

# HOMOSASSA CIVIC CLUB, INC.

## BYLAWS

Adopted February 1950, Amended February 1996, Amended October 2008, Amended December 2009, Amended April 3, 2017, Amended August 20, 2018, **Amended June 6, 2022**

### **ARTICLE I Name:**

Homosassa Civic Club, Inc.

### **ARTICLE II Purpose:**

This club is formed for the purpose of advancing the civic development of Homosassa, Florida. It is a Federal 501(C)(3) not-for-profit corporation, Chartered by the State of Florida and is a non-political organization.

### **ARTICLE III Membership:**

- A. The membership shall consist of residents of Homosassa. All applications for membership should be referred by members in good standing. Those not referred and/or those from outside the Homosassa area must complete a membership application which will be presented to the current Board of Directors to be acted upon by being accepted or rejected within thirty (30) days after receipt or the next Board of Directors meeting.
- B. Annual membership dues are \$5.00 per year (effective January 2023 membership) unless modified by the membership and shall be determined by the membership at the Annual meeting.
- C. Voting privileges for all new applicants will take effect after attending four regular monthly meetings within the annual year.
- D. If a majority of the Board of Directors cast their vote against the acceptance of said application, then such application shall be recorded as rejected.
- E. The term of annual membership shall be from January 1 through December 31st.
- F. No person shall be eligible for membership who has not attained the age of eighteen (18) years.

## ARTICLE IV Duties of Directors:

**All corporate powers must be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in the articles of incorporation.**

“Board of Directors” means the group of persons vested with the management of the affairs of the corporation irrespective of the name by which such group is designated, including, but not limited to, managers or trustees.

1. **The President** shall preside at all meetings of the Board and membership and shall appoint chairmen of all Standing Committees and the Nominating Committee.
  - a) The President is a member of all Committees during the term of office.
  - b) The President shall assign to the Vice-President and Board of Directors temporary duties as deemed necessary.
2. **The Vice-President** shall serve as Parliamentarian and as Sergeant-at-Arms, and may delegate those duties to a qualified member.
  - a) When the President is absent, the Vice-President will preside at all meetings and sit as ex officio.
3. **The Secretary**
  - a) Shall record, sign and maintain the official minutes of all meetings of the Board of Directors, Finance Committee and general membership.
  - b) Shall receive and maintain all correspondence files of the organization in perpetuity.
  - c) Shall maintain all such books and records as a permanent record of the activities of the Club and shall have them at all times available for review by the membership.
  - d) Shall issue all notices of meetings and handles such correspondence as the Board of Directors may designate.
  - e) Shall be responsible for maintaining a list of members in good standing.
  - f) Shall maintain a list of unfinished business, which shall be given to the president and each Board member before each meeting.
4. **The Treasurer** shall act as Custodian of Funds for the Club
  - a) Shall receive, have in charge, and be responsible for all monies, notes, bonds, assets, and similar fiduciary responsibilities of the Club, and shall file a report on the current financial status of the Club at its regular meetings;

- b) Shall record, sign and maintain a complete set of all necessary statements, records, documents, invoices, receipts, policies, deeds, books and any other record showing the fiscal financial condition of the Club at all times;
- c) Shall deposit funds in any FDIC insured financial institution in the name of the Homosassa Civic Club.
- d) Surplus funds or savings accounts may be deposited with financial securities firms who are members of the Securities Protection Insurance Corporation upon the approval of a two-thirds majority of the members present at any regular or special meeting.
- e) Funds shall not be withdrawn from any financial institution except when they have been authorized by a current, approved Budget line-item and do not exceed the fiscal limit of such appropriation, or by presentation of a request to the membership at a regular or special meeting and its subsequent approval, provided Funds are available for transfer from another line item or a new emergency line item is approved to amend the Budget.
- f) All withdrawal of funds that are non-reoccurring shall require one signature on the check or any other mechanism. All withdrawals must be made by check or other written instrument payable to the provider.
- g) Requests for Payments for goods and services must be made by completing and submitting a CHECK REQUEST FORM with supporting invoice or bill or other written, signed instrument and approved by a Director or an authorized Committee chairman within thirty (30) days after purchase.
- h) All instruments, records, and books shall be kept in good order for no less than seven fiscal years, unless the Board of Directors votes for a longer period, or unless any year within those years is in question or is under audit.
- i) The records of the Treasurer shall be at a minimum, audited at the end of each fiscal year by a person, persons or firm recommended by the Finance Committee and approved by the Board of Directors.
  - 1. The Treasurer shall provide all records to a Board-designated auditor upon request at any time.
  - 2. Audit reports shall be receivable no later than three months after the close of the fiscal year, or three months after commencement of a special audit. The fiscal year is January 1 through December 31.

