

Cooper City Women’s Club Inc.
Bylaws
As approved December 13th, 2023

ARTICLE I. NAME OF ORGANIZATION

The name of the organization is COOPER CITY WOMEN’S CLUB INC, hereafter “the club.”

ARTICLE II. PURPOSE

Section 1. Mission Statement

The mission of the club is to build relationships among the women in our community through social and community service activities.

Section 2. Nonprofit Status and Exempt Activities Limitation

The Club is a Florida non-profit corporation, recognized as tax exempt under section 501(c)(3) of the United States Internal Revenue Code. No director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted by an organization exempt under section 501(c)(3).

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Membership shall be open to residents and business owners in Cooper City, or individuals approved by the Board of Directors. Membership is granted after receipt of a completed membership application and annual dues.

Section 2. Annual Dues

The amount required for annual dues shall be \$30 each year, unless changed by a majority vote of the members at any board meeting. Continued membership is contingent upon being up to date on membership dues. Annual membership term to run calendar year.

Section 3. Policy Requirement

All Members shall comply with these bylaws without exception.

Section 4. Resignation and Termination

Membership may be terminated by a two-thirds majority of the Board of Directors. Any member may choose to resign; however, dues are non-refundable.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Meetings

Meetings of the members shall take place a minimum of four (4) times per year.

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Section 2. Special Meetings

Special meetings may be called by a simple majority of the board of directors with 48-hour notice.

Section 3. Notice of Meetings

Notice of each meeting shall be sent to each member no less than two weeks prior to the meeting.

ARTICLE V. FINANCE

Section 1. Budget

Annual budget projection shall be adopted by the membership and Board of Directors at the January general meeting. Any major change in the budget must be presented and approved by the members and Board of Directors at a general meeting. The price of dues shall be set to cover operating expenses of the Club (ie website expenses, insurance, accounting fees, meeting place rentals, paper supplies, P.O. Box rental fees, and other miscellaneous expenses).

Section 2. Banking

The club's checking account shall have a minimum of two (2) signatories including the President and the Treasurer.

Section 3. Reporting

The financial records of the organization are public information and shall be made available to the membership, board members, and the public upon request.

Section 4. Auditing

The incoming President shall appoint two (2) members of the Club to conduct an internal financial review of the Club's books and records after year-end closing.

Section 5. Dissolution

Upon termination or dissolution of the club, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue code which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. General Powers

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The affairs of the Club shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Club.

Section 2. Positions, Requirements, and Qualifications

- a. The Board of Directors shall consist of the following officers: President, Vice-President, Secretary, Treasurer, Membership Director, and Social Director.
- b. No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.
- c. Each member of the Board of Directors shall be a member of the Club whose membership dues are paid in full and shall hold office for up to three one-year terms.

Section 3. Quorum

Three (3) members of the Board of Directors at a meeting shall constitute a quorum.

Section 4. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in these bylaws shall automatically forfeit his or her seat on the Board. Board of Directors may forthwith immediately proceed to fill the vacancy.

Section 5. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 6. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 7. Confidentiality

Directors shall use discretion and good business judgment in discussing the affairs of the Club with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Club, including but not limited to accounts on deposit in financial institutions.

Section 9. Election of Officers

- a. Prior to the December meeting, the Nominating Chair, appointed by the President, shall solicit the membership for nominations to the board.

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- b. After confirming that the individuals accept their nomination, the nominating chair shall report the names of those persons nominated for the respective offices of the Board at the December meeting. Nominations shall also be accepted from the floor after the report of the Nominating Chair.
- c. The election shall be held at the December membership meeting. A simple majority vote of those present will determine officers elected.
- d. Those officers elected shall serve a term of one (1) year.

Section 10. Removal

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Club would be served thereby. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

ARTICLE VII. DUTIES OF OFFICERS

The officers of this Board shall be the President, Vice-President, Secretary, Treasurer, Membership Director, and Social Director. All officers must have active membership.

