

Crichton Club

Constitution and Bylaws

Article One - Name

The name of the organization is the Crichton Club of Columbus Ohio.

Article Two - Mission and Purpose

Crichton Club is organized exclusively for educational purposes under Section 501 (c) (3) of the Internal Revenue Code, or corresponding sections of any future federal tax code. Supported by a long history of bringing together persons representing town and gown, the Crichton Club is a cultural and educational organization open to all life-long learners. Through the presentation of lectures from some of the greatest minds of our time, the Crichton Club strives to uphold its legacy of openness to new ideas, the presentation of unique and controversial topics, the promotion of thought-provoking discourse, and the intellectual enrichment of the community.

Article Three - Membership

Section 1- Eligibility for Membership: Membership is open to anyone in agreement with the organization's mission and purpose who submits the required application and pays the established annual dues and requisite fees. Crichton Club does not discriminate on the basis of race, creed, color, national origin and ethnic origin, gender, or any other basis prohibited by law.

Section 2 - Annual Dues and Fees: Annual dues and fees shall be established by the Board of Directors and published to all new and continuing members at the time of initial application and upon issuance of a membership renewal invoice. The payment of all required dues and fees must be current to be considered a member in good standing.

Section 3 - Membership Records: The organization shall issue membership renewal invoices and keep membership records including the name and contact information of each member, the date of admission to membership, and the date of membership renewal.

Article Four - Meetings and Programs

Section 1-Annual Meeting: The organization's annual meeting shall be held at such time as the President shall determine following the last program of each year. Notice of such meeting shall be sent by mail or electronic communication to each member in good standing no fewer than ten days before the date of the meeting.

Section 2- Special Business Meeting: At the request of a majority of the members of the Board of Directors, the President shall call a Special Business Meeting. Notice of such meeting shall be given

to all members in good standing by mail or electronic communication no fewer than ten days before the date of the meeting.

Section 3 - Quorum: For the purpose of transacting business, any number of members in good standing who attend the Annual Meeting, or a Special Business Meeting shall constitute a quorum.

Section 4 - Programs

The Board of Directors shall schedule programs throughout the year for the purpose of carrying out the organization's mission and purpose. All members in good standing shall be invited to attend. Crichton Club will not take any action or carry on any activity not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code.

Article Five - Board of Directors

Section 1- Powers and Duties: The Board of Directors shall carry out the affairs of the organization.

Section 2 - Number and Terms of Office: The number of directors shall consist of no fewer than twelve or more than fifteen. Each director shall be elected for a term of three years, or until their successor has been elected, and shall serve no more than two successive terms. A person selected to fill the remainder of the term of a departing director may serve the remainder of such term followed by two successive terms. After sitting out at least one full term, a person may be elected to fill another two successive three-year terms.

Section 3 - Election of Directors: One third of the directors shall be elected for a three-year term at each Annual Meeting. Between Annual Meetings, a majority of the directors shall have the authority to fill any vacancy.

Section 4 - Meetings: The Board of Directors shall meet at least once each fiscal year at the same time as the Annual Meeting and as often, thereafter, as needed to conduct the business of the organization.

Section 5 - Electronic Meetings: The Board of Directors may hold meetings by conference call or other electronic means so long as all members participating can communicate with one another at the time of such meeting. Participation in such a meeting constitutes presence in person at the meeting.

Section 6 - Electronic Voting: Between meetings, members of the Board of Directors may vote on any matter by email or other electronic means, so long as all directors have access to such electronic means, a quorum participates in such votes, and the votes are conducted in accordance with rules established by the Board of Directors.

Section 7-Quorum: A majority of the current number of directors, elected or appointed, shall constitute a quorum for the purpose of transacting business.

Article Six - Officers

Section 1- Designation and Election: The officers of the organization shall be a President, Vice President, Secretary and Treasurer each of whom shall be one of the directors. The Board shall elect each officer to a two-year term at the Annual Meeting. An officer may be re-elected or re-appointed for an additional year. The Board of Directors may fill a vacancy in any office. Any such appointment shall be for the remainder of the term or until a successor is elected. An officer elected before the last year of their Board term, may be re-elected or re-appointed to the Board for one additional year. A person elected to serve as President, may be elected or appointed to the Board for the number of years required to complete their Presidential term.

