

# **BY-LAWS**

## **of the SWISS CLUB OF CENTRAL FLORIDA, INC.**

**Note:** Throughout this document the term "he" will be used to indiscriminately refer to "he" or "she". The term "Corporation" shall mean the Swiss Club of Central Florida, Inc.

### **I - MEMBERSHIP**

#### **1.1 Individual Membership**

- A.** Any individual over eighteen (18) years of age interested in the promotion of the goals and purposes of the Swiss Club of Central Florida, Inc. is eligible for membership.
- B.** Candidates shall be elected to membership, upon receipt of the fully completed ad-hoc application and by majority vote of the Board of Directors.

#### **1.2 Family Membership**

- A.** Application for membership, by one member of a family shall, if so requested, entitle both spouses and any minor children named on the application form to enjoy the privileges of a family membership. Each spouse in a family membership shall be accorded the rights and privileges as an individual member.
- B.** Upon reaching the age of twenty-one (21), any child participating through a family membership must apply for individual membership on his own.

#### **1.3 Rights and Duties**

Members of the Corporation shall have such rights and duties as set forth by statute, the articles of incorporation and these by-laws.

#### **1.4 Dues**

- A.** Annual membership fees and the date due shall be as set forth in the standing resolutions.
- B.** No member shall be in good standing or be qualified to exercise or to receive any privilege of membership who is in default of dues or other charges for a period of ninety (90) days.

#### **1.5 Resignation or Revocation**

- A.** A member may withdraw from the Corporation after fulfilling all obligations to it by written notice to the President or Secretary.
- B.** Any member who fails to conform to the by-laws of the Corporation or to accepted standards of membership may have his membership revoked by vote of two-thirds (2/3) of all members of the Board of Directors.
- C.** Any member removed from the rolls of membership may be reinstated by the method prescribed in the by-laws for the admission of new members.

## **II - MEETINGS**

### **2.1 Annual Meeting**

- A. An annual meeting of the membership shall be held for the purpose of electing officers and/or directors of the Corporation, receiving reports from the officers and auditors, and conducting any other business stated in the notice of the annual meeting.
- B. The annual meeting shall be held within forty-five (45) days after the closing of the fiscal year at such date, time and place within the State of Florida as determined by the Board of Directors.

### **2.2 Special Meetings**

Special meetings of the membership for any purpose may be called by the President or Secretary upon the resolution of the Board of Directors or the written request of ten percent (10%) of members in good standing.

### **2.3 Meetings**

- A. A written notice stating the date, time and place of the meeting and the business to be considered shall be given to each member entitled to vote at his address as it appears on the records of the Corporation.
- B. Notice of the annual meeting shall be given not less than thirty (30) days before the date of the meeting.

### **2.4 Voting and Quorum**

- A. Each member shall be entitled to one (1) vote, not to exceed two (2) votes per family membership.
- B. The number of members present at any meeting shall constitute a quorum for elections and/or the transaction of any business at the meeting.
- C. All elections and other business shall be decided by a simple majority vote of those members present, except as otherwise provided by these by-laws.
- D. Votes will be cast by voice. However, upon request of any member, the vote on elections or any other business before the meeting shall be by written ballot.
- E. There shall be no voting by proxy or by absentee ballot.
- F. An alphabetical list of members entitled to vote at any meeting shall be kept at the place of the meeting during the whole time thereof.

## **III - BOARD OF DIRECTORS**

### **3.1 Composition and Responsibilities**

- A. The Board of Directors shall consist of Officers and Directors and the immediate Past President. Officers are: President, Vice-President, Secretary and Treasurer. The Directors shall not be fewer than three (3) nor more than nine (9) members-at-large.
- B. All Officers and Directors must be members in good standing.
- C. The Board of Directors shall manage the affairs and exercise all lawful powers of the Corporation.
- D. The Board shall meet whenever necessary to conduct the business of the Corporation. Voting and Quorum at board meetings shall be in accordance with article 2.4B. through E.

### **3.2 Elections**

- A. At annual meetings the members shall elect the President, Vice-President, Secretary, Treasurer and Directors. In addition, the members may elect at any time other Officers or Directors as the Board recommends.
- B. The President and the Vice-President shall be elected at the annual meetings in even numbered years.
- C. The Secretary, the Treasurer and Directors shall be elected at the annual meetings in odd numbered years.

### **3.3 Term of Office**

- A. A term of office consists of two (2) years.
- B. Only one office may be held at any one time by an individual.
- C. No member of the board of Directors with the exception of the Secretary or Treasurer may serve more than two (2) consecutive terms in the same office

### **3.4 Vacancies**

- A. An Officer or Director may resign by giving written notice to the President or Secretary.
- B. An Officer or Director may be removed from office by a majority vote of the members present at a special meeting called for that purpose, or by a majority vote of the Board of Directors whenever in their judgment the best interest of the Corporation will be served by the removal.
- C. During any period when there is a vacancy on the Board of Directors, the remaining Board members shall have full authority to act during that period even though there may be less than the minimum number of Officers and Directors as specified by these by-laws.
- D. When a vacancy occurs on the Board it shall be filled either by presidential appointment with the approval by the Board of Directors or by election of a new Officer or Director at a meeting of the members.
- E. The person so selected shall then hold office for the remainder of the term of the vacating Officer or Director.

## **IV - DUTIES OF OFFICERS**

### **4.1 President**

The President is the Chief Executive Officer of the Corporation and has the responsibility for the general supervision of the affairs of the Corporation. He shall represent the Corporation at all official functions. He shall oversee the keeping of a chronicle of all events and a publication of newsletters and any other documents. The President is responsible to the Board of Directors and shall preside at each meeting of the Board of Directors and of the members. He shall present at each meeting a report of the affairs of the Corporation since the preceding meeting and shall perform whatever other duties the Board of Directors designates.

