

# BYLAWS

OF THE

## MAGNOLIA POINT WOMEN'S CLUB

— (REVISED APRIL 2010)—

### ARTICLE I—NAME AND PURPOSE

**THE NAME OF THE ORGANIZATION** is the Magnolia Point Women's Club, hereafter referred to as "the Club."

**MISSION STATEMENT:** To provide a social, educational and charitable organization for the women of Magnolia Point.

**VISION:**

- ▶ Provide a positive social experience and support system to our members
- ▶ Offer educational incentives and opportunities to children
- ▶ Support efforts to better the lives of Clay County residents

**GOALS AND PURPOSE:**

- ▶ Provide assistance to members and their families in times of need
- ▶ Provide social activities, planned programs and day trips to members
- ▶ Assist needy children at Charles E. Bennett Elementary School in Green Cove Springs, Florida to allow them to feel more integrated into the population and more eager to go to school and learn.
- ▶ Award scholarships to deserving and needy young women at Clay High School in Green Cove Springs, Florida and thus, provide access to educational opportunities that might not have been otherwise available
- ▶ Provide volunteer and monetary assistance to other charitable organizations in **Clay County, Florida (was Green Cove Springs)**, choosing those organizations that will use our money and manpower in the most **immediate and significant way** to benefit the needy in our community

*This not-for-profit corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The proceeds from the Club will be given to qualified organizations for the improvement of life of the underserved in our community.*

*Notwithstanding any other provision of these articles, the not-for-profit corporation shall not carry on any other activities not permitted to be carried on (a) by a not-for-profit corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a not-for-profit corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).*

### ARTICLE II—MEMBERSHIP

**Membership** is open to any female resident, property owner or Country Club member in the Magnolia Point Golf and Country Club community who supports the Club's purpose.

### ARTICLE III—MEETINGS

**GENERAL:** The Club meets at the time and place scheduled by the President or, in the President's absence, the Vice President. Club meetings include:

- ▶ **General Meetings:** The Club generally meets on the second Wednesday of each month, except in the case of an emergency. Installation of officers will take place at the May meeting at the regular meeting site.
- ▶ **Special Meetings:** The President may call and conduct Special Meetings on short notice to discuss and pursue timely topics.
- ▶ **Board of Directors Meetings:** The Board will meet monthly prior to the general meeting. If there is no business to be conducted, the meeting may be canceled.

**QUORUM:** At least 30 members, two of whom are officers, must be present at a General Meeting or respond to an email request, to constitute a quorum. Without a quorum, the Club can meet, but it cannot transact Club business. In some instances, when time is of the essence, the President or Vice President may submit a proposal to the general membership via email. A quorum is necessary to make a change.

### ARTICLE IV—OFFICERS, THEIR ELECTION, AND VACANCIES

**OFFICERS:** The Club has five (5) elected Officers:

- President
- Vice President
- Recording Secretary
- Corresponding Secretary
- Treasurer

**TERM:** The term of office is one year for all officers. Officers will generally change, but may be reelected for a subsequent term.

**NOMINATION, ELECTION, AND INSTALLATION:** The Club's Nominating Committee, upon approval of the Board of Directors, will present a slate of prospective officers at the March Meeting. A slate of officers is defined as one candidate for each office. Members vote on the slate of nominees and any nominations from the floor at the April Meeting. The newly elected officers are installed during the May Meeting.

**OFFICER VACANCIES:** Officers may be unable to complete their term because of voluntary resignations or other reasons. If so, a replacement Officer must be elected by the membership at the next April Meeting. However, until such election, the President, with approval of the Board of Directors, may appoint any member of the Club to fill the vacancy.

### ARTICLE V—DUTIES OF OFFICERS

**THE CLUB'S OFFICERS** fulfill these duties:

**THE PRESIDENT** presides over all Club meetings, including the Board of Directors and Executive Board meetings. With the advice and consent of the Board of Directors, the President shall appoint all Standing Committee Chairmen as may be necessary to support the Club's objectives.

**THE VICE PRESIDENT** serves with the President, assisting with general duties and standing in for the President in her absence. She will assume the Presidency when the President's term is completed.

**THE RECORDING SECRETARY** keeps the minutes of all Club meetings, including the Board of Directors and Executive Board. An acting secretary may be appointed in her absence.

**THE CORRESPONDING SECRETARY** reads correspondence as requested by the President at all meetings, composes and sends correspondence as directed by the President, retains a record of all incoming and outgoing correspondence and maintains the Post Office Box. She will also maintain the Bylaws and, with the Board of Directors approval, update all Guidelines.

**THE TREASURER** receives and disburses all Club funds as directed, maintains the Club's financial records, prepares a monthly financial report for audit by the Finance Committee, reports the financial status at regular meetings, and prepares financial reports necessary to file Federal tax returns.

## **ARTICLE VI—COMMITTEES**

**GENERAL:** The President, with the advice and consent of the Board of Directors, may appoint both standing committees and special (*ad hoc*) committees. There is no limit to the number of committees that the President may appoint or dissolve with Board approval.

