

ACTIVE NEWCOMERS CLUB OF OTOW, Inc. (REVISED 02/6/2024)

BYLAWS

Active Newcomers Club is bound by the Bylaws as passed by the membership. A current copy of the Bylaws, with any amendments, is maintained by the Secretary, and updated on the Newcomers Club Shared Drive <https://activenewcomers.org/>

ARTICLE I: NAME AND HISTORY

Section 1.

The name of this organization shall be Active Newcomers Club of OTOW, Inc., hereinafter may be referred as Active Newcomers Club of OTOW (or the “Club”).

Section 2.

The Club was established in January 2024. It will be filing for an EIN and will apply for IRS tax-exempt status, Tax Code 501(c)(7), as a social club serving the needs of the residents of On Top of the World Community.

ARTICLE II: PURPOSE AND OBJECTIVES

Section 1.

The primary mission of the Club is to provide an environment that enables new and established residents of On Top of the World to connect with their neighbors and foster friendships through an array of social events and activities where members share common interests.

Section 2.

The Club will apply to become incorporated in the State of Florida. The club does not have to apply with the Department of Revenue for a Sales and Use tax certificate under the Florida Administrative Code Law 12A-1.005 (4) (f) which supersedes the Florida Department of Revenue code for club dues being taxable, it reads: (f) “Dues and fees paid by persons for membership in clubs that do not entitle the members to use recreational or physical fitness facilities are not subject to tax. Examples of such clubs are sewing clubs, bowling clubs, square dance clubs, bridge clubs, and gun clubs where the dues or fees entitle payor to be a member of the club, but do not entitle payor to use recreational or physical fitness facilities.” Once incorporated in the State of Florida we will apply for an EIN number along with tax exempt status under IRS Tax Code 501(c)(7). Once accepted as a nonprofit social club it will file a form 990-N (e-Postcard) annually with the IRS no later than May 15th after the close of the fiscal year end, to maintain nonprofit status and not pay penalties. An Annual Report with the State of Florida needs to be filed no later than May 1st after the close of the fiscal year end, to

maintain nonprofit status and not pay penalties or be administratively dissolved by the state of Florida. The Club shall ensure that no part of collected funds may be used for the benefit or advantage of any member, member's family, or friends.

Section 3.

The Club's membership directory, database, and the contents of the club documents and Club communications are for Club use only. They are not to be used in any way to promote, network, solicit, or advertise a member's business, or the business of family or friends for personal advantage or financial gain. Members and/or guests of the Club shall not engage in any type of personal solicitation at any Club-sponsored meeting, function, event, or activity or in any Club publication, or other media, including but not limited to social media, texting, and e-mail.

ARTICLE III: MEETINGS

Section 1.

The Board shall set the Club calendar.

Section 2.

There will be a regularly scheduled annual general meeting each year at a prescribed date, time, and location. Club business shall be transacted at that time.

Section 3.

There shall be a Board of Directors meeting consisting of elected officers and appointed officers that will meet the 3rd Sunday of each month.

Section 4.

Special meetings may be called by the President whenever deemed necessary.

Section 5.

At the Club's annual general meeting, newly elected officers will be installed.

Section 6.

The Board of Directors may conduct meetings by or using any means of communication by which all directors participating may simultaneously hear each other. An officer participating in this manner is deemed to be present in person at the meeting.

Section 7.

Board of Directors resolutions regarded as time sensitive may be approved by majority consent of all Board members in lieu of a Board meeting. An electronic reply of 'yes' or 'no' to a question suffices as an electronic signature for the purposes of obtaining 'majority

consent'. The resulting action is then recorded in Board minutes.

ARTICLE IV: POLICY

Section 1.

The Club shall not discriminate against members or prospective members because of age, race, color, religion, creed, national origin, gender identity or expression, disability or physical challenge, income, marital or parental status, political affiliation or beliefs, sexual orientation, or educational background.

Section 2.

The Club is nonpartisan, nonsectarian and does not sponsor or support legislation and/or initiatives. The Club will not participate or intervene, either directly or indirectly, in political campaigns, either on behalf of or in opposition to any candidate for public office.

ARTICLE V: MEMBERSHIP

Section 1.

Club membership is open to all members of the On Top of the World community. Residents that live in the Indigo, and Weybourne Landing sections must have a current active "Gateway Pass" verification to join. Members must provide a current OTOW ID each year they apply for membership.

Section 2.

New members will receive a Welcome to the Club emailed to them upon completing a membership form, submitting a copy of their OTOW ID, and paying the appropriate dues.

Section 3.

Every member will have access to the Newcomers Facebook page. This page will contain the Bylaw's file. If the member does not have access or does not wish to they can find that information on the Club's website <https://activenewcomers.org/>

Section 4.

Non-members may participate in the activities of the Club only on occasions that have been designated by the Board of Directors as "Open Member Activities". An additional fee will be assessed for participation in Member Activities for guests of members.

Section 5.

