

PALM HARBOR NEWCOMERS CLUB BYLAWS*

(*Sections referencing revised Executive Board and General Board Positions will not be implemented until the nomination, election and terms of 2025-2026 officers and chairs.)

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 (3) 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 with the exception of member husbands or partners who may attend Activity Group gatherings specified for couples. The Activities Chair is responsible for verifying participants of all Activity Groups are abiding by these directives.

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

Section 3.09 All guests must sign a guest waiver before attending any PHNC meeting, luncheon, activity or event.

Section 3.10 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 3.11 Members' names, addresses and contact information will be published in the PHNC Members Only Website Section. Membership creates permission/release for this use.

Section 3.12 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. 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 the Treasurer or, in her absence or unavailability, by the President, Vice President-Membership or Vice President-General Meetings.

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 meet following election of officers and prior to the end of the fiscal year to plan for the coming year. The Budget Committee shall consist of the members of the current and slated Executive Boards. A budget for the new fiscal year shall be subsequently adopted by the newly installed Executive Board with notification of its content made as soon as possible to the General Board.

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 There shall be no refunds of paid luncheon reservations unless the luncheon is cancelled by the Executive Board and funds are available.

Section 4.10 Refunds, minus a cancellation fee, for special events shall be made if the reservation is cancelled prior to the reservation deadline and funds are available.

Section 4.11 If a PHNC event other than a luncheon is cancelled by the Executive Board, refunds will be returned to paying members if funds are available.

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. General Membership Meetings may be held and votes taken by electronic means if necessary.

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.

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 All PHNC Board of Director Meetings are open to attendance by interested PHNC members. Members attending Board of Director meetings who wish to speak to an issue must notify the President prior to the start of the meeting of their wish to do so.

Section 6.03 The Executive Board shall be the governing body of PHNC and shall consist of the following officers: President, Vice President-Membership, Vice President-General Meetings, Secretary and Treasurer.

Section 6.04 All contracts and other binding agreements shall be signed in the name of and on behalf of PHNC by the President, Vice President-Membership, Vice President-General Meetings and/or Treasurer.

Section 6.05 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 6.06 The General Board shall consist of the Past President Advisor and the following Chair/Co-Chairs: Activity Group, Facebook, Hospitality, Newsletter Editor, Luncheon Program, Member Communication, Pot of Gold, Publicity, Special Events, Table Décor and Website.

Section 6.07 One Co-Chair may be appointed to assist a General Board Chair if requested by the Chair. Co-Chairs represent and function in the absence of their Chairs.

Section 6.08 General Board members (or Co-Chairs in absence of Chairs) shall be voting members of the Board of Directors. If a General Board member holds more than one (1) chair/co-chair position, only one vote will be cast and counted.

Section 6.09 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 6.15.

Section 6.10 No Executive Board officer shall serve more than two (2) consecutive years in any one capacity with the exception of the Treasurer who can serve no more than four (4) years.

Section 6.11 No General Board member shall serve more than two (2) consecutive years in any one capacity with the exception of the Facebook Chair, Newsletter Editor and Website Chair.

Section 6.12 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 6.13 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 6.14 The Vice President-Membership shall become President should a vacancy occur in the office of President.

Section 6.15 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 6.16 Vacancies in any General Board position will be filled by appointment of the President with approval of the Executive Board.

Section 6.17 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 for dereliction of duty or in the event of an action which is detrimental to the reputation, revenue or relations of PHNC.

Section 6.18 Should a matter requiring action occur between Board of Directors and Executive Board meetings, or if either Board cannot meet in person, a meeting may be held and votes taken by electronic means.

ARTICLE VII COMMITTEES

Section 7.01 The Standing Committees of PHNC shall be the Budget, Nominating and Financial Review committees, each to be appointed yearly.

Section 7.02 Special Committees with limited term and scope may be formed, appointed and regulated to address club needs by vote of the Executive Board.

Section 7.03 The President shall be an ex officio member of all Special Committees.