**STANDING COMMITTEES:** With approval of the Board of Directors, the President may appoint the Chairmen of all Standing Committees.

**SPECIAL COMMITTEES:** From time-to-time, the President may appoint and task temporary committees to meet for a specified short term and present recommendations to the Board of Directors on specific matters that concern the Club.

**REVIEW AND AFFIRMATION:** Each year, immediately after the installation of new officers, the President must schedule a meeting of the Board of Directors to review and reaffirm the purpose and structure of each standing committee. With the approval of the Board of Directors, the President may alter or disband any committees to fit the Club's current needs.

## **ARTICLE VII—EXECUTIVE BOARD & BOARD OF DIRECTORS**

**EXECUTIVE BOARD COMPOSITION:** The Club's Executive Board is composed of the Club's elected officers and, in an advisory role only with no voting rights, the immediate Past President. Meetings will be called by the President under special circumstances. At least four members of the Executive Board must be present to constitute a quorum. Without a quorum, the Board can meet, but it cannot transact business. When necessary, virtual meetings and votes will be allowed.

**BOARD OF DIRECTORS COMPOSITION:** The Club's Board of Directors is composed of the Club's elected officers, the immediate past president, and Chairmen of the Standing and **active** Special Committees. Chairmen will not be required to make a report unless their committee is actively involved in a project. All co-chaired positions will have one vote.

**BOARD OF DIRECTORS MEETINGS:** The Board of Directors shall meet at the call of the President.

**BOARD OF DIRECTORS QUORUM:** At least eight members of the Board of Directors, two of whom are officers, must be present to constitute a quorum. Without a quorum, the Board can meet, but it cannot transact business. When necessary, virtual meetings and votes will be allowed.

#### **ARTICLE VIII—DUES**

**ANNUAL DUES:** The Club's annual dues will be reviewed in March by the Board of Directors. Any recommendations for change will be presented at the March meeting and voted on at the April meeting. Dues are payable on May 1. Individuals who become members after January 1 will have their dues prorated through April 30.

#### **ARTICLE IX—FINANCE**

**BUDGET:** The Finance Committee will hold a budget meeting each year after April 30 and prior to the June Board of Directors meeting. The budget will:

- ▶ Include all anticipated income and expenses
- ▶ Allow for a reserve fund to meet any unexpected expenses or emergency needs
- ▶ Allow for any additional funds that might be needed in the Charles E. Bennett account
- ▶ Specify the amount of money available for charity and scholarships during the coming year

**FUNDING REQUESTS:** Any non-emergency funding request not included in the budget requires a presentation to the Board of Directors meeting and a vote at the next Board meeting.

**CHARLES E. BENNETT ACCOUNT:** The Club will maintain a separate account for the Charles E. Bennett funds and all monies contained therein are separate and apart from the general fund and are used exclusively for Charles E. Bennett Elementary School in Green Cove Springs, Florida.

**SIGNATURES:** Checks under \$5,000.00 will be signed by either the President or the Treasurer. Checks \$5,000.00 and over will require two signatures.

**CREDIT CARDS:** The Club may apply for credit cards with the Treasurer and/or President to be the authorizing signature.

#### **ARTICLE X—AMENDMENTS**

**ANY CLUB MEMBER MAY PROPOSE** an amendment to these Bylaws to the President at any general meeting or Board meeting. The Corresponding Secretary or President will publicize such proposed amendments to the full membership via a regular Club meeting or email. A two-thirds vote of those Club members who attend the *next* general meeting is sufficient to adopt the proposed amendment.

**CHANGES TO THE STANDING RULES** may be approved by the Board of Directors at any meeting.

## ARTICLE XI—POLITICAL CANDIDATES

### CLUB POSITION ON POLITICAL CANDIDATES AND ELECTED OFFICIALS ARE AS FOLLOWS:

- ▶ The Club will not endorse any candidate.
- ▶ The Club will not donate funds to a political candidate.
- ▶ Political candidates will not be invited to speak at a general meeting.
- ▶ The Club's sponsored events will not include political candidates unless it is approved by the Board of Directors via a regular or electronic meeting. Any event approved by the Board of Directors must include invitations to all candidates in a debate or similar forum, allowing equitable sharing of political positions.
- ▶ Elected officials may be invited to speak at general meetings and other Club sponsored events.

## ARTICLE XII—DISSOLUTION

Upon dissolution of this not-for-profit corporation, 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 section 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. Any such assets not so disposed of shall be disposed by the Court of Competent Jurisdiction of the county in which the principal office of the not-for-profit corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## STANDING RULES

### 1. STANDING COMMITTEES: The Club's Standing Committees are:

- Box Tops for Education
- Bylaws
- Charity
- Charles E. Bennett Elementary School
- Communications
- Community Outreach
- Directory Ads
- Finance
- Fundraising
- Grants
- Helping Hands
- Historian
- Hospitality
- Luminary
- Membership
- Nominating
- Programs
- Scholarships
- Social
- Sunshine
- Website

### 2. COMMITTEE DESCRIPTIONS:

- a. **THE BOX TOPS FOR EDUCATION COMMITTEE** is responsible for collecting box tops and labels, sorting and delivering them to Charles E. Bennett Elementary School.
- b. **THE BYLAWS COMMITTEE** is responsible for receiving recommendations for changes to the bylaws, policies and/or procedures.
- c. **THE CHARITY COMMITTEE** is responsible for receiving requests from members to support a charitable organization, collecting information, interviewing candidates, conducting committee meetings and preparing a proposal to the Board of Directors for approval. The general membership will vote on the final approval.

