educational and civic progress. The primary objective shall be fulfilled through the presentation of papers on intellectually challenging subjects by the club’s members at its regular meetings.

Article III. Membership

1. Membership shall be active, inactive, or emeritus.
2. The maximum limit of active membership shall be thirty-five (35).
3. The quorum at any meeting of the membership shall be fifty percent (50%) of all active members. If there is a quorum present, then an active member may vote by proxy. This written proxy shall be delivered to the secretary. If there is no quorum, no binding action may be taken at a meeting of the membership.
4. Any member has the privilege of presenting to the Membership Committee the name of any person for active membership. The committee may also consider on its own persons it considers suitable for membership. Any member submitting a name for membership will furnish the Membership Committee a short statement about the background and qualifications of that person. The nominating committee shall present potential members to the club for consideration, and that list of nominees must include a number of names that exceeds the open spots by at least one.
5. If such candidate receives the approval of the committee, the committee chairman shall

present a statement about the candidate's background and qualifications to the membership and the election of candidates will take place at the next regular meeting in executive session (i.e. with no visitors present). The election of members will take place in two stages, each of which will be conducted by secret ballot. A certification ballot will be held first to determine which nominees' names can appear on the election ballots. On the certification ballot, members will vote on each of the candidates with either an affirmative or negative vote. Nominees must receive an affirmative vote from at least seventy-five percent (75%) of the active members present and of members voting by proxy to be placed on the election ballot. The election between or among certified candidates shall then take place, and the certified candidates with the highest vote totals of those active members present and of members voting by proxy shall be granted membership until all vacant spots are filled.

6. Any member may be dismissed by a majority vote.

7. No election or dismissal of members shall be held unless previous notice of such election or dismissal shall have been given in writing by the Secretary or Treasurer to every member of the club. The notice will remind members that the names of persons to be considered for election or dismissal must be kept confidential.

8. Any active member of long service and advanced years, having informed the Secretary, may, by a majority vote of the members present at any regular meeting, be made an emeritus member, continuing with all the privileges of active membership, except the right to vote in the election of new members to the club or the dismissal of members, but free of the obligation to read papers, and to attend meetings regularly. Emeritus members will not be included within the constitutional limit provided for active membership.

9. Any active member who determines that attendance and participation during a year will be limited because of personal or job-related demands on the member's time may elect to become an inactive member for a period of one year. This notice must be given in writing or by e-mail to the Secretary or the Treasurer. At the end of the year, a member may elect to take one additional year as an inactive member by giving notice in writing or by e-mail to the Secretary or Treasurer. The membership, however, may fill the vacancy created by a member's request to be inactive. The member may return to active status upon notification to the Secretary or Treasurer, even if this causes a temporary overage in the member limit stated in Article III (2) above.

10. If a member does not attend at least fifty percent (50%) of the regular meetings of the membership during any year, then the secretary shall give written notice to the member that failure to attend at least fifty percent (50%) of the meetings of the membership during the ensuing year may result in dismissal from the club pursuant to Article III (6) above.

Article IV. Officers.

1. The officers of this club shall be a president, vice president, secretary, assistant secretary, and treasurer. Officers shall be elected annually at the last regular meeting in the spring and shall assume office immediately after conclusion of meetings and activities for that year. Officers shall serve for a term of one year or until their successors have been duly elected and qualified. In the event of the death or resignation of any officer, the club shall fill the vacancy for the unexpired term at its next regular meeting, proceeding in the manner prescribed for the annual election.

2. The President presides at all meetings of the club and performs all duties prescribed by the club's constitution and bylaws.

3. The Vice President presides at meetings when the President is not present and performs other duties requested by the President.

4. The Secretary is responsible for notifying members of all meetings, taking attendance at all meetings except the annual meeting, and preparing minutes for all meetings. The Secretary is responsible for receiving, preserving, and archiving at regular intervals at the Jones Memorial Library the club's records and copies of papers presented by members of the club. The Secretary shall also, in consultation with the President, arrange and publish to the members the schedule of speakers for the regular club meetings for the year.

