

PALM HARBOR NEWCOMERS CLUB BYLAWS

ARTICLE I NAME OF THE ORGANIZATION

Section 1.01 The name of the organization shall be Palm Harbor Newcomers Club (hereinafter referred to as PHNC).

ARTICLE II PURPOSES AND OBJECTIVES OF PHNC

Section 2.01 The purposes and objectives for which PHNC is formed are to provide a social atmosphere for its members and to promote social interaction among its members.

Section 2.02 PHNC is a not-for-profit 501(c)(7) women's organization operated exclusively for social interaction, recreation and other non-profit purposes.

Section 2.03 No part of the earnings of PHNC shall inure to the benefit of, or be distributed to, its members, officers or other private persons, except that PHNC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and disbursements in furtherance of the purposes and objectives of PHNC as set forth above.

Section 2.04 No gifts may be purchased with PHNC funds without approval of the Executive Board.

Section 2.05 It is intended that PHNC shall have perpetual existence.

ARTICLE III MEMBERSHIP

Section 3.01 Membership in PHNC shall not be limited to residents of the greater Palm Harbor area. Each member in good standing shall be entitled to one vote.

Section 3.02 Membership is for one (1) year duration starting January 1 and ending December 31. Membership will continue on an annual basis by payment of dues no later than December 31.

Section 3.03 Previous members who rejoin within three years of lapsed membership are considered renewed members. Previous members who rejoin more than three years after lapsed membership are considered to be new members.

Section 3.04 Members are financially responsible for reservations for any meeting or social event unless the reservation is cancelled by PHNC prior to the stated deadline for such meeting or event.

Section 3.05 Prospective members and other individuals may not attend more than two (2) General Membership Meetings a year as guests prior to joining.

Section 3.06 All participants of PHNC Activity Groups must be members in good standing. The Director-Activities is responsible for verifying all participants of an activity group are PHNC members in good standing.

Section 3.07 Members of PHNC agree to hold harmless, without fault and free from damages, PHNC and members of the Board of Directors, the General Board and the Executive Board in the event of any accident, injury or illness which may occur at or during or traveling to/from a PHNC meeting, luncheon, activity or event.

Section 3.08 Guests of members and unescorted PHNC guests agree to hold harmless, without fault and free from damages, PHNC and members of the Board of Directors, the General Board and the Executive Board in the event of any accident, injury, harm or illness which may occur at or during traveling to/from a PHNC meeting, luncheon, activity or event and must sign a guest waiver before attending any meeting, luncheon, activity or event.

Section 3.09 PHNC membership lists are to be protected for their privacy. Member personal information collected by PHNC is for exclusive use by Palm Harbor Newcomers Club. No member information may be sold. Neither PHNC or any individual PHNC member may use membership information or the membership directory for sales or solicitation.

Section 3.10 Members' names, addresses and contact information will be published in the PHNC Members Only Website Section. Membership creates permission/release for this use.

Section 3.11 Members' names and/or photos may be published on the PHNC Website, on the PHNC Members Only Facebook Page or in the PHNC newsletter. Membership creates permission/release for this use. However, members may opt out of this release by providing a written decline to the PHNC Secretary.

ARTICLE IV FINANCES

Section 4.01 The fiscal year shall run June 1 to May 31 of the following year.

Section 4.02 The Board of Directors may determine from time to time the amount of annual dues payable to PHNC.

Section 4.03 All checks, drafts and instruments of payment of funds shall be signed in the name of and on behalf of PHNC by either the Treasurer, the President, Vice President-Membership or Secretary.

Section 4.04 All charitable donations must have the approval of the Board of Directors.

Section 4.05 Expenditures in excess of \$50.00 that are not included in the budget shall require approval of the Executive Board.

Section 4.06 The Treasurer shall serve as chairperson of the Budget Committee. The Budget Committee shall consist of the Treasurer, Financial Advisor and members of the current and slated Executive Board. The proposed budget shall be presented to the newly installed Executive Board for approval.

Section 4.07 A Financial Review Committee, consisting of three (3) members of the General Membership shall be appointed by August 31 to review the prior year's financial records of PHNC. The members of the Financial Review Committee shall be appointed by the President, with approval by the Executive Board. No member of the Financial Review Committee may be a current officer or have been a member of the Board of Directors for the year being reviewed.

Section 4.08 In the event of a local or national disaster and PHNC cannot operate to a normal budget, a reduced budget will be developed and approved by the Executive Board.

Section 4.09 In the event a PHNC meeting or social event is cancelled by the Executive Board, refunds will be returned to paying members as/if they are available. However, refunds, minus a cancellation fee, for special events shall be made if the reservation is cancelled prior to the reservation deadline. There shall be no refunds of paid luncheon reservations.

ARTICLE V MEETINGS OF MEMBERS

Section 5.01 General Membership Meetings of PHNC shall be held monthly at a time and place determined by the Board of Directors. In the event a General Membership Meeting cannot be held in person, further direction will be provided by the Executive Board.