- d. **THE CHARLES E. BENNETT ELEMENTARY SCHOOL COMMITTEE** is responsible for liaison with the Charles E. Bennett Elementary School (hereafter referred to as “CEB”) to provide year-round assistance to those having special needs. The committee is also responsible for the annual CEB community fundraiser.
- e. **THE COMMUNICATIONS COMMITTEE** is responsible for publishing the Club Newsletter and notifying members by email or telephone of monthly meetings, special meetings, and other events of interest.
- f. **THE COMMUNITY OUTREACH COMMITTEE** is responsible for suggesting community projects for members to participate in and to coordinate volunteer efforts as suggested by the Charity Committee.
- g. **THE FINANCE COMMITTEE** will consist of the Treasurer as Chairman, Vice President and at least two members at large. They are responsible for (1) preparing the budget and (2) auditing the financial records on a monthly basis prior to the Board of Directors meeting.
- h. **THE DIRECTORY AD COMMITTEE** is responsible for selling advertisements in the Club’s member directory.
- i. **THE FUNDRAISING COMMITTEE** organizes fundraising events for the Club and provides publicity and relevant information about each event.
- j. **THE GRANTS COMMITTEE** is responsible for researching possible grants and applying for any grants for which the Club might qualify.
- k. **THE HELPING HANDS COMMITTEE** is responsible for assisting members and/or their families in the event of illness or death. Assistance may extend beyond the membership when deemed necessary. Leaders of this group will contact the family to determine how we can be of assistance.
- l. **THE HISTORIAN** is responsible for maintaining a scrapbook of the Club’s activities and records, including the Club’s programs and speakers.
- m. **THE HOSPITALITY COMMITTEE** is the liaison between the Club and new residents. The Committee makes welcome visits to those who move into our community, and extends an invitation to residents who have not yet joined the Club.
- n. **THE LUMINARY COMMITTEE** is responsible for managing the sales of luminaries and planning the annual Luminary Night.
- o. **THE MEMBERSHIP COMMITTEE** is responsible for registering new members, collecting membership dues, maintaining the membership roster and ensuring that it is kept current. The Committee informs the Communications Committee Chairman of all roster changes. The Committee will be responsible for distributing Member Directories and maintaining name badges and boards.
- p. **THE NOMINATING COMMITTEE** is responsible for preparing and presenting the slate of new officers at the March general membership meeting. The committee shall include the President, Vice President and Membership Chairman who together, will name at least two at large members who are not current officers or chairman, no later than October 31. At large members may not serve more than one consecutive year. The committee will submit a report to include the nominees for office and, may also include recommendations for chairmanships. The names of members who served on the committee will be included in the report. (Guidelines will include a sample request.)

- q. **THE PROGRAM COMMITTEE** is responsible for arranging programs for the Club's monthly meetings.
  - r. **THE SCHOLARSHIP COMMITTEE** is responsible for finding qualified applicants for Club scholarships, conducting interviews, and making awards.
  - s. **THE SOCIAL COMMITTEE** is responsible for planning a minimum of two socials in addition to the May Installation Luncheon and the Christmas Tea. The committee will also plan day trips.
  - t. **THE SUNSHINE COMMITTEE** is responsible for sending cards and flowers to Club members who are ill or for any other reason deemed appropriate under the circumstances. The committee will generally deliver flowers if a member is hospitalized. In the event of the death of a member, flowers or a donation in the amount of \$100 will be sent. In the event of the death of a relative living in the home of a member, flowers or a donation in the amount of \$50 will be sent.
  - u. **THE WEBSITE COMMITTEE** is responsible maintaining and updating the Club's website.
- 3. COMMITTEE GUIDELINES:** Detailed guidelines for some committees may be found on the Club's website.
- 4. OFFICER & CHAIRMEN TRANSITION:**
- a. A transitional meeting will be held no later than June of each year for officers/chairmen to turn over all information to their replacement. An updated guideline and financial report will be included if relevant.
  - b. The President will oversee the transition to new Officers and Committee Chairmen.
  - c. Committee Chairmen are responsible for preparing an end of year report, suggesting new or revised guidelines for their committee to be turned over to the new Chairman at the June Board of Directors meeting.
- 5. SPENDING LIMITS:**
- a. When time is of the essence, the Executive Board or the Board of Directors may spend up to \$250 without approval by the general membership.
  - b. The CEB Committee may spend up to \$250 without approval for any emergency situation. If the request exceeds \$250, and needs to be acted upon immediately, the Board of Directors has the authority to override the requirement of approval by the general membership.