

**BY-LAWS OF THE
TORCH CLUB OF THE FOX VALLEY
Appleton, Wisconsin**

ARTICLE 1 - NAME

Section 1. Name

The name of this organization shall be The Torch Club of The Fox Valley, a member of the International Association of Torch Clubs, Incorporated.

Section 2. Charter

This Club hereby ratifies and agrees to be bound by the Constitution of the International Association of Torch Clubs, Incorporated, and the lawful acts of its Board of Directors.

ARTICLE II - PURPOSE

Section 1. Purpose

The primary purpose of this Club shall be to give members of the learned professions an opportunity to meet in the spirit of fellowship, expand their knowledge, develop a breadth of thought and culture, and foster the highest standards of professional ethics and civic well-being.

ARTICLE III - MEMBERSHIP

Section 1. Qualifications of Members

This Club may admit to membership only professional persons who meet the following qualifications:

- (a) Who are members in good standing (either retired or active) in any of the commonly recognized professions pursued by a person in a recognized professional manner.
- (b) Who in the judgment of the local club satisfies the following Torch criteria of a truly professional person:
 - 1. Has a recognized professional degree from an accredited school, or are professionally recognized to have an acceptable equivalent in training and experience.
 - 2. Has pursued work that requires a mastery of some area of knowledge and skills, the exercise of judgment and assumption of individual responsibility, as opposed to the carrying out of essentially routine procedures.

3. Has maintained standards of competence and integrity in professional practice.

(c) Who are interested in Torch activities and able and willing to contribute to club programs, and who are known to be intellectually alert, socially companionable and financially responsible.

Section 2. Number of Members

The number of active members shall be limited to sixty (60) except as it may be necessary to extend this limit in order to admit transfers from other clubs.

Section 3. Number of Professions

The Board of Directors shall encourage professional diversity in the membership.

Section 4. Type of Members

All members of this Club, except those who have emeritus status as provided by the Constitution of the Association, shall be active, dues-paying members.

Section 5. Election to Membership

Each applicant for membership shall be proposed by an active member in good standing, who shall present the name of said applicant and the applicant's record to the secretary. The secretary shall investigate the eligibility of the proposed member and recommend those so qualified to the members of the Club at the next regular meeting. The applicant may thereafter be admitted by recommendation of the membership committee. Each application must be accompanied by the membership fee and the current annual dues.

ARTICLE IV - FEES AND DUES

Section 1. Membership Fee

The initial membership fee shall be set by and payable to the International Association.

Section 2. Annual Dues

The local and international annual dues (January 1 through December 31) shall be set by the Board of Directors and by the International Association respectively.

ARTICLE V - MEMBERSHIP RESPONSIBILITIES

Section 1. Non-Payment of Dues

Any person who shall be in arrears for dues for one year shall cease to be a member of the Club. However, upon application and at the discretion of the Board of Directors, the person in arrears may be reinstated upon payment of all current dues.

ARTICLE VI - OFFICERS AND ELECTIONS

Section 1. Officers

The officers of the Club shall be a president, a vice-president, a secretary, and a treasurer. All officers shall be elected for two-year terms.

Section 2. Board of Directors

The Board of Directors shall consist of the officers, who shall act in similar capacities for the Board, the chair of each committee, and the immediate past president. They shall meet at such times as the President may find it necessary to call them together.

Section 3. Time of Election

The officers shall be elected at the annual meeting in March.

Section 4. Nominations

The President shall, no later than the February meeting, appoint a Committee to make nominations for the offices, their report to be made to the Club members through the secretary when the notices for the March meeting are sent to said members. Additional nominations may be made from the floor by members at the March meeting.

Section 5. Election

Vote shall be by ballot at the March meeting, upon the nominations made, and the newly elected officers and directors shall assume office at the May meeting. Proxies will be allowed.

Section 6. Vacancies

Any vacancy in the Board of Directors or among the officers occurring during the year shall be filled by a majority vote of the remaining members of the Board of Directors.

Section 7. Quorum For Board of Directors

Three directors shall constitute a quorum for the transaction of business not otherwise specified herein.

Section 8. Powers of the Board of Directors

All matters of business pertaining to the Club, except such as may be herein reserved to the membership at large or to the officers, shall be vested in the Board of Directors.

Section 9. Duties of Officers

The duties of the officers shall be those usually incumbent upon such positions.

ARTICLE VII - COMMITTEES

Section 1. Committees

Each Incoming president shall announce at the May meeting his appointments to the following standing committees for the ensuing year:

- (a) Membership Committee
- (b) Program Committee

The Vice-President shall be the Chair of the Program Committee

Section 2. Duties

The duties of these committees shall be those usually incumbent upon such committees.

ARTICLE VIII - MEETINGS

Section 1. Regular Meetings

The regular meetings of this club shall be held once each month, except during June, July and August, at such time and place as the Board of Directors may decide.

Section 2. Annual Meeting

The annual meeting for the election of officers and the receipt of yearly reports of the officers and committees shall be the regular meeting in March. Prior notice in writing shall be mailed to each member at least seven (7) days before the meeting.

Section 3. Special Meetings

The President may call a special meeting at any time. Upon written request from at least one fifth (1/5) of the members, the president must call a special meeting.

Section 4. Quorum

A quorum shall consist of at least one-third (1/3) of the active members of the Club.

Section 5. Rules of Order

The latest edition of Robert's Rules of Order shall govern in all parliamentary practice not otherwise covered by the Constitution of the International Association of Torch Clubs or by these By-Laws.

ARTICLE IX - ENDORSEMENT OF RESOLUTIONS OR CANDIDATES

Section 1. Freedom of Discussion

It is one of the objectives of this Club to encourage entire freedom of discussion and expression of opinion among its members. The discussion of pending legislation or proposed or suggested governmental action or any civic matter of importance may be introduced for the enlightenment and education of the members, with assurance that views expressed will not be publicized.

Section 2. Resolutions or Candidates Not To Be Endorsed

No resolution which would have the effect of placing any member on record, pro or con, upon any subject, shall be permitted. Neither shall the Club at any time endorse or recommend any candidate for political office.

ARTICLE X - AMENDMENTS

Section 1.

These By-Laws may be amended by a two-thirds (2/3) vote of the membership at any annual meeting, or at any regular or special meeting provided that notice of the proposed amendment(s) shall have been mailed to each member at least seven (7) days previously. Proxies will be allowed.

Adopted: March 14, 2002.

Amended: March 12, 2009.