

# The Bylaws of the Cape Coral Social Club Inc.

## ARTICLE 1 – NAME

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

## ARTICLE 2 – PURPOSE

The corporation is organized for the purpose of 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 Board of Directors and any change in dues must be approved by the membership. Annual dues are payable in January and, if not paid by March 31, the member's name will be removed from 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 elected Officers of the club, any Chair responsible for handling money, and any other Chairperson designated by the President. This designation shall be specified by the President no later than January 1 of each year. The President shall act as the Chair of the Board of Directors.
  - Positions on the Board of Directors may be co-officers and co-chairpersons, however, there will only be one vote per office or chair.
- **Section 2.** The President shall schedule the Board meetings to be held at least eight (8) times each year.
- **Section 3. Quorum for Board Meetings.** The quorum required for voting at Board meetings shall be not less than 50% of the Board of Directors which includes the Committee Chairpersons as specified by the President per Article 4, Section 1. No other votes are valid.

## 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 assigned by the Board of Directors. Any elected office may be held by co-officers when duly elected as such. They will have one vote only.**
- **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 Cape Coral Social Club Inc. General Meeting. Consent of a person must 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 meeting of the Board of Directors 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 First Vice President oversees the Dinner-Dance committee and other committees of this organization when required, and serves as an ex-officio member of same.

### **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 maintenance and distribution of a list of members on a monthly basis.

### **D. Secretary:**

- Shall keep all records of the organization, take and record minutes, handle correspondence and send notices of meetings to the membership. The Secretary also keeps a copy of the minutes book, Bylaws, Standing Rules 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 Board of Directors 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 Cape Coral Social Club Inc. 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 Secretary 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.

## 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 of Directors 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 Board of Directors 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 for voting at the General Membership Meeting shall be not less than 5% of the membership of the organization. Members shall be present at the time of the vote. No proxy voting is permitted.
- **Section 5. Notification of Meetings.** The Secretary will notify the members of the meetings via email and posted on the web-site/social media no less than five (5) days prior to the meeting.

## ARTICLE 7 – COMMITTEES

- **Section 1. Standing Committees:**

The Standing Committees are as listed in the Standing Rules.

- **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 appointed. Special committees can meet as often as needed to fulfill the purpose for which they are appointed.
  - a. **Nominating Committee:** When possible, the Nominating Committee will consist of three members: one appointed by the President, who will serve as Chairperson; one named by the Board of Directors; 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. The audit may be performed by an outside professional service.

- **Section 3.** All Standing Committee chairs shall be appointed by the newly elected President no later than December 20 and serve for a one-year term beginning on January 1 through December 31. Any chair may be held by co-chairpersons if duly appointed. Only one vote is allowed per Standing Committee.
- **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 incoming President, Secretary promptly following their acceptance.

## **ARTICLE 8 – FINANCES**

- **Section 1.** A tentative budget for the following year shall be drafted by October and approved at the December Board meeting by a majority vote of the Board of Directors.
- **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/or 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 must be approved by the Board of Directors, 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 amendment(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, director or member 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. This policy and all procedures regarding this policy are as outlined in the Standing Rules.

#### **ARTICLE 14 – CATASTROPHIC EVENT**

In the event of a catastrophic occurrence, the Board of Directors, 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.

**Approved by the Board of Directors – JULY 10, 2025**

**Approved by the General Membership – AUGUST 28, 2025**