ARTICLE VIII EXECUTIVE OFFICERS

Section 8.01 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 8.02 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 6.15.

Section 8.03 Executive Officers shall be year- round residents and must be computer literate.

Section 8.04 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 and special committees. The President shall see that all orders and resolutions are executed.

Section 8.05 With input from the Executive Board and the Past President Advisor, the President shall prepare the meeting/training agenda for the PHNC officer transition event in May following the election of officers for the coming year.

Section 8.06 The Executive Board shall have the right of final approval of the Chairpersons and Coordinators recommended by the Nominating Committee.

Section 8.07 The Vice President-Membership shall maintain current membership records, plan new member acclimation events and serve as 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 8.08 The Vice President-General Meetings shall organize and supervise all general membership luncheon meeting logistics, including reservations, menu, room layout, nametags, equipment and any other components other than meeting agendas, programs and table décor. She shall coordinate with the President, Hospitality Chair, Luncheon Program Chair, Table Décor Chair and Venue Staff as necessary.

Section 8.09 The Secretary shall keep the minutes of all meetings except those of Special and Standing committees and shall prepare and distribute any official correspondence as directed by the Board of Directors. The Secretary shall present General Membership Meeting minutes to the membership for approval. The Secretary shall retain all official PHNC documents, including guest waivers and photo waiver requests.

Section 8.10 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 IX ELECTION OF OFFICERS

Section 9.01 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) other 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 with the exception of the current President.

Section 9.02 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 9.03 Nominations of Executive Officers may be made from the floor at the March General Membership Meeting with the consent of the nominee.

Section 9.04 Voting shall take place at the General Membership Meeting held in April.

Section 9.05 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 9.06 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 Advisor shall tally the votes.

Section 9.07 New officers shall be installed by the current President at the General Membership Meeting held in May with the installed officers assuming their duties June 1.

Section 9.08 The Nominating Committee shall recommend Chairpersons and Coordinators for the coming term by April 1 to the Executive Board for approval by majority vote.

ARTICLE X COMMUNICATION

10.01 The method of general communication from members to the Club's Board of Directors and/or to an individual officer, chair or coordinator shall be through the PHNC website or to officer/chair/coordinator email addresses not personal email addresses.

Section 10.02 The methods of general communication between the Club's Board of Directors and the PHNC membership shall be through the Club's email application, the PHNC website and/or the Club's newsletter.

Section 10.03 Communication of matters requiring privacy between the Executive Board and individual members shall be conducted through non digital, written communication.

ARTICLE XI QUORUM

Section 11.01 The members present and in good standing shall constitute a quorum necessary to conduct business at General Membership Meetings.

Section 11.02 A majority of the Executive Board shall constitute a quorum at meetings of the Executive Board.

Section 11.03 One-third (1/3) of the Board of Directors shall constitute a quorum at all Board of Directors Meetings.

ARTICLE XII CODE OF ETHICS

Section 12.01 It is the duty of every PHNC member to protect Palm Harbor Newcomers Club against fraud, misrepresentation or any unethical practice.

Section 12.02 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 may be reported to the President, and by a two-thirds (2/3) vote of the Executive Board, the member may be subject to reprimand or removal from PHNC.

Section 12:03 Any person causing a disruption at a PHNC general member event may be asked to leave by any member of the Executive Board. After review of the incident by all Executive Board officers, further action may be initiated by a unanimous vote of the Executive Board.

Section 12.04 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 XIII INSURANCE

Section 13.01 PHNC, at the discretion of the Executive Board, may purchase and maintain professional liability insurance covering the Club's Executive Board officers.

ARTICLE XIV DISSOLUTION

Section 14.01 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 XV AMENDMENTS

Section 15.01 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 15.02 If approved by the Executive Board, proposed changes in these bylaws shall be presented in writing to the Board of Directors for approval.

Section 15.03 If approved by the Executive Board and the Board of Directors, proposed 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 XVI RULES OF ORDER

Section 16.01 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 11/24