Membership is on an annual basis, January through December. The year you join is your first year and you may renew your membership up to 3 times for a total of 1 initial full or partial year plus 3 full years. To become a member, you must have a closing/lease date within the previous 4

years from the current date. We use the closing/lease date along with the current date to determine eligibility, based on your current membership form that is required to be renewed each year.

ARTICLE VI: TERMINATION OF MEMBERSHIP

Section 1.

Any member may voluntarily resign from the Club.

Section 2.

In considering expulsion of any member, the officers of the Club should be very careful not to take any action that could bring about an allegation of discriminatory action, libel or slander, or any other actions that might be considered derogatory to the member.

Section 3.

Officers and committee members shall be active in carrying out their responsibilities. Failure to do so may bring about a requested resignation from office or from a committee but would not necessarily result in the termination of membership.

Section 4.

Any member whose conduct is determined by the Board of Directors to not be in keeping with the mission, purpose, and best interests of the Club may have his or her membership terminated after written notice and a written or oral hearing by the Board.

ARTICLE VII: DUES

Section 1.

The annual dues for membership shall be set by the Board of Directors. All dues are nonrefundable.

Section 2.

The Membership Year shall run from January 1st to December 31st.

Section 3.

Membership expires after December 31st resulting in ineligibility to participate in or chair Club activities or belong to the Club's Facebook page.

ARTICLE VIII: FINANCES AND RECORDS

Section 1.

The fiscal year of the Club shall be January 1st through December 31st.

Section 2.

A minimum of \$500 (in excess of anticipated new dues) shall remain in the treasury at the end of the fiscal year to guarantee financial security to the Club.

Section 3.

An annual financial statement will be created by the Club Treasurer no later than January 15th and will be reviewed and approved by the Board of Directors prior to the planned annual membership meeting scheduled each year.

Section 4.

Documents supporting the Club's tax-exempt status, Federal Tax ID, Club logo, Board and Committee minutes, insurance records, and year-end financial statements will be retained permanently in either electronic or hard copy.

ARTICLE IX: OFFICERS

Section 1.

The Board of Directors of the Club shall consist of elected and appointed officers. Officers: President, Vice President, Membership Director, Small Group Director, Secretary, Treasurer, Marketing Director, and At-large Officers.

Section 2.

The term for elected and appointed officers is two years. Current officers will remain in their positions until their successors have been elected or appointed.

Section 3.

The Board of Directors shall have general charge and control of the affairs, funds and property of the Club.

Section 4.

It is the duty of the outgoing officers to train the new officers so that the Club will function smoothly.

ARTICLE X: ELECTION OF OFFICERS

Section 1.

At the annual general meeting, the President will introduce the newly elected Board Members to the membership. Board approved officer elections will then be published online and approved by the general membership at the annual meeting.

Section 2.

A vacancy of any office during the fiscal year shall be filled by Board appointment, except for the office of President, which is automatically filled by the Vice-President, for the unexpired term. If the Vice-President chooses not to fill the position it will be offered to any other board member who chooses to fill it. That officer will need to be voted in by the remaining board.

ARTICLE XI: QUORUM

Section 1.

At any regular or special meetings of the Club, the members in good standing who are in attendance shall constitute a quorum. The transaction of business shall require a simple majority of that quorum. The Club does not support absentee voting for regular business and elections. Each member shall have one vote.

Section 2.

A quorum of the Board of Directors shall consist of the Board's members who are present at the Board Meeting. The transaction of business shall require a simple majority of that quorum. All elected and appointed officers of the Board shall each have one vote.

ARTICLE XII: DUTIES OF OFFICERS

Section 1.

The **PRESIDENT** shall be the chief officer of the Club and shall preside over all meetings of the Club and the Board of Directors. The club president is responsible for the overall operation of the social club, directs all club meetings, delegates duties to all other board members, and oversees the election for all board positions. The president is the primary contact between the Club, and the On Top of the World, Resident Services Club Management. One of the major duties of the president is to facilitate effective management of club and committee meetings. The president must ensure the Club is following the guidelines set forth by On Top of the World Resident Services and will be responsible in the case of any issues arising from reserving rooms, member behavior and damages to facilities. The President will be a signatory on the club's bank accounts. Also, the president ensures the planning and budgeting for the future is carried out in accordance with the wishes of the members. This position receives full voting rights on the Board. This role requires that you occasionally present or speak to the membership in a large group setting. You also should have access to a personal computer, or iPad type device to access, adjust and review

documents stored on the club Cloud server via the web.

Section 2.

The **VICE-PRESIDENT** shall preside in the absence of the President at the Club's general meetings and Board of Directors meetings. Assist in overseeing all Club programs, in collaboration with all other Board of Directors. This officer shall be in charge of large group events the club offers. The Vice-President will be expected to fill the role of President should a vacancy occur before the unexpired term. If the Vice President chooses not to fill the position it will be offered to any other board member who chooses to fill it. The Vice-President President will be a signatory on the club's bank accounts. This position receives full voting rights on the Board. This role requires that you occasionally present or speak to the membership in a large group setting. You also should have access to a personal computer, or iPad type device to access, adjust and review documents stored on the club Cloud server via the web.