Section 1. President

- a. Shall preside at all meetings of the Club and Board of Directors;
- b. Shall provide general supervision and support of the Club;
- c. Shall appoint two (2) members of the Club to conduct an internal audit in January;
- d. Shall appoint a Nominating Chairperson in November;
- e. Shall be authorized to co-sign checks;
- f. Shall send reminders of upcoming events to membership weekly via WhatsApp, Facebook (group) and email;
- g. Shall manage and respond to emails as needed

Section 2. Vice-President

- a. Shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter and
- b. Shall fill the office of the President immediately upon that office becoming vacant should the current President be unable to carry out her term of office.

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- c. Shall Send out notes or small gifts from the Club to members for special events or occasions (such as condolences, get-well wishes, or congratulations) as deemed appropriate by the Board.
- d. Will post birthday announcements on private group.

Section 3. Secretary

- a. Shall attend all meetings of the Club and Board of Directors and will act as a clerk thereof;
- b. Shall record all votes and minutes of all proceedings;
- c. Shall compile an electronic file for all meetings of minutes and attendance to be uploaded to the website for membership to view;
- d. Shall be custodian of the Club's meeting records as described in Article XI and
- e. Creates events on google and private groups as they are established.

Section 4. Treasurer

- a. Shall prepare and present the Annual Budget projection for approval at the January meeting;
- b. Shall be custodian of all monies pertaining to the Club and keep accurate financial records of all gross income, receipts, and disbursements.
- c. Shall deposit all dues and donations in a timely manner into the Club's bank account;
- d. Shall be authorized to sign checks and make payments in accordance with the budget approved by the Club;
- e. Shall prepare and present a monthly written report to be published on website;
- f. Shall close financial books and records of the Club by January 31st for the fiscal year ending December 31st
- g. Shall be responsible for reporting and paying all required taxes and government fees including filing IRS 990N and Florida Division of Corporations annual report;
- h. Shall aid and support as needed for completion of the audit review and
- i. Shall be custodian of the Club's financial records as described in Article XI

Section 5. Membership Director

- a. Shall receive and act upon all requests and invitations for membership;

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- b. Shall maintain an updated Membership database
- c. Shall develop and distribute Welcome Packages to new members, including welcome email and discount card;
- d. Shall, in every way possible, work to increase membership of the Club and
- e. Shall coordinate membership renewals

Section 6. Social Director

- a. Shall post on club's public social media accounts for marketing about membership, philanthropic events and promoting businesses owned by club members
- b. Shall update the website with additional photos and treasurer's reports

ARTICLE VIII. Conflict of Interest and Compensation

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 or director of the Club 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.

Section 2: Definitions

- a. An Interested Person is any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below.
- b. Financial Interest can be defined as
 1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
 4. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 3. Procedures

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a. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

1. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
2. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
3. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

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ARTICLE IX. POLITICAL ACTIVITIES

In accordance with the Internal Revenue Code, the Club is absolutely prohibited from directly or indirectly participating in, or intervening in, any political campaign on behalf of (or in opposition to) any candidate for public office. Contributions to political campaign funds or public statements of position (verbal or written) made on behalf of the organization in favor of or in opposition to any candidate for public office clearly violate the prohibition against political campaign activity. Violating this prohibition may result in denial or revocation of tax-exempt status and the imposition of certain excise taxes.

ARTICLE X. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of Florida, the club shall indemnify any director or former director or agent of the club, or any person who may have served at the club's request as a director or officer of another club (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the club in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The club may purchase and maintain insurance on behalf of any person who is or was a Board of Director against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether the club would have the power or obligation to indemnify such person against such liability

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under this Article.

ARTICLE XI. BOOKS AND RECORDS

The club shall keep complete books, financial reports, and records of account and minutes of the proceedings of the Board of Directors for no less than seven (7) years. These records will be kept by the current secretary and treasurer of the Club.

ARTICLE XII. AMENDMENTS

Section 1. Articles of club

- a. Upon annual report renewal with the Division of Clubs, the articles should reflect the current names and addresses of the Board of Directors.
- b. All amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.