

ACTIVE NEWCOMERS CLUB OF OTOW, Inc. **(Amended 01/1/2025)**

BYLAWS

Active Newcomers Club is bound by 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. The club has an EIN #99-1177863 and has applied 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 geared to members' shared interests.

Section 2.

The Club is 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, the Club shall 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 end of the fiscal year, to maintain nonprofit status, not pay penalties or be administratively dissolved by the state of Florida.

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 monthly.

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 and communicate with each other in real time. An officer participating in this manner is deemed to be present 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' will suffice as an electronic signature for the purposes of obtaining 'majority consent'. The resulting action will then be 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, or any other personal characteristic.

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, or legislative initiative.

ARTICLE V: MEMBERSHIP

Section 1.

Club membership is open to all members of the On Top of the World community. Residents who live in the Indigo or Weybourne Landing sections must have a current active "Gateway Pass" verification to join. Members must provide official OTOW identification and Gateway Pass (as needed) that is current for the year of application.

Section 2.

New members will receive a Welcome to the Club emailed to them upon completion of a membership form, submission of a copy of their official OTOW ID/Gateway Pass, and payment of 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 the Bylaws and pertinent 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". All guests must be accompanied by a current member. An additional fee will be assessed to guests for participation in Member Activities

Section 5.

Membership is on an annual basis, January through December.

Membership in the Club is limited to 4 years.

Members enrolled between January 1 and June 30 shall be considered members for four years from the year they enroll. Members who enroll between July 1 and December 31 shall start counting the four years of membership starting from January 1 of the year following their enrollment.

In order to enroll as a member of the Club, the applicant must have closed or leased a home in OTOW within the four years prior to enrollment. The closing/ leasing date, along with the current date, and other information as they appear on the current application form will be used to determine eligibility.

Membership must be renewed each year. Renewal shall require a new application, OTOW documents (OTOW ID/ Gateway Pass), and payment of dues.

ARTICLE VI: TERMINATION OF MEMBERSHIP

Section 1.

Any member may voluntarily resign from the Club.

Section 2.

In considering the 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, slander or other legal action by the terminated/expelled individual.

Section 3.

Officers and committee members shall be active in carrying out their responsibilities. Failure to do so may result in a request by the Board to resign from office or from a committee but would not, necessarily, result in termination of said individual's membership in the Club.

Section 4.

Any member whose conduct is determined by the Board of Directors to be **not** 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 non-refundable.

Section 2.

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

Section 3.

Membership expires after December 31st. Persons no longer registered as paid-up members may not participate in or chair Club activities or belong to the Club's Facebook page.

Section 4.

The Club shall ensure that no part of the collected funds shall be used for the benefit or advantage of any member, member's family, or friends.

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 as 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. Upon completion of said term, an individual may stand for election/appointment to another Board position.

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 ensure the continuity of the Club through training and transfer of pertinent Club property.

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.

The 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 remainder of the President's 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 remaining Board members must approve the candidate.

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 holds full voting rights on the Board. This role may require occasional presentations or speeches to the membership in a large group setting.

The President should have access to a personal computer, or iPad/tablet type device to access, adjust and review documents stored on the Club's Cloud server via the web.

Section 2.

The **VICE-PRESIDENT** shall preside in the absence of the President at the Club's general and Board of Directors meetings, assist in overseeing all Club programs in collaboration with all other members of the Board of Directors.

This officer shall be in charge of the Club's large group events.

The Vice-President will be expected to fill the role of President should a vacancy occur before the unexpired term. Should the Vice President chooses not to fill the position it will be offered to any other board member who chooses to fill it.

This position holds full voting rights on the Board.

This role requires occasional presentations/speeches in a large group setting.

The Vice President should have access to a personal computer, or iPad/tablet type device to access, adjust and review documents stored on the club's Cloud server via the web.

Section 3.

The **SMALL GROUP DIRECTOR** shall be responsible for creating small interest-related groups within the Club as a way for the members to get to know fellow members in smaller, more personal settings.

The position includes 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 the small groups and their formation, through our Club's social media and also by word of mouth.

The Small Group Director will act as a facilitator, resolving any problems occurring at Club activities within the groups and bringing matters before the Board, when appropriate.

This position holds full voting rights on the Board.

This role requires occasional presentations/speeches in a large group setting.

The Small Group Director 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.

The Membership Director shall 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.

The Membership Director will be responsible for keeping membership rosters up to date in coordination with the Treasurer.

The Membership Director shall work closely with the Small Groups Director to get members assigned to their selected small groups.

The Membership Director shall provide avenues for members to become acquainted with Club and community activities. The Membership Director is responsible for all initial member communication including a New Member welcome email.

This position holds full voting rights on the Board.

This role requires occasional presentations/speeches in a large group setting.

The Membership Director should have access to a personal computer, or iPad/tablet type device to access, adjust and review documents stored on the club Cloud server via the web.

Section 5.

The **TREASURER** shall have responsibility for all funds of the Club, and shall be always accountable for such. The Treasurer will be responsible for creating monthly and annual financial statements, disbursing of club funds, depositing funds at bank, and collection and recording of all monies that come into and go out of the Club.

The Treasurer will work with the President to budget for Club events. The Treasurer will ensure the budget is followed and all expenses are 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 occasional presentations/speeches in a large group setting.

The Treasurer should have access to a personal computer, or iPad/tablet 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.

The Secretary holds full voting rights on the Board.

This role requires occasional presentations/speeches in a large group setting.

The Secretary should have access to a personal computer, or iPad/tablet 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 working with OTOW Resident Services to update OTOW communications including those found on the OTOW website and posted Club information.

This role requires occasional presentations/speeches in a large group setting.

The Marketing Director should have access to a personal computer, or iPad/tablet 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 make themselves available for mentoring by all other board members to learn various responsibilities so that they will be ready to fill roles as needed, such as in cases of sickness or long absences by Board members.

At-Large Officers can fill a vacancy on the Board should that occur.

This position holds full voting rights on the Board.

This role requires occasional presentations/speeches in a large group setting.

The At-Large Member should have access to a personal computer, or iPad/tablet 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 must be 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