5. The Assistant Secretary assumes the duties of the Secretary at meetings when the Secretary cannot be present and assists the Secretary with other duties when requested.

6. The Treasurer shall handle and be responsible for all the club's financial transactions. The Treasurer shall collect the club's dues and other assessments and make disbursements out of a club checking account, keeping a record of these transactions in a club account book. The Treasurer shall issue a financial report in writing at the beginning of the club year.

Article V. Committees.

1. The President, not later than the second regular meeting of the club year, shall appoint a Membership Committee, a Program Committee, and a Nominating Committee; each shall consist of three members, The President may also appoint additional *ad hoc* committees as may be desirable.

2. It shall be the duty of the Membership Committee to consider for active membership all persons proposed by members and those nominations originating in the committee as provided in Article III (5) above. If those persons receive the majority approval of the committee, the chairman shall then notify both the President and the Secretary as to the date upon which it is proposed that the election be held. After new members are elected to the club, the chairman of the Membership Committee will designate an active member to visit the member-elect to inform him/her of the club's purposes and responsibilities of membership, to deliver and explain the club's constitution

and bylaws with particular emphasis on attendance requirements, and to obtain from the member-elect a response to the club's invitation.

3. It shall be the duty of the Program Committee to secure the program for the annual meeting and make all other arrangements for it. The committee shall assist the Secretary, when so requested, in making arrangements for all other programs and meetings.

4. The Nominating Committee shall present a slate of new officers to the membership at the last regular meeting of the club year in the spring. Should there not be a quorum present at the meeting, the chair of the Nominating Committee, with the assistance of the Secretary, shall circulate a ballot, either by regular mail or e-mail, to active members. A majority of ballots returned within ten days shall constitute an election.

Article VI. Amendments.

All proposed changes in this Constitution shall be presented in writing to the club for discussion and recorded as part of the minutes of the meeting at which they are proposed. Such proposed changes shall lie over until the following regular meeting, at which time they may, if duly seconded, be adopted by a majority vote of the members present.

Bylaws

1. The club shall, as far as practicable, schedule twelve regular meetings and an annual meeting during the club year, between the middle of September and the middle of May at such times and places as may be designated. The President, in consultation with the Secretary, shall determine whether a meeting should be cancelled or postponed on account of inclement weather or other special conditions, and the Secretary shall notify all members.

2. Members annual dues shall be such as may be found necessary and approved by a quorum of the membership at a regular meeting.

3. If any member fails to pay such dues and other charges as may be properly assessed against him/her, that member's name shall be automatically dropped from the roll of the club six months after the end of the club year during which such indebtedness was incurred; provided, that he shall have been twice previously reminded of this bylaw by the Secretary or Treasurer, either by e-mail or regular mail.

4. Members who are unable to attend a meeting may send their regrets to the speaker through another member who will be present at the meeting. Regrets may also be sent by e-mail

directly to the speaker with a copy to the Secretary. The sending of regrets, however, has no effect on attendance requirements for continued membership as outlined in Article III (10) above.

5. The order of business of regular meetings shall be as follows: a. Call to order; b. Introduction of new members, if any; c. Introduction of guests, if any; d. Reading of the minutes of the last meeting by the Secretary; e. Reports of committees; f. Old business; g. New business; h. Reports of regrets to the speaker from members unable to be present; i. Introduction of the speaker by the president to include a brief background identification and announcement of the speaker's topic; j. Reading of the paper or equivalent (ordinarily limited to forty-five minutes); k. Discussion of the paper; l. Adjournment.

6. All proposed changes in the bylaws shall be presented in writing at any regular meeting of the club and, if there is a quorum, may be adopted by a majority vote.

7. Sphex members presenting papers at the club's regular meetings are expected to furnish the Secretary a short autobiography before the meeting and a copy of his/her paper at its conclusion.