

Bylaws of the Faculty Club of Duke University, Incorporated

ARTICLE I. NAME

The name of the organization shall be the Faculty Club of Duke University, Incorporated (the "Corporation")

ARTICLE II. PURPOSE

The purpose of the organization shall be to provide a safe, clean, reliable venue for recreational activities to eligible employees of Duke University and Duke University Health System, Inc. and alumni of Duke University.

ARTICLE III. MEMBERS

Membership in the Corporation may be one of 4 types (1) Standard, (2) Visiting, (3) Honorary, and (4) Inactive. A Membership in the Corporation is defined as a household where one adult aged 21 or older is eligible under the terms listed in Sections 3.1 through 3.8.

Section 3.1 - Terms and Conditions of Standard Membership

- (A) Eligibility. A Standard Membership in good standing is comprised of the eligible individual and their immediate families. Only persons in the following categories shall be eligible for Standard Membership in the Corporation:
- i. Persons who are employees of Duke University or Duke University Health System, Inc. and engaged in the activities in furtherance of the charitable missions of one or more of those institutions. The Board of Governors shall establish appropriate rules and principles for assuring the eligibility of potential members.
 - ii. Alumni of Duke University up to a total percentage of the membership determined by the Board of Governors.
 - iii. Retired employees of Duke University or Duke University Health System, Inc. who were members in good standing prior to their retirement.
 - iv. The surviving spouse of any person who was a member in good standing at the time of his or her death.
- (B) Payment of Membership Initiation Fee. New members shall pay a non-refundable Membership Initiation Fee at a rate established by the Board of Governors.
- (C) Standard Membership Dues. Each Standard Member shall pay Annual Membership Dues in an amount determined by the Board of Governors. Dues shall be payable on April 1 of each year or at such other time as the Board of Governors designates.
- (D) Special Assessment. Each Standard Member shall pay any Special Assessment that may from time to time be authorized by the Board of Governors.

- (E) Recreational Privileges of Standard Memberships. Individuals affiliated with standard memberships shall have access to the Corporation's recreational facilities on such terms (including fees for special activities and for guest privileges) as the Board of Governors shall from time to time determine. A Standard Membership shall be deemed to be in good standing for purposes of enjoying recreational privileges if the membership has not been terminated under section 3.1(G). Penalty charges may be assessed for membership dues or standard billing not paid during a stipulated period, at a level determined by the Board of Governors.
- (F) Voting Privileges of Standard Membership. At a standard or called meeting of the membership, each Standard Membership of the Corporation in good standing shall have one vote per Membership Fee, provided the Membership Fee is not past due.
- (G) Termination of Standard Membership. A Standard Membership shall cease upon the conditions named in Section 3.8.

Section 3.2 - Terms and Conditions of Visiting Membership

- (A) Eligibility. Only persons with visiting faculty appointments (as defined below) at Duke University shall be eligible for Visiting Membership which shall be for a period of the lesser of one (1) membership year or the term of the member's visiting faculty appointment. A Visiting Membership in good standing is comprised of the eligible individual and their immediate families. For purposes of the first sentence of this subsection (A) only, a "visiting faculty appointment" shall mean a faculty appointment for a term of no more than one (1) year or a portion thereof (e.g., a semester) with no expectation at the time of appointment that such appointment will be continued beyond such term, whether by extension, renewal or otherwise.
- (B) Visiting Membership Dues. Each Visiting Member shall pay Visiting Membership Dues (at a rate in excess of Standard Membership Dues) as determined by the Board of Governors. Dues of Visiting Members shall be payable upon the acceptance of their applications.
- (C) Recreational Privileges of Visiting Members. Individuals affiliated with Visiting Memberships shall have access to the Corporation's recreational facilities on such terms (including fees for special activities and guest privileges) as the Board of Governors shall from time to time determine. A Visiting Membership shall be deemed to be in good standing for purposes of enjoying recreational privileges if the membership has not been terminated under section 3.2(E). Penalty charges may be assessed for dues or regular billings not paid during a stipulated period, at a level determined by the Board of Governors.
- (D) Visiting memberships do not have voting privileges and may not serve on the Board of Governors.
- (E) Termination of Visiting Membership. A Visiting Membership shall cease upon the conditions named in Section 3.8.