Section 3.

The **SMALL GROUP DIRECTOR** shall be responsible for creating small groups within the Club as a way for the members to get to know fellow members on a small scale. This would include assigning group leads, keeping records of small groups as well as their members and being the liaison between the groups and the Board of Directors. This role would include advertising and advocating for small groups and their formation through our Club's social media and also word of mouth. The Small Group Director will act as a facilitator in receiving and resolving any problems occurring in Club activities within the groups and bring matters before the Board, when appropriate. This position receives full voting rights on the Board. This role requires that you occasionally present or speak to the membership in a large group setting. You also should have access to a personal computer, or iPad type device to access, adjust and review documents stored on the club Cloud server via the web.

Section 4.

The **MEMBERSHIP DIRECTOR** shall be responsible for the planning and execution of membership recruitment, retention and engagement programs. They work with the Board to develop and implement strategies that will grow and sustain the organization. They recruit members through club fairs, special events, social media and word of mouth. They will be responsible for keeping membership rosters up to date in coordination with the Treasurer. Work closely with the Small Groups Director to get members assigned to their selected small groups. They shall provide avenues for members to become acquainted with Club and community activities. The Membership Director is responsible for all initial member communication and sends a welcome email to new members. This position receives full voting rights on the Board. This role requires that you occasionally present or speak to the membership in a large group setting. You also should have access to a personal computer, or iPad type device to access, adjust

and review documents stored on the club Cloud server via the web.

Section 5.

The **TREASURER** shall have charge of all funds of the Club and shall be always accountable for such. They will be responsible for creating monthly and annual financial statements, disbursement of club funds, depositing funds at bank, and collection and recording of all monies that come into and out of the Club. The Treasurer will work with the President to budget for Club events. They will ensure the budget is followed and all expenses approved in advance. The Treasurer will be a signatory on the club's bank account. This position receives full voting rights on the Board. This role requires that you occasionally present or speak to the membership in a large group setting. You also should have access to a personal computer, or iPad type device to access, adjust and review documents stored on the club Cloud server via the web.

Section 6.

The **SECRETARY** shall take minutes at meetings of the Board of Directors and the Club's General Meetings, assist with updates to club documents, and complete other duties as needed. This position receives full voting rights on the Board. This role requires that you occasionally present or speak to the membership in a large group setting. You also should have access to a personal computer, or iPad type device to access, adjust and review documents stored on the club Cloud server via the web.

Section 7.

The **MARKETING DIRECTOR** shall oversee and coordinate all internal and external communications of the Club. This includes writing monthly newspaper articles for the OTOW newspaper, creation of activity flyers, pitching stories to local newspapers when the opportunity arises and work with OTOW Resident Services for updates to communications found on the OTOW website and posted Club information. This position receives full voting rights on the Board. This role requires that you occasionally present or speak to the membership in a large group setting. You also should have access to a personal computer, or iPad type device to access, adjust and review documents stored on the club Cloud server via the web.

Section 8.

The **AT-LARGE OFFICERS** will be members of the Board without specific duties. They will help where needed and directed by other officers. They will mentor with all other board members to learn various responsibilities. They will be ready to fill roles as needed when they occur. In cases of sickness or long absences from board members they will step in temporarily and fill that role. At-Large Officers can fill a vacancy on the board should that occur. This position receives full voting rights on the Board. This role requires that you occasionally present or speak to the membership in a large group setting. You also should have access to a personal computer, or iPad type device to access, adjust and review documents stored on the club Cloud

server via the web.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

Section 1.

Robert's Rules of Order, Newly Revised shall serve as a guideline to the Club on questions not covered by these Bylaws.

ARTICLE XIV: AMENDMENTS AND CORRECTIONS

Section 1.

Proposed Bylaw amendments are submitted to the Board of Directors for a vote of approval. Board-approved amendments will then be published online and voted on at the subsequent annual general meeting by the general membership.

Section 2.

Corrections to typographical, spelling, and grammatical errors in these Bylaws may be made by the President at any time and submitted to the Board for approval. Such changes do not require publication and vote by the general membership of the Club. An approved copy of the corrected Bylaws is then maintained by the Secretary and updated on the Newcomers Shared Drive.

ARTICLE XV: INSURANCE

Section 1.

The Club, at the discretion of the Board of Directors, may maintain Directors and Officers and/or General Liability Insurance, at the Club's own expense, to protect itself and any person who is or was serving as an officer, member, or volunteer against any liability asserted against and incurred by that person in any such capacity or arising out of his/her status, whether or not the Club would have the power to indemnify that person against such liability.

ARTICLE XVI: DISSOLUTION

Section 1.

Any decision to voluntarily dissolve the Active Newcomers Club of OTOW, Inc. must be made by a two-thirds (2/3) majority vote of the Board of Directors then in office. Upon dissolution, the Board of Directors shall, after paying and making provisions for the payment of all liabilities, distribute the assets of the Club to one or more organizations under Section 501(c)(3) of the Internal Revenue Code

