

Springfield Improvement Association and Woman's Club, Inc.

**By-Laws
Amended August 2009**

Article I. Name and Objective

The name of this organization shall be The Springfield Improvement Association and Woman's Club. The abbreviation shall be SIA/WC. The Springfield Improvement Association and Woman's Club shall be organized and operated exclusively for charitable, civic and educational activities, as designated in the 1954 (Section 501c3) Internal Revenue Code. The organization must comply with all the requirements as stated for an exempt classification. The object of this club shall be for charitable, educational and civic activities.

Article II. Organizational Year

Section I. Membership and fiscal year shall run from June 1st to May 31st of the following calendar year. IRS report due August 15th.

Article III. Membership

Section 1. Eligibility. Any person 18 years or older who is interested in the good and well being of the community and subscribes to the objectives of the SIA/WC is eligible to become a member. A membership form with the name, address and all pertinent information relating to the proposed member must be completed. Upon a stated desire for membership, said person must complete the following:

- submission of a completed membership application
- recommendation/sponsorship of a current member
- payment of dues for that current year, and attendance at two regularly scheduled meetings

Each membership application must be voted on by 2/3 of the Board of Directors at the next immediate Board meeting after completion of the above items before the person is accepted as a member. Membership shall not be abridged on the basis of race, religion, color, sex, sexual orientation, age, national origin, ancestry, citizenship, veteran or disability status. Membership shall not be closed to new members while the club is in existence.

A. Active members shall be those persons who pay annual dues and have been approved by the Board for membership. They are then entitled to all the privileges of membership.

- B. Members who have submitted a letter of resignation or have been removed from membership for failure to pay dues or otherwise are considered inactive, and may be eligible for reinstatement upon request to the Board, payment of current year's dues, recommendation/sponsorship of a current member, attendance at two regularly scheduled meetings, and approval by 2/3 of the Board of Directors.
- C. A member may be expelled or suspended in accordance with Roberts Rules of Order, current revision.

Members who are to be considered sponsors must also attend two regularly scheduled meetings during the current year to sponsor a new member.

Section 2. Membership Dues

The dues of active members shall be set by the board, and shall include the required FFWC and GFWC dues. Dues are payable on or before June 1st of each year and shall become delinquent June 30th. The treasurer shall notify all members one month in arrears, via e-mail or US mail, and those whose dues are not paid within thirty days thereafter shall be automatically dropped from membership in the club. A check for the proper amount shall be sent each year to the Federation prior to December 31st.

Article IV. Election of Officers

Section 1. Annual Election

The election of the nominating committee shall take place at the February business meeting. The nomination of officers shall take place at the March business meeting. The annual election of officers shall take place at the April business meeting. The new officers shall be installed at the May business meeting, and shall assume their duties at the close of that meeting.

Section 2. The Nominating Committee

The nominating committee shall consist of three members. The board shall appoint one member from its own ranks and two other members shall be nominated and voted upon by the general membership. In order to serve on the nominating committee, a member must have been active and experienced in club affairs for at least two years, must be present at the election and must have a desire to serve in the said capacity. The nominating committee shall meet with all committee members present and prepare a list of at least one name per office. They must have ascertained in advance that the members have proper qualifications and that they have paid current dues. Nominations from the floor may be added to the current list at the March meeting when the nominating committee introduces the slate. Elections shall be by ballot, and a majority vote wins the election. If there is only one nominee for an office, the vote may be by voice.

Section 3. The office of the Presidency

Presidential nominees must be active in club affairs, a member in good standing, and must have been a member of the club for at least two years. It is preferable if that nominee has also served on the board prior to the current nomination.

Section 4. Elected Officers

Officers to be nominated for election are: President, 1st Vice President, 2nd Vice President, 3rd Vice President, Secretary and Treasurer. A Recording Secretary and a Corresponding Secretary may be elected if desired.

Section 5. Term of Office

Officers shall serve for a term of one year. No elected officer shall serve more than two consecutive years in the same office without at least one year break, except the treasurer. A vacancy occurring in an elective office during a Club year shall be filled by the Board for the unexpired term and shall become effective immediately upon acceptance by the appointee. A vacancy occurring in the Nominating Committee shall be filled by the Board.

Article V. Duties of Officers

The corporation shall operate on a non-stock basis. There will be no gratuities given for any services. Services are offered for the sole good of the organization and its objectives.

Section 1.

The President shall:

- 1) preside at meetings of the club and the Executive Board;
- 2) appoint department, standing and special committee chairs;
- 3) appoint a parliamentarian who shall serve on the Executive Board without a vote;
- 4) be the official representative of the club at meetings of the district and state;
- 5) be ex-officio a member of all committees except the Nominating Committee;
- 6) perform such other duties outlined in the bylaws and the parliamentary authority.

The First Vice President shall:

- 1) preside in the absence or disability of the president;
- 2) assume the office of president if a vacancy occurs in that office;
- 3) be program chairman and yearbook chairman;
- 4) perform such other duties as may be required.

The Second Vice President shall:

- 1) preside in the absence or disability of the president and first vice president;
- 2) be membership chairman;
- 3) perform such other duties as may be required.

The Third Vice President shall:

- 1) preside in the absence or disability of the president, first vice president and second vice president;
- 2) be a representative of the Springfield Improvement Association meeting of the club;
- 3) perform such other duties as may be required.

The Recording Secretary shall:

- 1) record the minutes of the meetings of the club and of the Executive Board;
- 2) be a signatory on all official documents;
- 3) perform such other duties as may be required.