Section 3.3 - Terms and Conditions of Honorary Membership

Honorary Members may be elected from time to time by a vote of the Board of Governors. Such Honorary Members may be exempt from payment of dues and shall have no voting or other rights except as expressly conferred at the time of his or her election. Such membership should be reserved for extraordinary circumstances. Honorary Membership shall cease upon the conditions named in Section 3.8.

Section 3.4 - Terms and Conditions of Provisional Membership

Individuals with active Standard Membership who have a change in employment status at Duke University or Duke University Health System, Inc. which changes their eligibility for membership as defined in Section 3.1 (A) may request reclassification as a Provisional Member at renewal time. This will entitle them to the Recreational Privileges outlined in Section 3.1 (E), but not to the Voting Privileges outlined in Section 3.1 (F), or the ability to serve on the Board of Governors. A Provisional Membership is viable for one membership year, after which the individual must reapply on an annual basis. The Board reserves the right to not renew such requests if the Club reaches its capacity with those who qualify for Standard Membership.

Section 3.5 - Terms and Conditions of Inactive Membership

Members may elect to move their membership to inactive status for a period of up to two years. The Board of Governors may establish an annual charge for maintaining inactive status. Inactive Members may resume active membership by paying the standard annual dues. Members may petition the Board to continue as Inactive Members for a longer period based upon special circumstances such as an extended visit at another institution or leave of absence. Inactive membership shall cease upon the conditions named in Section 3.8.

Section 3.6 - Applications and Eligibility Determinations

Applications for membership in the Corporation may be reviewed pursuant to policies established by the Board of Governors.

Section 3.7 - Transferability of Memberships

Memberships in the Corporation shall not be transferable.

Section 3.8 - Termination of Membership

A Membership in the Corporation shall cease upon its expiration under Section 3.2(A) or 3.5, upon its nonrenewal under Section 3.4, upon any failure of eligibility for such Membership or non-compliance with the rules and standards of the Corporation as determined by the Board, including:

- (i) Standard Membership: Failure to pay the membership annual dues, Membership Fee, or special assessment.
- (ii) Visiting Membership. Failure to pay the membership annual dues.
- (iii) Inactive Membership. Failure to reactivate within two years of becoming inactive.
- (iv) Change in employment status at Duke University or Duke University Health System, Inc. so that the person would no longer be eligible for becoming a member as defined above.
- (v) Written request by an adult member of the membership household that membership be ended.

ARTICLE IV. OFFICERS

Section 4.1 - Officers

The officers of this Corporation shall be a President, a Vice President (President-elect), a Secretary, and a Treasurer. The several officers shall perform the duties customarily incident to their respective offices and such additional duties as the Board of Governors may assign.

Section 4.2 - Election of Officers

The Vice President (President-elect), the Secretary, and the Treasurer shall be elected by Standard Members of the Corporation as provided in Article VI.

Section 4.3 - The President

The President provides leadership for the Board and for the Corporation. The duties of the President are to represent the best interests of the membership. The President shall preside at all meetings of the Corporation, Board of Governors, and Executive Committee. The President shall designate Chairpersons of the Nominating Committee and of ad-hoc committees.

Section 4.4 - The Vice President

The Vice President (President-elect) shall automatically succeed to the presidency on May 1 of the year marking expiration of his or her term as Vice President (President-elect). The Vice President shall assume her or his duties in the absence of the President.

Section 4.5 - The Treasurer

The Treasurer shall perform all duties incident to the office of Treasurer, subject to the control of the Board of Governors. The Treasurer may delegate such activities as are practicable to the Executive Director, including but not limited to preparation of disbursements, financial statements, and tax documents. The Treasurer shall provide a report at each standing meeting of the Board of Governors, a financial statement at least quarterly, and an annual report and proposed fiscal year budget at the annual membership meeting.

Section 4.6 - The Secretary

The Secretary is responsible for keeping the minutes and records of the Corporation and for certifying the results of the election.

ARTICLE V. BOARD OF GOVERNORS

Section 5.1 - Membership

The Board of Governors shall comprise the President, the Vice President (President-elect), the Secretary, the Treasurer, the Immediate Past President, and four members-at-large. The Executive Director is an ex officio, non-voting member of the Board.

Section 5.2 - Powers

The Board of Governors shall have custody of all of the property of the Corporation and shall manage the Corporation's affairs. The Board is empowered to hire an Executive Director who shall manage the day to day operation of the club. The Executive Director will attend all meetings of the Board of Governors and will report to the Board of Governors all matters germane to fulfilling the purpose of the Corporation.

