

ARTICLE 1 – NAME

The organization will be known as Cape Coral Social Club, Inc.

ARTICLE 2 – PURPOSE

The corporation is organized for the purpose providing social activities for its members.

ARTICLE 3 – MEMBERSHIP

Section 1. Any resident of Cape Coral and surrounding areas may be a member and shall have voting rights.

Section 2. The membership dues are payable on becoming a member. Dues will be set by the Executive Board and any change in dues must be approved by the membership. Annual dues are payable in January and, if not paid by the March General Meeting, a member's name will not be included in the membership roster. Any new member who pays dues in the months of October, November and December will have their dues applied to the following year's dues.

ARTICLE 4 – BOARD OF DIRECTORS

Section 1. The Board of Directors shall be the Officers of the club. The President shall act as the Chair of the Board of Directors.

Section 2. The Chair/President shall schedule the Board meetings to be held at least eight (8) times each year, no less than monthly.

Section 3. Quorum for Board Meetings. The quorum for Board meetings shall be not less than 50% of the Officers and 50% of the Standing and Special, if any, Committee Chairs of the organization present in person or by proxy.

ARTICLE 5 – OFFICERS

Section 1. The Officers shall be: President; First Vice President; Second Vice President; Secretary; Treasurer; Assistant Secretary; and Assistant Treasurer. In addition to the duties listed below, each officer will also perform other such duties as applicable to the office as prescribed by the parliamentary authority of this organization.

Section 2. Eligibility. Members are eligible for office if they are members in good standing at least 14 days before the nominating committee presents its slate.

Section 3. Nominations and Election. The nominating committee shall solicit candidates for each office and present the names of candidates at the election. A slate of Officers will be presented by the Nominating Committee at the October General Membership Meeting. Nominations from the floor shall be called for at the November

General Meeting. Consent of a person should be obtained prior to his or her nomination. Voting shall be by voice vote if one candidate for the office position is presented. If more than one person is running for an office, a ballot vote shall be taken.

Section 4. Term of Office. Officers are elected for one year and should serve no more than two (2) consecutive terms in the same office. An officer may serve more than two consecutive terms if no other candidate runs for that office.

Section 5. Removal from Office. Officers can be removed from office with or without cause by a two-thirds vote of those present (assuming a quorum) at a regular meeting where previous notice has been given.

Section 6. Vacancies. If there is a vacancy in the office of president, the first vice president shall become the president. If there is a vacancy in any other office, the Board shall appoint a member to serve until a successor has taken office.

Section 7. Duties of Officers:

A. President:

Shall preside over all meetings of the Board and General Membership; will appoint Standing Committee Chairpersons and such Special Committee Chairpersons as needed; will be the A.M. Program Chairperson; and is an ex-officio member of all Standing and Special Committees except the Nominating Committee and coordinate the work of all the officers and committees so that the purpose of the organization is served.

B. First Vice-President:

Shall assist the president and carry out the president's duties in his or her absence or inability to serve. The vice president shall also oversee the committees of this organization and serve as P.M. Preside in the absence of the President and serve as P.M. Program Chairperson.
Chairperson.

C. Second Vice-President:

Shall assist the President and First Vice President, serve as Membership Chairperson; accept new members; and maintain the Club membership list on a current basis. Shall also be responsible for the publication of a list of members on a current basis.

D. Secretary:

Shall keep all records of the organization, take and record minutes, prepare the agenda, handle correspondence and send notices of meetings to the membership. The Secretary also keeps a copy of the minutes book, bylaws, rules of membership list and any other necessary supplies, and brings them to meetings.

E. Treasurer:

Shall have charge of all funds of the organization, receive funds; disburse the funds, keep an accurate account of the funds received and disbursed; and provide a monthly financial report at the Executive Board meetings. The Treasurer submits the organization's financial records to the Board for an audit at the end of each year or at any time upon request of the Board or

membership. The Treasurer shall file the organization's annual tax return with the IRS by the filing deadline. Checks issued by the Club shall be signed by the Treasurer, President or Assistant Treasurer.

F. Assistant Secretary:

Shall assist the as needed and fulfill the duties of the Secretary in the Secretary's absence.

G. Assistant Treasurer:

Shall assist the Treasurer as needed and fulfill the duties of Treasurer in the Treasurer's absence.

*Full job descriptions are listed in the Club's Operating Manual. **Job descriptions govern how positions are to be fulfilled.**

ARTICLE 6 – MEETINGS

Section 1. Regular Meetings. The regular meeting of the organization shall be on the fourth Thursday of each month. In the event a holiday falls on the fourth Thursday, the Board has the option of changing the meeting to another day.