Section 2 - Duties: Each officer shall have such authority and shall perform such duties as are customary for their respective office and such other duties as may from time to time be required of them by the directors.

Article Seven - Committees

Section 1- Standing Committees: The Standing Committees of the Board shall be a Finance Committee, Governance Committee, Membership Committee and Program Committee. The President shall appoint the members and chair of each Standing Committee from among the directors and/or members in good standing.

Section 2 - Duties of Standing Committees:

- A. The Finance Committee oversees the financial functions of the organization including but not limited to: budgeting and financial planning; preparation and distribution of financial reports; establishing internal controls; fiscal policies and safeguards to protect the organization's assets; and preparing and filing all required tax forms and other reports.
- B. The Governance Committee oversees the structure and functions of the board and its committees including but not limited to: periodically reviewing its constitution, bylaws, policies and procedures; advising on questions of ethics and conflicts of interest; and nominating candidates for the Board and its Officers.
- C. The Membership Committee oversees and promotes the growth and retention of membership including but not limited to: receiving and processing new member applications; arranging activities for new members; and managing the annual membership renewal process.
- D. The Program Committee oversees the programs presented by the organization for its members including but not limited to: booking and making arrangements for each speaker, and managing all arrangements required for each lecture and related social activities.

Section 3 - Other Committees, Advisory Groups and Taskforces: The President may appoint other committees, advisory groups or taskforces as required to conduct the business of the organization.

Such committees, advisory groups and taskforces shall be composed of directors and/or members in good standing.

Section 4 - Ex-Officio Members: The President shall serve as an ex-officio member of all committees.

Article Eight - Removal of Officers and Directors

The Board of Directors, by a majority vote at a scheduled Board meeting, may remove any officer or director for good cause as determined by the Board.

Article Nine - Parliamentary Procedure

Robert's Rules of Order, Revised are a guideline for governing the proceedings at all meetings of members and of the Board of Directors.

Article Ten - Conflict of Interest

The Board shall maintain a process for managing and resolving conflicts of interest.

Article Eleven - Indemnification

The organization shall, to the extent legally permissible, indemnify any person who serves or who has served as an officer or director of the organization against all expenses and liabilities reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which they may become involved by reason of their service in such capacity. No indemnification shall be provided where such person shall have been finally adjudicated in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. Any compromise or settlement payment shall be approved by a majority vote of the directors who are not at the time parties to the proceeding. This indemnification shall inure to the benefit of the heirs, executors and administrators of the persons entitled to such indemnification.

Article Twelve - Fiscal Year

The fiscal year of the organization shall be the twelve-month period ending on May 31 or on any other date as may from time to time be provided by the Board of Directors.

Article Thirteen - Amendments

Any amendment to this Constitution and Bylaws shall first be presented to the Board of Directors. Upon ratification by a majority of the Board, the amendment shall be drafted and sent by mail or electronic communication to every member in good standing. At the next meeting of the organization, regular or called, it shall be presented to the members and become effective upon a majority vote of those present.

Article Fourteen - Dissolution

Upon the dissolution of this 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 sections 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.

Certificate of Adoption

The undersigned members of the Board of Directors hereby certify that this Constitution and Bylaws were duly adopted by Crichton Club on June 3, 2024, and that this Constitution and Bylaws have not been modified or rescinded as of the dates signed below.

Marilyn Pritchett
Marilyn Pritchett, President

June 3, 2024
Date

Raimund Goerler
Raimund Goerler, Secretary

June 3, 2024
Date

Adopted 5 January 1920
Revised 1925 (date uncertain)
Amended 25 November 1920
Revised March 1940 (date uncertain)
Amended May 24 1960
Amended April 1966 (date uncertain)
Amended 15 June 2000
Revised 10 October 2007
Amended 13 May 2008
Amended August 2008
Amended 8 June 2011
Amended 12 June 2012
Amended 17 June 2013
Revised 18 June 2014
Revised 13 May 2019
Amended 3 June 2024