Section 5.3 - Meetings

The Board shall meet at least bi-monthly or on call of the President. On written request signed by three members of the Board, the President shall call a meeting of the Board to be held not later than ten days from the time he receives such request. Meetings of the Board shall be held at Duke University or such other place as the President shall identify, and reasonable notice of the exact time and place of such meetings shall be given to all members of the Board. Any individual who is part of a membership household in good standing of any type may attend Board meetings, with the exception of executive sessions.

Section 5.4 - Meeting Attendance

On recommendation of the President and with approval of the Executive Committee, a member of the Board of Governors may be removed from office if absent from two (2) consecutive meetings of the Board without excused absences.

Section 5.5 - Quorum

Five members shall constitute a quorum for the transaction of business at any meeting of the Board of Governors.

Section 5.6 - Annual Report

The Board of Governors shall cause to be prepared an annual report describing relevant activities and developments during the year including a summary of the Corporation's financial condition. This report shall be presented at the standard annual meeting of the membership of the Corporation and shall be filed for inspection by the members.

Section 5.7 - Annual Budget

The Board of Governors shall propose a budget in advance of the new fiscal year which will be presented and discussed at the annual meeting. Following the discussion such budget will be approved by the Board. No indebtedness or other obligation shall be incurred except upon authorization by the Board of Governors; however authority to make budgeted operating expenditures and incur short-term liabilities incidental thereto may be delegated to the Executive Director of the Corporation and/or the Treasurer.

Section 5.8 - Executive Committee

At its first meeting of the year, the Board of Governors shall appoint an Executive Committee to be composed of the President, the Treasurer, and two other Board members. In the event that the Board of Governors cannot convene for an emergency action item, the Executive Committee will exercise governing authority over the Corporation's property and affairs on behalf of the Board of Governors. All other members of the Board shall be notified when the Executive Committee is to convene, and shall have voting rights should they elect to attend. The Executive Committee will report its actions to the Board of Governors at the next called meeting. The Board, upon majority vote, may reconstitute the Executive Committee.

Section 5.9 - Nominating Committee

The Past-President of the Board will chair the Nominating Committee each year. The President will appoint three other members of the Committee from the Board or the general membership.

Section 5.10 - Standing and Ad Hoc Committees

The Board of Governors is authorized to appoint standing or ad hoc committees as it deems useful for supporting its business and the activities of the club. Such committees may be composed of members of the Board of Governors, individuals from households having a Membership in good standing of the Club and staff of the Club. Committees will serve in an advisory capacity and report to the Board of Governors or its Executive Director with recommendations for consideration by the Board. Committees shall not enter into contracts on behalf of the Corporation.

Section 5.11 - Prohibition of Voting by Proxy

Members of the Board of Governors must be present in order to vote on matters coming before the Board.

Section 5.12 - Majority Vote Required

Any matter coming before the Board shall be resolved pursuant to simple majority vote.

ARTICLE VI. ELECTIONS AND VACANCIES

Section 6.1 - Regular Annual Elections

The Vice President (President-elect) shall be elected to serve three years: one year as Vice President, the next as President, and the third as Immediate Past President. The Secretary shall be elected annually for a one-year term. The Treasurer shall be elected in each even-numbered year for a two-year term. Of the four members-at-large, two shall be elected each even year for a two-year term, and two shall be elected each odd year for a two-year term. The annual election of officers shall be by Standard Memberships only. Such annual elections shall be held in the month of March and shall be by mail ballot, email, or on-line ballot, which shall be sent to all Standard Memberships at the home or business address of record.

Section 6.2 - Nomination procedures

Nominations shall be by the Board of Governors, by the nominating committee appointed by it, or by nominating petitions signed by at least ten individuals from different Standard Membership households in good standing. Following the receipt of nominations, the Nominations Committee will prepare a slate of candidates for Elective Officers and At-Large positions for approval by the Board. The slate may include nominees solicited by the Nominating Committee. The Board may add candidates as approved by a majority of the Board. Candidates receiving a plurality of the votes cast shall be deemed elected and shall take office on or about May 1. In the event that two or more candidates receiving a plurality also receive the same number of votes, each of those candidates will serve.