Section 2. Special Meetings. Special meetings may be called by the President, any two members of the executive board, or five general members submitting a written request to the secretary. The purpose of the meeting shall be stated in the request and notice. Notice of the special meeting shall be sent to the members at least 5 days prior to the meeting, except in an emergency, by flyer, phone calls, e mail and/or social media/website.

Section 3. Annual Meeting. The annual meeting will be held at the November regular meeting. The annual meeting is for receiving reports, electing officers, and conducting other business that should arise.

Section 4. Quorum. The quorum shall be not less than 5% of the members of the organization present in person or by proxy.

Section 5. Notification of Meetings. The Secretary will notify the members of the meetings via email and posted on the web-site/social media at least one week prior to the meeting.

ARTICLE 7 – COMMITTEES

Section 1. Standing Committees:

- A.M. Refreshment
- P.M. Refreshment
- P.M. Caterer
- Publicity
- Community Liaison
- Dance Reservations
- Activities
- Raffle
- Newsletter

- Parliamentarian & Standing Rules
- Entertainment
- Photographer
- Sunshine
- Activities Reservations
- Travel & Fundraising
- Dance Themes & decorations

Section 2. Special Committees: Shall include the following and any other special committee the organization shall deem necessary to achieve its goals. Special committees are elected and/or appointed. Special committees can meet as often as needed to fulfill the purpose for which they are appointed.

- a. Nominating Committee: The Nominating Committee will consist of three members: one appointed by the President, who will serve as Chairperson; one named by the Executive Board; and one elected by the General Membership at the June General Membership meeting. Two members of a past Nominating Committee will serve as advisors.
- b. Audit Committee: The Audit Committee shall consist of not less than three members; one to be appointed by the President; and, two to be selected by the membership. Strong preference should be given to members with professional training and/or accounting, finance or auditing experience.

Section 3. All Standing Committee chairs shall be appointed by the newly elected President by December 20 and serve for a one-year term beginning on January 1 through December 31.

Section 4. Committee chairs are empowered to select their committee members immediately upon their appointment. The chairs shall provide the names of their committee members to the current and incoming (if applicable) Secretary and Membership Chair promptly following their acceptance.

ARTICLE 8 – FINANCES

Section 1. A tentative budget shall be drafted by October and approved at the December meeting by a majority vote of the members present.

Section 2. The treasurer shall keep accurate records of any disbursements, income, and bank account information.

Section 3. The board shall approve all expenses of the organization.

Section 4. Authorized signers shall be the president, treasurer and assistant treasurer.

Section 5. Upon the dissolution of the organization, any remaining funds should be used to pay any outstanding bills and, with the membership's approval, shall be donated to charitable organization(s).

ARTICLE 9 – STANDING RULES

Standing rules may be approved by the Executive Board, and the Secretary shall keep a record of the standing rules for future reference.

ARTICLE 10 – AMENDMENTS

The Bylaws may be amended by a 2/3 vote of the members present at a General Membership meeting, provided a notice of the proposed amendments(s) have been submitted at the immediately preceding General Membership meeting.

ARTICLE 11 – PARLIAMENTARY AUTHORITY

Robert’s Rules of Order shall govern any matters not specifically covered by these Bylaws.

ARTICLE 12 – DISSOLUTION

The organization may be dissolved with previous notice (14 calendar days) and a two-thirds vote of the general members present at the meeting.

ARTICLE 13 -CONFLICT OF INTEREST

Section 1. Purpose: The purpose of the conflict of interest policy is to protect this tax-exempt organization’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions:

- a. Interested Person. Any director, principal officer, or members of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 - i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - ii. A compensation arrangement with the organization or with any entity or individual with which the organization is negotiating a transaction or arrangement “Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.A financial interest is not necessarily a conflict of interest under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures.

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committee with governing board: delegated powers who are considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.**
 - i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d. **Violations of the Conflict of Interest Policy.**
 - i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons(s) who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest, any action taken to determine whether a

conflict of interest was present; and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion, including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly from the organization for services is precluded from voting on matters pertaining to that members compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that the organization is social and that in order to maintain its federal tax-exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure that the organization operates in a manner consistent with social purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

- a. Financial records are accurate, verified by annual audit.
- b. Required financial records are done in a timely manner.
- c. Minutes of all meeting are accurate.

- d. Contracts have been negotiated and signed appropriately.
- e. Retention of records are complete.

ARTICLE 14 – CATASTROPHIC EVENT

In the event of a catastrophic occurrence, the Executive Committee (Directors and Chairs), by majority vote, will act in the best interest of the club and members for safety and financial purposes. This may result in suspending or delaying some or all club obligations as set out in the Bylaws and Standing Rules. Catastrophic occurrence is defined as, but not limited to, local, state, or federal laws or recommendations, civil unrest, war, epidemic, pandemic, weather events.

October 14, 2021: Amended the general membership meeting day and term of office limitation.