

# Club By-Laws

## ARTICLE 1 – NAME, LOCATION, PURPOSE AND RESTRICTIONS

1.1 NAME. The name will be Sarasota British Club, a not-for-profit corporation, organized under IRS Code 501(c)(7) and incorporated in the State of Florida as Sarasota British Club Inc, hereinafter referred to as “the Club”.

1.2 LOCATION. The principal location of the Club is Sarasota County, Florida.

1.3 PURPOSE. The Club is primarily a social organization. It is to serve the needs of its membership in a spirit of friendship and mutual support by planning, developing and overseeing a social setting for the membership and assisting British newcomers and their families in settling in the community.

1.4 RESTRICTIONS. The policies and activities of the Club shall be consistent with the following:

1.4.1 The Club shall comply strictly with the letter and spirit of all applicable Federal, State and County laws.

1.4.2 Applicable tax exemption requirements, including the requirements that the Club should not be organized for profit, and that no part of its net revenue inures to the benefit of any private individual or corporation, shall be maintained.

## ARTICLE 2 – MEMBERSHIP

2.1 MEMBERSHIP QUALIFICATION. Membership in the Club is available to anyone of British heritage or with an interest in British culture.

2.2 APPLICATION FOR MEMBERSHIP. All applicants for membership must complete an application form provided by the Club and submit the application to the Club, along with a payment for that year’s membership dues, the membership year running from April 1st to the following March 31st inclusive. Members joining between January 1st and March 31st of a given year will have their membership extended automatically without further payment of dues to March 31st of the following year.

2.3 MEMBERSHIP CLASSIFICATION. There shall be two types of membership, single and family. A single membership shall be that for an individual. A family membership shall be that for any members of the same household and their children, up to the age of 18. When any child covered under a family

membership reaches the age of 18, that individual must take out his/her own membership to continue to enjoy the benefits of membership.

2.4 DISCIPLINE. Any individual holding membership in the Club may be suspended or expelled by a vote of the Board of Directors for reasons as set forth in these By-Laws, including failure to meet financial obligations, violation of the Club's By-Laws or policies, disruptive conduct, or perpetration of any act that interferes with the objectives of the Club.

## ARTICLE 3 – DUES AND OTHER FINANCIAL OBLIGATIONS

3.1 DUES AND OTHER FINANCIAL OBLIGATIONS OF THE MEMBERSHIP. The Board establishes dues and other financial obligations of the membership.

3.2 DELINQUENCY. Any individual more than 45 days in arrears for any indebtedness to the Club, including payment of dues, shall be considered not in good standing and membership shall be suspended or canceled as the Board of Directors sees fit.

## ARTICLE 4 – BOARD OF DIRECTORS

4.1 PURPOSE. There shall be a Board of Directors, which shall be the governing body of the Club.

4.2 AUTHORITY. The Board shall have authority over and responsibility for the supervision, control and direction of the Club; it shall establish administrative and fiscal obligations governing the Club, including discharge of fiscal obligations; establish the requirements, rights, privileges and restrictions applicable to membership; schedule the Annual General Meeting and perform such other duties as are specified in these By-Laws.

4.3 COMPOSITION OF THE BOARD. The Board shall consist of 10 voting members: four Officers and six Directors. The Officers shall consist of a President, Vice-President, Secretary, and Treasurer. The Directors shall consist of a Membership Director, Website Liaison Director, Newsletter Editor, Immediate Past President, and two positions of Director-at-large.

Other Past Presidents and members may attend Board meetings (subject to any space limitations) where they shall have seat and voice, but no vote. In the case where the President successfully stands for a consecutive term, the position of Immediate Past President on the Board shall be filled by an elected third Director-at-Large.

4.4 DIRECTOR EMERITUS. The Board of Directors may elect an individual to occupy the position of Director Emeritus of the Club. This position is non-voting. The Director Emeritus is an individual who, in the Board's opinion, has institutional knowledge of the Club and can make a valuable contribution to discussions. The Director Emeritus shall attend Board Meetings and may have a voice, but not a vote, on matters coming before the Board.

4.5 TERMS OF OFFICE. All Board members, bar the Immediate Past President and Director Emeritus, shall be elected for a term of one calendar year. Each Board Member's term shall begin on January 1st of the calendar year following the Election.

4.6 DUTIES. The officers and directors perform those duties usual to their positions, including those specified herein as assigned to them by the Board.

4.6.1 The President shall be chairperson of the Board and the Annual

General Meeting and an ex-officio member of all committees. The President shall schedule Board meetings, prepare an agenda, and conduct such Board meetings. Although the President of the Board shall be an Officer, he/she shall have an additional vote when a tie exists.

4.6.2 The Vice-President, upon the absence or inability of the President to act, shall assume the duties of the President. In the event of a vacancy occurring in the office of President, the Vice-President shall serve as acting President until the expiration of the calendar year in which the vacancy occurs.

4.6.3 The Secretary shall be responsible for keeping and distributing the minutes of all meetings of the Board, the Annual General Meeting, and any special members meetings of the Club.

4.6.4 The Treasurer shall be responsible for safeguarding all of the Club's financial assets, maintaining financial records, paying all bills, reconciling the Club's bank account and ensuring compliance with all applicable tax requirements.

4.6.5 The Membership Director shall be responsible for the renewal of annual dues, contacting all new members by welcome letter or email, and keeping an up-to-date list of the membership.

4.6.6 The Website Liaison Director shall be responsible for maintaining the website to insure it is accurate and up-to-date and reacting to queries by direct response or re-direction to the appropriate Board member as needed.

4.6.7 The Newsletter Editor shall be responsible for the preparation, printing and distribution of the newsletter.

4.6.8 The Directors-at-Large will serve in whatever capacity as may be agreed upon by the Board.

4.7 SUSPENSIONS OR REMOVAL. An officer or director may be suspended after three consecutive, unexcused absences from Board meetings or for dereliction of duty.