## ARTICLE V Duties of Board

All corporate powers must be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in the articles of incorporation. 2. “ Board of directors” means the group of persons vested with the management of the affairs of the corporation irrespective of the name by which such group is designated, including, but not limited to, managers or trustees. *Florida State Statute 617.0801*

- A. The Board of Directors of the Club shall consist of a President, Vice-President, Secretary, Treasurer, and three Directors.
- B. The term of office for all Directors shall be three years, elected on a staggered year plan.
- C. There shall be no barrier to successive terms of election for Directors unless removed for cause as noted in Article VI.
- D. All records, reports and other documents relative to the position of Director or of any officer shall be relinquished to the Board in a timely manner at the end of each Director's term in office or on the Board.
- E. Members of the Board of Directors institute the action items approved by Budget including to the issuance of Requests for Proposals or Bids and award same.
- F. The Board of Directors shall receive all complaints and concerns of the membership and, upon reflection, shall determine if action is necessary, record same and decide by a majority vote if item(s) need to be presented to the membership.
- G. Any action not funded by the fiscal Budget or covered by emergency limitations shall be discussed and resolved by the Board of Directors prior to presentation to the membership.
- H. Board of Directors in general are responsible for overseeing the care and maintenance of real property and assets of the organization.
  - 1. Directors shall be responsible for the temporary or contractual hiring of workers and oversight thereof.
  - 2. Directors may expend non budgeted funds up to a maximum amount of five thousand dollars (\$5000) for emergency repairs or services by simple agreement of a majority of Directors. Receipts must be turned into the treasurer within 30 days of purchase.
  - 3. Board of Directors may function as project managers to plan for any major modification, addition or repair to the organization's property provided that such plans and estimated costs are presented to the membership for approval.

## **ARTICLE VI Fiduciary Responsibilities:**

- A. No contract or obligation of the Club shall be legal or binding on the Club unless the same shall be voted upon and passed by a majority of the Board of Directors:
  - 1. and if passed, then presented to the members at a regular or special meeting called for the purpose of considering said contract or obligation.
- B. The Club may raise such funds and gifts as needed from time to time to meet the obligations incurred by the membership, provided that no individual member shall be personally liable for any debt, obligation or contract of the organization unless they have, by written, witnessed instrument agreed to such obligation.
- C. All authorized signers of contracts or obligations shall be bonded for fidelity; all officers and directors shall be insured against liability.
- D. The Finance Committee shall have oversight responsibility for the financial matters of the organization and shall meet no less than quarterly in a fiscal year.
  - 1. The Finance Committee must be appointed by the President no later than the second month in any fiscal year and shall stand until the end of each fiscal year.
- E. The Fiscal year is January 1 through December 31.
- F. The Finance Committee shall have no less than five members, of which no more than three including the President, may be members of the Board of Directors.
- G. The Finance Committee shall review the costs of operation, assist the Directors in preparation of the annual Line Item Budget and propose fees for use of property or assets annually.
- H. Any Standing or temporary committee seeking funding not in the budget must
  - 1. first receive project approval from the Board of Directors then,
  - 2. if approved, forward to the Finance Committee to determine if adequate funds are available to cover the cost.

## **ARTICLE VII Elections**

- A. Election of Directors and officers shall be held at the annual meeting the first Monday in December with approval by a majority of the votes cast.
- B. The President shall name a Nominating Committee for the purpose of composing a slate of Directors and officers to be elected by October Annually. At no time will a spouse of a current director or officer be eligible to become a director or officer at the same time.