### **4.2 Vice-President**

The Vice-President shall assist the President in the discharge of his responsibilities. In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President. He shall perform such other duties and have such other powers as the President or the Board of Directors designates.

### **4.3 Secretary**

The Secretary shall keep the minutes of meetings of the Board of directors and of the members and have charge of the minute books and seal of the Corporation. He shall conduct the correspondence, maintain a complete and current file of the membership, and perform other duties as the President or the Board of directors designates.

### **4.4 Treasurer**

The Treasurer shall be responsible for the book keeping and accounting of the Corporation's funds. He shall notify members of their dues and be responsible for the collection of any other money owed to the Corporation. He shall disburse funds under direction of the President and the Board of directors. He shall prepare in writing and distribute to the members an Annual Financial Report and other financial reports as directed by the President and the Board of Directors. The books of the Treasurer shall be audited at the end of each fiscal year in accordance with article 7, section 6.

## **V - SPECIAL COMMITTEES**

Committees may be appointed by the Board of directors at any time needed to conduct the Corporation's activities or business.

## **VI - NOMINATING COMMITTEE**

### **6.1 Nominating Committee**

- A. The nominating committee shall be appointed by the President and approved by the Board of Directors at least thirty (30) days prior to the annual meeting.
- B. The committee shall consist of up to three (3) members in good standing. No member of this committee shall be eligible to serve more than two (2) consecutive terms.
- C. No member of this committee shall be eligible to be a nominee. It shall be the duty of this committee to nominate at least one candidate for each upcoming vacant office.
- D. The committee's report shall be delivered to each member of the Corporation at least ten (10) days prior to the annual meeting.

### **6.2 Additional Nominations**

Any member may offer additional nominations from the floor at the annual meeting if consent of those nominees has been secured.

## **VII - FINANCE**

### **7.1 Fiscal Year**

The fiscal year of the Corporation shall begin on the first (1) day of January and end on the thirty-first (31) day of December.

### **7.2 Annual Dues**

The annual dues shall be in the amount specified in the standing resolutions.

### **7.3 Remuneration**

No Officer, Director or member of the Corporation shall receive compensation for duties performed on the Corporation's behalf, but he shall do so on a voluntary basis. However, he may be reimbursed for all reasonable expenses involved.

### **7.4 Accounts**

- A. The funds of the Corporation shall be on deposit in a bank or trust company.
- B. The ceiling for checks and other monetary payments requiring only the President's or Treasurer's signature will be set at five hundred dollars (\$500).
- C. No checks or other order for monetary payment in excess of that amount shall be issued or considered valid unless signed by the President and/or Treasurer and one (1) other officer of the Corporation.
- D. All disbursements must be documented

### **7.5 Petty Cash**

A petty cash fund may be maintained in an amount specified in the standing resolutions. All disbursements must be documented.

### **7.6 Annual Audit**

An annual audit of the financial records shall be accomplished prior to the meeting. At least thirty (30) days prior to the annual meeting, the President is to appoint one (1) member from the Board of Directors (excluding the Treasurer) and two (2) members from the membership-at-large to perform the annual audit. It shall be the duty of the auditors to review, at least ten (10) days prior to the annual meeting, the financial statements of the Corporation and to submit their report to the membership at that annual meeting.

### **7.7 Financial Liabilities**

No officer, director or member may bind the Corporation in any matter except within the normal operations of the Corporation and within the budgets prepared and approved by the Board of Directors.

## **VIII - LEGAL**

### **8.1 Registered Office and Agent**

The initial registered office and agent of the Corporation are set forth in the articles of incorporation. The office and agent may be changed or additional offices may be established within the State of Florida as the Board of Directors may determine are needed.

### **8.2 Inspection of Books**

All books and records of the Corporation may be inspected by any member at any reasonable time.

### **8.3 Seal**

- A. The Corporate Seal shall be in such form as the Board of Directors may determine.
- B. In the event that it is inconvenient to use the Corporate Seal, the words "Seal" or "Corporate Seal" enclosed in parentheses or scroll shall be deemed to be the Corporate Seal.

### **8.4 Signing**

The signing authorities of the Corporation shall be the President, Vice-President, Secretary and Treasurer. Any document requiring official endorsement shall be deemed to have been dually signed when it bears the recognized signature(s) of the required officer(s).

### **8.5 Name**

The name Swiss Club of Central Florida, Inc., or other name, nicknames or insignia of the Corporation shall not be used for any purpose other than authorized by the Board of directors.

### **8.6 Liability**

No member of the Corporation shall personally be liable for any debts, liabilities, and/or obligations of the Corporation.

## **IX - AMENDMENTS TO BY-LAWS**

**9.1 Procedure**

The by-laws of the Corporation may be altered, amended, or repealed and new bylaws may be adopted by the members at any annual or special meeting of the membership by a two-thirds (2/3) majority vote of those attending. Notice of such alteration, amendment, or repeal must be submitted in writing to each member with the notice of the meeting.

**9.2 Effectiveness**

Any amendment(s) to the by-laws will become effective thirty (30) days after approval by the membership and shall be identified by the effective date.

**X - PROCEDURES**

All meetings of the Corporation and all other matters of practice and procedures not otherwise specified herein shall be governed by the Robert's Rules of Order.



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*BY-LAWS*

*Of the*

*SWISS CLUB OF CENTRAL FLORIDA, INC.*

*(Revision #7, approved at the Annual Meeting of January 28<sup>th</sup>, 2007)*