Section 5.02 The Executive Board may change the date, time, place and/or format of any General Membership Meeting or call a special meeting provided adequate notice of the change is given to the membership.

Section 5.03 In the event of a local or national disaster, severe weather or other emergency or low registration, the Executive Board may cancel or postpone any PHNC meeting, luncheon, activity or event regardless of prior commitment.

Section 5.04 All PHNC Board of Director Meetings are open to attendance by interested PHNC members.

ARTICLE VI GOVERNING BOARDS

Section 6.01 The Board of Directors shall consist of the Executive Board and the General Board. The Board of Directors will meet monthly to conduct the routine business of PHNC.

Section 6.02 The Executive Board shall be the governing body of PHNC and shall consist of the following officers: President, Vice President-Membership, Director-Activities, Director-Programs, Director-Special Events, Secretary and Treasurer.

Section 6.03 The Executive Board shall meet at the call of the President or at the written request of any three (3) Executive Board officers to act in an emergency between monthly meetings of the Board of Directors and/or to perform such duties as outlined in these bylaws.

Section 6.04 The General Board shall consist of the Past President Advisor, Financial Advisor and the following Chair/Co-Chairpersons: Facebook, Hospitality, Luncheon, Newsletter Editor, Pot of Gold, Publicity, Table Décor, Website and Website Support. Co-chairs represent and function in the absence of their Chairs.

Section 6.05 General Board members (or Co-Chair in absence of a Chair) will be voting members of the Board of Directors. If a General Board member holds more than one (1) chair position, only one vote will be cast and counted.

Section 6.06 A General Board member (excluding Co-Chairs) who is absent three (3) consecutive meetings, unless excused by the President, shall be automatically disqualified and the vacancy filled per Section 6.11.

Section 6.07 No Executive Board officer or General Board member shall serve more than two (2) consecutive years in any one capacity with the exception of the Facebook Chair, Newsletter Editor, Website Chair, Website Support Chair and Treasurer.

Section 6.08 The term of office for Executive Board officers, General Board members and Committee Chairs shall run from June 1 to May 31 of the following year.

Section 6.09 If an officer or chairperson resigns, written notice should be provided to the President. A resignation becomes effective when the Executive Board approves it.

Section 6.10 The Vice President-Membership shall become President should a vacancy occur in the office of President. Vacancies in any other Executive Board office other than that of President shall be filled for the remaining term by majority vote of the Executive Board.

Section 6.11 Vacancies in any General Board position will be filled by appointment of the President with approval of the Executive Board.

Section 6.12 The Board of Directors, by a two-thirds (2/3) vote of those present and voting, may remove an officer or chairperson from her position in the event of an action which is detrimental to the reputation, revenue or relations of PHNC.

Section 6.13 Should a matter requiring action occur between Board of Directors and Executive Board meetings, or if either Board cannot meet in person, a vote by electronic means may be taken and tallied by the President.

ARTICLE VII EXECUTIVE OFFICERS

Section 7.01 At the time of election, an Executive Officer shall not have been a member of PHNC more than seven (7) years with the exception of Treasurer. With Executive Board approval, an Executive Officer may serve a second (2nd) consecutive term in the same position even if she has been a member for more than seven (7) years.

Section 7.02 All Executive Officers shall serve from June 1 to May 31 of the following year and are expected to attend all Executive Board, Board of Directors and General Membership meetings. An Executive Officer who is absent three (3) consecutive meetings, unless excused by the President, shall be automatically disqualified and the vacancy filled per Section 6.10.

Section 7.03 Executive Officers shall be year- round residents and must be computer literate.

Section 7.04 The President shall be the Chief Executive and Operating Officer of PHNC and shall prepare the agendas and preside at all meetings except those of the standing committees. The President shall see that all orders and resolutions are executed. With input from the Executive Board and the Past President Advisor, the President shall prepare the meeting/training agenda for the PHNC Transition Luncheon.

Section 7.05 The President and the Executive Board shall have the right of final approval of the roster of Chairpersons and Coordinators recommended by the Nominating Committee.

Section 7.06 The President shall be an ex officio member, without vote, of all committees, except the Nominating and Audit committees.

Section 7.07 The Vice President-Membership shall act as Membership Chair and Nominating Committee Chair. In the event the President is unable to preside at a Board or General Membership meeting, the Vice President-Membership will preside.

Section 7.08 The Director-Activities shall oversee the Activity Coordinators, bring recommendations for new Activity Groups to the Board of Directors for approval and ensure all activity groups are following PHNC policies.

Section 7.09 The Director-Programs shall be in charge of monthly programs, including securing any speaker/entertainment, obtaining any needed materials and coordinating plans with the luncheon venue, Luncheon Chair and Table Décor Chair. The Director-Programs shall recruit committee members to assist as needed.