The Corresponding Secretary shall:

- 1) issue notices as required;
- 2) tend to correspondence as directed by the president or Executive Board;
- 3) perform such other duties as may be required.

The Treasurer shall:

- 1) receive and deposit all funds;
- 2) be responsible to pay all bills upon authorization;
- 3) keep an account of all receipts and disbursements and submit monthly reports to the Executive Board and to the general membership;
- 4) make an annual report to the club;
- 5) submit all books and papers to the auditor after the close of the fiscal year;
- 6) perform such other duties as may be required.

Section 2. Standing Committees.

The committee chairs may vote on items before the Board. The following standing broad committees shall be appointed by the President (and may be merged as necessary). Timely reports are to be given to the Board by the chairs. Descriptions of committee duties will be documented and kept by the Secretary in the records of the club. The President may appoint ad hoc committees as the need requires.

Building and Grounds (landscape, beautification, building and maintenance)

Rentals

Finance (including Ways & Means)

Events and Fundraisers

Historian

Springfield Animal Care and Rescue Club

Springfield Garden Club

Article VI. Meetings

Section 1.

- A. A general meeting of the Club shall be held on the third Tuesday of each month during the year. Meeting day may be adjusted by the Board, upon approval of membership at a general meeting. An additional optional meeting may be held on the first Tuesday of each month during the year as the Board and Membership deems appropriate for Club activities.
- B. Board meetings shall be held on the second Tuesday of each month. Meeting day may be adjusted by the Board. All board members are required to be present unless they have a bona fide excuse. Two consecutive absences or three non-consecutive absences from Board meetings by any member without a bona fide excuse shall constitute resignation from office.

Section 2. Quorum. Three members of the board and nine members of the club shall constitute a quorum. In the event of diminished membership, this figure may be adjusted by board approval and notation in the Secretary's records. Such adjustment may pertain only to the specific meeting at hand. Committee members are considered non-line members of the Board. Their vote shall count as an elected officer, however, their attendance does not affect quorum requirements.

Section 3. Club Birthday

May 1904 shall be recognized as the Birthday of the Club. The colors are yellow and white, and the flower is the orange blossom. The May membership meeting shall serve to celebrate this anniversary. This shall also be the annual meeting of the Club and the installation of officers for the coming year. Chair persons shall have their annual reports ready and read prior to the installation.

Section 4. New Business

Major expenditures or changes of policy presented by a member of the board or committee chairs shall be approved by a majority vote of the board. New business presented at a business meeting of the Club, not having been previously submitted to the Board, may be referred to the Board for consideration. The measure shall then be presented at the next business meeting of the club.

Article VII. Board

Section 1. Composition

The Board shall consist of a President, three Vice Presidents, a Secretary, a Treasurer, and a Parliamentarian. Two Secretaries, a Recording Secretary and a Corresponding

Secretary may be elected if desired. Though not required for a quorum, committee chairs may attend meetings and vote as previously stated within these by-laws.

Section 2. Powers of the Board

The Board shall have the power with authorization of the Club, to purchase or otherwise acquire lands and properties under stated conditions, issue notes, bonds, mortgages and detail other obligations of the Club, providing terms and conditions. They shall have the power to appoint, remove, or suspend managers, officers, agents or employees; to determine their duties, fix salaries or compensation; to acquire securities in such amounts as the Board deems advisable; and generally to perform all acts necessary for the proper exercise of their duties. Major decisions such as mortgages against property, sale of property, etc. shall be approved by a unanimous vote of the Board, and ratified by the general membership as signified by a 2/3 majority vote of all active members at a general business meeting, by written ballot, and must be distributed to all members via electronic e-mail or US mail for consideration at least one month prior to the vote.

Section 3. Emergency Matters

The elected members of the Board shall be empowered to act on emergency Club matters by e-mail or phone.

Section 4. Board Proceedings

The proceedings of the Board shall be confidential until such time that a report of such proceedings be made to the general membership. Any member violating this regulation shall be expelled from the Board. The proceedings of the Board must be reported at the following general membership meeting, in a condensed form by the President.

Article VIII. Committees

Chairs appointed by the President, with the approval of the Board. A detailed description of the committees' duties shall be posted at the club and available for perusal. Detailed yearly budgets for said committees shall be submitted for Board approval.

Article IX. By-Laws Amendments

Section 1. Amendments

Any article or section of articles may be amended at any business meeting by a three-fourths vote of the members present, providing the amendments have been proposed at a previous board meeting and that two weeks notice of such change had been made.

Any section of the charter may be amended at any business meeting by first adopting a resolution by three fourths of the members present, such resolution having been proposed at a previous meeting and then proceeding as the laws of the State require. All voting shall be done by ballot.

Article X. Order of Business

The order of business shall be as follows:

Call to order

Pledge to the Flag

Announcements

Approval of minutes of prior meeting

Report of Board meeting to members, recommendations and ratification

Unfinished Business

New Business

Program for the day

Adjournment

Article XI. Dissolution

In case this corporation wishes to dissolve and by due process of law shall dissolve, all assets of whatever nature or their equivalent in value which remain after the just debts and liabilities of this corporation have been satisfied shall be used for such educational or public purpose or purposes, within the State of Florida, as will complete or continue undertakings for the public benefit which have already begun by the Federation, and any remaining assets shall be distributed for the purpose or purposes within the scope of IRS 501(c)3. No part of the net income of the corporation shall inure to the benefit of any individual member or be distributed to its members or officers. Dissolution of the corporation and/or the Springfield Improvement Association and Woman's Club shall require a unanimous vote by written ballot of all active members.