

## THE GLENDALE LYCEUM – CONSTITUTION

### Article I

The name of this corporation shall be “THE GLENDALE LYCEUM”.

### Article II

Sec.1. Classes of Membership shall be:-

- a. Senior Members
- b. Junior Members
- c. Sub-Junior Members
- d. Non-resident Members
- e. Service Members
- f. Special Members
- g. Honorary Members

Qualifications, classifications, initiation fee and dues shall be determined from time to time by the Board of Directors. Dues shall be payable semi-annually in advance. Only senior members, honorary members, and special members in good standing can vote and/or petition the board.

Sec.2. Any person not a member of the Lyceum may be permitted to enjoy the privileges of the Lyceum – except to vote and to hold office – upon such terms and conditions as the Board of Directors may prescribe.

Sec.3. Any member may, for cause, be deprived of membership by a vote of a majority of the Board of Directors in favor of such deprivation, such member having had at least three days notice of the time and place of meeting of said Board to consider his or her case.

Sec.4. Any person who shall be proposed in writing to the Board of Directors by two senior members in good standing and whose application shall be approved by seven members of the Board of Directors, may become a member upon paying dues and initiation fee.

### Article III

Sec.1. The annual meeting of the Lyceum shall be held during January of each year on a date set by the Board of Directors for the purpose of electing three Directors to serve for three years, and to hear reports, and for such other business as may arise. Special meetings of the Lyceum may be called by the Board of Directors, or shall be so called upon written request to the Board, by not less than 30 senior members. The Board of Directors, in November of each year, shall appoint a Nominating Committee of three senior, honorary, or special members of the Lyceum whose names shall be posted on the bulletin

board of the Lyceum on or before the fifteenth of November. This committee shall select six senior members as candidates for Directors, whose names shall be posted on the Lyceum bulletin board not later than December 15<sup>th</sup>. Additional nominations for the Board of Directors may be made provided the names of the nominees shall have the recommendation in writing of not less than 15 senior or special members, the acceptance of the nominees having been first obtained. The names of all such nominees shall be furnished to the secretary no later than December 31<sup>st</sup> at which time nominations shall be closed. No director who has served for two consecutive elective terms shall be eligible for immediate re-election. All directors, however, who are in office at the time of adoption of these amendments, shall complete the terms for which they were elected or appointed. The Board of Directors shall provide ballots for such election on which the names of all candidates shall appear in alphabetical order. The Board, in December of each year, shall appoint three judges to serve at the annual election. If such judges do not appear at said election, the Board may fill such vacancies from the members present. The polls shall be open from seven to half past eight o'clock P.M. at the Lyceum Building, the night of the annual meeting. The three candidates receiving the largest number of votes shall be declared elected; provided, however, that a tied shall be decided by lot conducted by the three judges. Balloting at any annual or special meeting may be in person or by absentee ballot under regulations prescribed by the Board of Directors.

- Sec.2. The Board of Directors shall consist of nine senior members of the Lyceum, who shall serve until their successors have been elected and qualified. Six members of the Board shall constitute a quorum. Vacancies occurring in the Board of Directors by death, resignation, or otherwise shall be filled by appointment by the remaining members of the Board; the new director so appointed by them shall hold office until the next annual meeting of the Lyceum, on which occasion a Director shall be elected by the members of the Lyceum to serve for the remainder of the term of the Director originally elected. At least two candidates for each such vacancy shall be nominated by the same procedure as provided in Article III, Section 1.
- Sec.3. The entire management and control of the property and affairs of the Lyceum shall be vested in the Board of Directors, who shall, specifically, have the power to employ such persons as may, in their judgment, be required to effectuate the purposes of the Lyceum and maintain its property; provided, however, that except for the normal operating and maintenance expenses, no contracts, leases or purchases involving in the aggregate a total expenditure in excess of \$25,000.00 shall be entered into in any one year, without the

affirmative vote of at least two-thirds of the Senior Membership *who cast ballots at an election called for that purpose.*<sup>1</sup>

Sec.4. The Board of Directors shall have the power to construct upon the grounds of the Lyceum, bowling alleys, tennis courts, baseball grounds, and other facilities for athletic sports.

Sec.5. The Board of Directors shall have the power to enact such by-laws for their government, for the government of the Lyceum, and for the preservation and management of the property of the Lyceum and the conduct of its affairs, as shall not be inconsistent with the Articles of Incorporation of the Constitution of the Lyceum.

#### Article IV

The officers of the Lyceum shall be Directors and shall consist of a President, a 1<sup>st</sup> Vice President, a 2<sup>nd</sup> Vice President, A Secretary, and a Treasurer, who shall be elected annually by ballot by the Board of Directors at the next regular or called meeting of the Board of Directors succeeding the annual meeting, and whose duties shall be such as usually appertain to such offices. They shall serve without compensation until their successors are elected and qualified.

#### Article V

Sec.1. This amended constitution shall take effect from the time of its adoption.

Sec.2. This constitution may be amended at any annual or called meeting of the Lyceum. An amendment for consideration may originate in either of two ways:-

- a. It may be proposed by the Board of Directors.
- b. It may be proposed to the Board of Directors over the signatures of at least 50 of the senior members in good standing on the rolls of the Lyceum as of the date of the submission of the amendment.

An amendment proposed must be submitted by the Board to the membership at an annual or called meeting within sixty days of the date of the proposal. A copy of the amendment and notice of the time and place of the meeting must be mailed to each senior member at least ten days prior to the date of the meeting. The Board may at its discretion submit its recommendation with the copy of the amendment, and/or may submit a substitute amendment in addition to that proposed. Adoption of an amendment will require an affirmative vote by two-thirds of the senior, honorary, and special members in good standing on the rolls of the Lyceum on the date of the annual or called

---

<sup>1</sup> Footnote: at a Special Meeting of the Members, April 15, 1971, the Constitution was amended by adding the language printed in italics at the end of Section 3 of Article III.

meeting at which the vote is taken. Provision will be made for absentee balloting under regulations prescribed by the Board of Directors.

Sec.3. In any matter requiring notice by mail, notice shall be considered to have been given when the same in writing shall have been deposited in a post office or U.S. letter box in a post-paid sealed wrapped addressed to the member at his address as the same shall appear on the books of the Lyceum. The time when such notice is mailed shall be deemed to be the time of giving such notice.

--- 0 ---

Printing approved by the Board of Directors

October 20, 2016  
Glendale, Ohio