Section 7:10 The Director-Special Events shall oversee special events, including trips, all-club parties and the Transition Luncheon. The Director-Special Events shall recruit committee members to assist as needed.

Section 7.11 The Secretary shall keep the minutes of all meetings except those of Special and Standing committees and shall prepare and distribute any official correspondence on behalf of the Board of Directors. The Secretary shall present General Membership Meeting minutes to the membership for approval and acceptance by posting said minutes in the PHNC Members Only Website Section. The Secretary shall retain all official PHNC documents, including guest waivers and photo waiver requests.

Section 7.12 The Treasurer shall chair the Budget Committee and shall be responsible for disbursing the funds of PHNC in accordance with the directions of the Executive Board and the Board of Directors. The Treasurer shall render an account of all transactions and financial conditions of PHNC to the Board of Directors monthly.

ARTICLE VIII ELECTION OF OFFICERS

Section 8.01 The Nominating Committee shall consist of five (5) members, one of whom shall be the immediate Past President. The Chairperson shall be the Vice President-Membership. Three (3) members shall be appointed from the general membership by the Executive Board by January of each year. All officers, chairs and coordinators are part of the general membership and eligible to serve on the Nominating Committee.

Section 8.02 The Nominating Committee shall select candidates to serve as Executive Officers who are year-round residents of the area and shall present a slate of nominated officers to the general membership at the March meeting.

Section 8.03 Nominations of Executive Officers may be made from the floor at the March General Membership Meeting with the consent of the nominee.

Section 8.04 Voting shall take place at the General Membership Meeting held in April.

Section 8.05 In the event there is only one nominee for an office, the Secretary shall cast a unanimous ballot in favor of the nominee. If there is more than one candidate for an office the vote shall be by written ballot.

Section 8.06 In the event of a written ballot the Secretary shall prepare ballots and distribute them to all eligible members. Ballots shall contain names of the candidates and the office for which they were nominated. The President and the Past President shall tally the votes.

Section 8.07 New officers shall be installed at the General Membership Meeting held in May, and they shall assume their duties June 1.

Section 8.08 The Nominating Committee shall recommend to the President and Executive Board by April 1 for approval a roster of Chairpersons and Coordinators for the coming term.

ARTICLE IX QUORUM

Section 9.01 The members present and in good standing shall constitute a quorum necessary to conduct business at General Membership Meetings.

Section 9.02 A majority of the Executive Board shall constitute a quorum at meetings of the Executive Board.

Section 9.03 One-third (1/3) of the Board of Directors shall constitute a quorum at all Board of Directors Meetings.

ARTICLE X CODE OF ETHICS

Section 10.01 It is the duty of every PHNC member to protect Palm Harbor Newcomers Club against fraud, misrepresentation or any unethical practice.

Section 10.02 The spirit of fair dealing, cooperation and courtesy shall govern relations between members of PHNC. Upon becoming a member, an individual assumes an obligation to conduct herself in accordance with these ideals. Any member violating this Code of Ethics shall be reported to the President, and by a two-thirds (2/3) vote of the Executive Board, the member shall be subject to reprimand or removal from PHNC.

Section 10.03 All board meetings are to be conducted with the highest standard of respect and order. Executive Board and Board of Director meetings can contain controversial topics/discussions and details of such shall be kept confidential. Board members shall support all decisions and display a positive attitude to the membership at large.

ARTICLE XI INSURANCE

Section 11.01 PHNC, at the discretion of the Board of Directors, may maintain General Liability Insurance for Executive Officers and General Board members at PHNC's own expense to protect itself against any liability asserted against and incurred by that person in any such capacity or arising out of her status.

ARTICLE XII DISSOLUTION

Section 12.01 Any decision to voluntarily dissolve PHNC must be made by a two-thirds (2/3) majority vote of the Board of Directors. Upon dissolution, the Board of Directors shall, after paying and making provisions for the payment of all liabilities, distribute the assets of PHNC to one or more organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine and in accordance with applicable State of Florida and federal law.

ARTICLE XII AMENDMENTS

Section 13.01 These bylaws may be altered, amended or replaced and new bylaws proposed by submission in writing of the changes to the Executive Board for approval.

Section 13.02 If approved by the Executive Board, proposed changes in these bylaws shall be presented in writing to the Board of Directors for approval.

Section 13.03 If approved by the Executive Board and the Board of Directors, changes to these bylaws shall be presented in writing to the General Membership. A two-thirds (2/3) affirmative vote of the eligible members present at a General Membership Meeting is required for adoption.

ARTICLE XIV RULES OF ORDER

Section 14.01 Meetings of this organization and all questions not covered by these bylaws shall be governed by Robert's Rules of Orders, Revised.

AMENDED: 3/97 3/98 1/01 1/07 3/10 2/14 1/17 4/18 12/20 4/22