Section 6.3 - Terms

No individual may serve more than two consecutive terms in the same position, or more than six consecutive years in any combination of positions.

Section 6.4 - Eligibility

All adult members of a Standard Membership in good standing shall be eligible for election to serve as officers of the Corporation and as members of the Board of Governors.

Section 6.5 - Vacancies

Should the President resign, withdraw, or for any reason fail to serve, the Vice President (President-elect) shall immediately become President and shall serve as interim for the remainder of the President's unexpired term, and then shall begin their own term as President. The Board may call a special election to fill the position of Vice-President, or may wait until the next regularly scheduled election to do so. Should any officer or Board member other than the President resign, withdraw or for any reason fail to serve, such vacancy may be filled by the Board of Governors for a term to last until the position is filled in the next annual regular election. If a vacancy occurs in the Presidency at a time when no elected President-Elect exists, a President pro-tem will be elected by the Board of Governors.

Section 6.7 - Supervision of Elections

The Board of Governors shall appoint a committee to supervise each election. Such committee shall seek to preserve confidentiality, shall count the votes, and shall certify the election results to the Board.

ARTICLE VII. STAFF

Section 7.1 - Executive Director

An Executive Director of the Corporation shall be appointed by the Board by a majority vote of the Board of Governors, under employment conditions to be determined by the Board. The Executive Director shall be employed at the Corporation Headquarters. The conditions of employment of the Executive Director will be determined by the Board of Governors. The Executive Director reports to the President of the Board. In the absence of an Executive Director, the Board may appoint an interim Director to carry out the responsibilities of the position.

Section 7.2. - Responsibilities

The Executive Director is responsible for directing the work of the Corporation, ensuring a fiscally responsible operation, determining and filling Corporation staffing needs in accordance with a Board approved budget, and evaluating staff performance.

ARTICLE VIII. MEETINGS OF THE MEMBERSHIP

Section 8.1 - Annual Meeting

The regular annual meeting of the Corporation shall be held at the Duke Faculty Club, or at such other place as the Board of Governors shall designate, and will take place before submission of the following year's budget.

Section 8.2 - Special Meetings

Special meetings of the membership of the Corporation may be held for the transaction of business at any time on the call of the President or the Vice President (President-elect) or the Board of Governors. Upon written request signed by more than 25 members, the President shall call a special meeting to be held on a date not fewer than ten nor more than 30 days from the time he or she receives such a request.

Section 8.3 - Notice

Written notice of the exact time and place of each annual or special meeting, together with the tentative agenda, shall be sent by the Secretary to all members of the Corporation not later than ten days before such meeting.

Section 8.4 - Quorum

At any duly called meeting of the membership of the Corporation, the members present shall constitute a quorum for the transaction of business.

Section 8.5 - Proxies

Members not present at a standard or special meeting of the membership may vote by proxy in accordance with the following terms: one adult immediate family member of the absent Membership holder's household shall have an implied proxy, but all other proxies shall be in writing and signed by the member granting the proxy.

ARTICLE IX. OFFICE AND SEAL

Section 9.1 - Office

The office of the Corporation shall be at Duke University in the City of Durham, North Carolina, or at such other place as the Board of Governors may from time to time appoint.

Section 9.2 - Corporate Seal

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words 'Corporate Seal, North Carolina'. This seal shall be held in custody of the Secretary.

ARTICLE X. BYLAW AMENDMENTS

Amendments to the Bylaws may be proposed to the membership upon motion passed by the Board of Governors. The proposed Bylaw changes together with an explanation of the proposed changes shall be provided to the members for their approval or rejection by electronic or mail-in ballot. Two-thirds of the votes cast shall be required for the adoption of any proposed amendment to the Bylaws.

ARTICLE XI. DISSOLUTION

In the event of dissolution or liquidation of the Corporation, the assets remaining after satisfaction and discharge of all liabilities and obligations of the Corporation including refund of that portion of the purchase price of all memberships then refundable, shall be distributed to Duke University for use in accordance with the purposes for which it was founded.

History of revisions prior to 2004 is not chronicled here.

These bylaws were amended by vote of the Membership at the 2004 Annual Meeting

These bylaws were amended by vote of the membership in December 2006.

These bylaws were amended by vote of the membership in March 2010.

These bylaws were amended by vote of the membership in March 2011.

These bylaws were amended by vote of the membership in March 2017.