- C. This Report will be given by the Nominating Committee in November to the General Membership.
- D. In addition to the slate of officers proposed by the Nominating Committee, nominations shall be accepted from the floor at the annual meeting.
- E. Nominations from the floor shall have written approval from the person nominated, or verbal approval if said person is present at the nominations.
- F. To be eligible to be a Director or an officer, a member must be in good standing and have attended six (6) regular meetings during the year of those elections. Spouses of current directors or officers may not be considered.
- G. No person may be nominated for the position of President, Vice President, Secretary, or Treasurer who has not served on at least one of the following committees during the previous year: Board Member, Finance Committee, Grounds and Maintenance Committee, Buildings Committee, Homosassa Arts, Crafts, & Seafood Festival Committee, Homosassa Mullet Toss & Spring Festival Committee, Website/Social Media, Old Homosassa Working Waterfront and Heritage Park Committee, Donations Committee, Children's Christmas Outreach Committee, By-Laws Committee, Old Homosassa Learning Center Committee, Beri Hagerty-Phelphs Memorial Scholarship Committee, or the Senior Outreach Committee
- H. Directors shall serve three-year terms, commencing on staggered years.
- I. The offices of President and Treasurer shall be elected in even-number years for a two- year term;
- J. The office of Vice-President and Secretary shall be elected in odd-numbered years for a two- year term.
- K. Voting for Board of Directors and officers shall be by written ballot, unless the majority of members present vote otherwise.
- L. Each member in good standing shall be entitled to one vote and must be present to cast a ballot.

**ARTICLE VIII: Removal of Officers, Directors, or Members**

- A. Any and all directors, including an officer, may be removed for cause by a vote of a majority of the members in good standing,
  - 1. Provided there is an announcement of the intent to remove at least five (5) days prior to voting in a regular or special meeting of the general membership.
- B. Any Board member or Officer of the Club, or member may be removed from office or member roles by a vote of the majority members in good standing present at a meeting of a duly convened Board called for such purpose.

1. The Board member, member or officer must be notified, in writing,(email or letter) of the removal procedure at least five (5) days before such meeting.
2. Cause for removal may include
  - a. malfeasance,failure to meet fiduciary responsibilities,
  - b. neglect of duty,
  - c. corruption,
  - d. improper action,
  - e. breach of good faith,
  - f. inefficiency,
  - g. incapacity or any behavior that may cause embarrassment to the organization or any other such cause as may be deemed sufficient for removal by the membership.

If a director is removed from office, resigns or leaves office for other reasons, the open position will be filled by action of the board by holding a special election at the next regular or special meeting of the general membership.

#### **ARTICLE IX Meetings:**

- A. There will be at least nine (9) meetings annually of the Club, the time and days shall be determined by the Board of Directors, with the consent of a majority of the membership.
- B. Special or Board meetings may be called by the President or any three Directors.
- C. Notice of any special meeting of the Board may be given to all members of the Board by telephone, electronic mail, in person, or by written notice with one day notice.
- D. Special or board meetings may be open or closed meetings determined by the chairperson.
- E. The chairperson will determine if meeting will be electronically recorded and if yes, all meeting participants must be notified prior to the meeting being called to order and the recorder must be in plain sight of all meeting participants.
- F. The Annual meeting shall be the first meeting held in December with the new Board taking office at the next immediate general meeting in January.
- G. Seven (7) members shall constitute a quorum necessary to transact a regular or special meeting provided at least four members are not Directors.

H. Meetings of the Board of Directors shall be held at least quarterly and a simple majority shall constitute a quorum.

#### **ARTICLE X Authority:**

A. The matters of the organization shall be governed by its

1. Charter, Bylaws and Robert's Rules of Order, latest edition.

#### **ARTICLE XI Committees:**

A. The President shall appoint a chair or chairmen for the following standing committees no later than the second month of the fiscal year:

1. Homosassa Arts, Crafts, and Seafood Festival
2. Old Homosassa Heritage Park and Working Waterfront
3. Website/Social Media
4. Finance
5. Beri Hagerty-Phelps Memorial Scholarship
6. Building and Grounds
7. Old Homosassa Learning Center
8. Children's Christmas Outreach
9. Homosassa Mullet Toss & Spring Festival
10. Donations
11. Senior Outreach

The Board of Directors may create temporary committees to handle other concerns and appoint Chairs and duties as they see fit to meet the obligations of the organization.

#### **ARTICLE XII Amendments**

Amendments: Amendments to the Club's By-Laws or Charter shall be announced distributed to the Board of Directors for review and edit then distributed to the membership for their review and



comment by the Board one month prior to presentation to the general membership for discussion and vote. Such changes are subject to approval by a majority of the voters present and voting during a regular membership meeting.

These By-Laws shall supersede, replace, and take the place of any and all provisions of any previously adopted By-Laws of this Club.

I do further attest that these by-laws were adopted by the general membership at a regularly convened meeting of the Homosassa Civic club held on June 6, 2022.

ATTEST;

Secretary: Kathy Beck

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June 6, 2022