4.8 VACANCIES. If an officer or directorship shall become vacant, the President shall appoint a successor to fill out the unexpired portion of the term, subject to the approval of the Board. The case in which the officer is the President is covered by 4.5.2 above.

4.9 BOARD MEETINGS. The Board shall meet at whatever times and places as may be specified by the President, but at least monthly. Proxy voting is permitted at Board meetings. Special Board meetings may, in addition and with reasonable notice, be called by the President upon approval by at least six members of the Board.

4.10 QUORUM. A quorum shall be a simple majority of officers and directors in attendance or by proxy at any Board Meeting.

## ARTICLE 5 – COMMITTEES

5.1 NOMINATING COMMITTEE. The Nominating Committee shall consist of a chair, appointed by the President and approved by the Board, and two additional Board members. The Nominating Committee shall submit to the Board for their approval one or more nominees for each of the Board positions whose term is due to expire, in accordance with these By-Laws and with procedures established by the Board.

5.2 SPECIAL COMMITTEES. The Board from time to time may establish such special Committees, as it deems necessary. The Board shall determine the composition and charge of special committees, including the appointment and service of the members.

## ARTICLE 6 – ANNUAL GENERAL MEETING

6.1 ANNUAL GENERAL MEETING. The Club shall hold an Annual General Meeting between October 1 and December 31 at a place, date and hour

designated by the Board and shall inform the membership of such at least 60 days prior to the meeting.

6.1.1 All members of the Board shall be elected at the Annual General Meeting.

6.1.2 A notice shall be placed in the Club newsletter, no later than 60 days prior to the Annual General Meeting, advising members wishing to run for election to contact the President within 15 days of said notice, and stating that no nominations will be accepted from the floor during the meeting.

6.1.3 The Nominating Committee shall present the slate of nominated candidates to the Board for approval no later than 30 days prior to the Annual General Meeting.

6.1.4 A slate of nominated candidates will be sent to members no later than 20 days prior to the Annual General Meeting. Should there still be a vacancy, or vacancies, on the slate, members interested in filling the vacancy or vacancies, should contact the President at least two days prior to the Annual General Meeting. The President, with the approval of the Board, may announce such further nominations for the vacancy/vacancies at the Annual General Meeting but no other nominations will be accepted.

6.1.5 If only one candidate is running for any particular officer or director position, provision may be made for acceptance of the proposed nominee(s) by acclamation from the floor. In the event paper ballots are required, those candidates receiving the majority of the vote shall be elected.

6.1.6 Ballots, if required, shall be counted by a Board member (normally the Secretary to the Board) appointed by the President and results announced at the Annual General Meeting. Such results shall also be printed as soon as possible in the monthly newsletter.

6.2 VOTING RIGHTS. Each membership category shall have only one vote. Only members in good standing at the time of the Annual Meeting shall be permitted to run for any office or directorship or to vote for any candidate.

6.3 ANNUAL GENERAL MEETING QUORUM. At least five percent of the voting members in good standing shall constitute a quorum for the conduct of business at the Annual General Meeting.

## ARTICLE 7 – EVENTS

7.1 Social events and other activities shall be organized on a regular basis. The Board may, as necessary, appoint one or more members to organize specific events.

7.2 Attendance at events shall initially be limited to members on a first come first served basis, but events may be opened up to guests as appropriate.

7.3 Attendance at events is on an “all or nothing” basis. If an event includes a venue, food/drink costs and/or entertainment, attendees must either pay the full fee to be eligible to attend all or part of an event.

## **ARTICLE 8 - GENERAL**

8.1 FISCAL YEAR. The fiscal year of the Club shall be from January 1st until December 31st of each year.

8.2 COMMUNICATIONS. The Club newsletter and website, or any successor methods, shall be the official communications for news of the Club. The newsletter will usually be distributed on a monthly basis and the web site shall be updated as required. The newsletter will primarily be distributed by email, unless a member specifically requests a paper copy. Non-members requesting a copy shall be directed to the Club web site.

8.3 PARLIAMENTARY AUTHORITY. The rules contained in Robert’s Rules of Order (most recent edition) shall govern the Club in all cases to which they are applicable.

8.4 LOGO. The Board may adopt a logo for the Club, to be in such form and to be used in such manner, as the Board shall direct.

8.5 DISSOLUTION. In the event that the Sarasota British Club shall elect or be caused to discontinue, it shall require a vote of the members as specified by the laws of the state of incorporation. In the event of dissolution, all debts and other obligations of the Club are to be discharged, and then the Board shall distribute all corporate assets remaining for the exempt purposes within Section 501(C)(7) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code.

## **ARTICLE 9 – AMENDMENTS TO BY-LAWS**

9.1 BY-LAWS COMMITTEE. The President, with the consent of the Board, shall appoint a By-Laws Committee, which will report proposed amendments to the Board for consideration and adoption. The Board shall disband the By-Laws Committee upon approval of the proposed revisions.

9.2 RATIFICATION. Once approved by the Board of Directors, the members shall be asked to ratify the changes at a meeting of the membership not less

than 20 days, nor more than 60 days from the date of notification. A simple majority of the members attending the meeting is required to ratify these By-Laws.

9.3 COPIES OF BY-LAWS. A copy of the By-Laws shall be held by the Secretary to the Board and shall be made available to members by publication on the website, or if requested, in printed form.

As British **Society** of Sarasota - Approved: October 17, 2001

As Sarasota British **Club** - Amended: October 28, 2006

Board Approval - Proposed Amended Version: August 6, 2007

Amended: November 6, 2010

Amended: November 23, 2014

Amended: November 17, 2018

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