

Central Florida Spokes, Inc.

Bylaws

ARTICLE I – NAME AND MISSION STATEMENT

The name of this organization shall be known as CENTRAL FLORIDA SPOKES, INC., hereinafter referred to as “Central Florida Spokes.”

MISSION STATEMENT

Central Florida Spokes is a social club that engages Central Florida women in a variety of informative and entertaining programs, projects, luncheons, and fundraising events in an effort to foster friendships and camaraderie and support charitable causes.

ARTICLE II – PURPOSE AND POLICIES

A. Purpose

The purpose of Central Florida Spokes is:

- To offer friendly and welcoming programs, activities, events, and projects to promote social interactions and enduring friendships.
- To provide an opportunity for members to learn more about our community.
- To give back to our community by supporting charitable and humanitarian projects

B. Policies

The policies of Central Florida Spokes are as follows:

- Central Florida Spokes shall not discriminate against prospective members or members because of race, color, religion, creed, national

origin, income, marital status, disability, educational background or any other factor.

- Central Florida Spokes shall comply with the laws, rules, and regulations of all governments and their agencies: local, state and federal.
- Members and/or speakers may not solicit or transact non-Central Florida Spokes business within any meeting or activity of the organization without permission from the President or the Board. No Central Florida Spokes directory or membership list may be used in the promotion of any business interest or for personal gain.

ARTICLE III – MEMBERSHIP

A. Members in good standing are members who pay membership dues; abide by the Bylaws, Standing Rules, and Guidelines of Central Florida Spokes; and treat all other members with respect.

B. A member in good standing has all privileges of Central Florida Spokes, including but not limited to, participation at activities, meetings, programs, and events. A member in good standing may serve as an officer, board director, committee member, or other designation.

C. Individuals may attend a maximum of two meetings or activities as a guest. After two meetings or activities, an individual must pay membership dues to attend any additional Central Florida Spokes meeting or activity. Notwithstanding this provision, a relative or friend of a member in good standing who is visiting from out of town may attend Central Florida Spokes meetings and activities for a time not to exceed two consecutive months.

D. An individual must be a paid member of Central Florida Spokes to join any of the organization's activity groups.

ARTICLE IV – MEETINGS AND VOTING

A. Meetings

A monthly General Membership Meeting and luncheon is held during the months of September through May. Special meetings may be called by the President as required.

B. Voting

Matters that require a vote by the membership may be decided by a majority vote at a regularly scheduled General Membership Meeting or by a vote by mail (USPS or email). All matters presented to the membership for a vote must have prior approval from the Executive Committee and/or the Board of Directors.

For a vote to be valid, a matter to be voted on must be presented to the membership, in writing, at least thirty days prior to the vote at a meeting or voting deadline in the case of a vote by mail.

Members in good standing attending a General Membership Meeting shall constitute a quorum required for a vote. The votes returned by members at or before the published deadline shall constitute a quorum required for a vote by mail.

Notwithstanding the above provisions, an amendment to the Central Florida Spokes Bylaws requires a two-thirds vote by members present at a General Membership Meeting, provided that the amendment has been presented to the membership in writing at least thirty days prior to the scheduled vote.

ARTICLE V – FINANCES

A. Dues

Members' non-refundable dues shall be payable by June 1st each year and are delinquent if not paid by September 20th. All members whose dues become delinquent shall be dropped from Central Florida Spokes membership, and shall not be permitted to participate in any activities nor receive the monthly newsletter.

B. Audit Committee

The President shall appoint an Audit Committee of three (3) members who shall conduct a year-end review and submit a written report to the Board of Directors by May 31st. A qualified tax professional shall be engaged to prepare the tax returns and all other reports required by local, state, and/or federal government to maintain a not-for-profit status. The Treasurer shall be responsible for submitting the tax returns and other reports.

C. Banking Authority

It shall be the duty of the President and the Treasurer to ensure all banking authority, including signature cards, is transferred to newly elected officers by the first week in June. The officers with banking authority are the President, Vice President, and Treasurer.

ARTICLE VI – BOARD OF DIRECTORS

A. The Board of Directors shall be composed of the Executive Committee and the Standing Committee Chairpersons. Standing Committee Chairpersons are the only members of these committees with Board of Directors voting rights.

Members of the Executive Committee and Standing Committee Chairpersons are limited to two consecutive years in the same position and not more than six total years on the Board of Directors in any ten-year period. Offering an Executive Committee member or Standing Committee Chairperson an invitation for an additional year in the same position is an exception requiring a majority vote by the Board of Directors.

The Executive Committee shall be the elected governing body of Central Florida Spokes and shall consist of:

President

Vice President

Recording Secretary

Treasurer (and Finance Chairperson)

Standing Committee Chairpersons shall be appointed by the Board of Directors. The Standing Committees are as follows:

Activities

Community Involvement

Historian

Hospitality

Luncheon Reservations

Membership

Newsletter

Editor

Program

Publicity

B. It shall be the duty of the Board of Directors to approve and coordinate plans, programs, and activities and to provide general management of Central Florida Spokes. For this purpose, they shall meet as often as is required.

C. Outgoing Board members shall be responsible for compiling written reports with duties and timelines in a binder. These reports shall be provided to incoming Board members by the May Board meeting. Copies shall be provided to the President.

D. Members may hold only one position on the Board at a time. Each position has only one vote at the Board of Directors meetings.

ARTICLE VII - DUTIES OF OFFICERS OF THE EXECUTIVE COMMITTEE

A. The President shall be the Chief Executive Officer and shall preside over all meetings of Central Florida Spokes, the Executive Committee, and the Board of Directors. The President shall be an ex-officio member of the Standing and Ad Hoc committees, except the Nominating Committee. The President shall perform such other duties as usually pertains to the office of President. After a President has served a full term of office, such President shall become an ex-officio member of the Board for one year with voting privileges. If the current President serves for two years, then the former President may be invited to serve a second year in the role of ex-officio Board member.

B. The Vice President shall support the President as needed and shall preside in the absence of the President at the General Membership Meetings, Executive Committee meetings, and Board of Directors meetings. The Vice President shall observe, learn, and train to become proficient in the duties and responsibilities of the office of the President and shall fulfill the position of President if so nominated. If the office of President becomes vacant before the end of a term, it shall be filled automatically by the Vice President.

C. The Recording Secretary shall sign, keep and present the minutes of the General Membership Meetings and the Board of Directors meetings. The Recording Secretary shall attend to correspondence as directed. The Recording Secretary shall keep hardcopy minutes for three years before

archiving them. The Recording Secretary shall assemble and update historical records of the members who have served on the Board Executive Committee, Standing Committees, and as Appointees. This binder should be passed to the Recording Secretary's successor.

D. The Treasurer shall receive all dues and fees for Central Florida Spokes. The Treasurer is responsible for maintaining the organization's bank accounts and for keeping accurate records of the organization's finances. The Treasurer shall disburse funds and obtain receipts. The Treasurer shall provide reports at all General Membership Meetings regarding receipts, expenditures, and bills outstanding. The Treasurer shall serve as Chairperson of the Budget Committee and prepare an annual budget to be approved by the Board of Directors. The Treasurer shall be responsible for submitting all tax returns and other reports required by law by federal, state, and local governments and their agencies.

ARTICLE VIII – DUTIES OF THE STANDING COMMITTEES

A. Standing Committee Chairpersons shall consult with the Board of Directors in order to carry out Central Florida Spokes programs. They shall perform duties as defined for their positions. They shall call committee meetings when necessary and shall report activities at Board of Directors meetings. Upon completion of their term of service, each Chairperson shall prepare a written report to aid the new Committee Chairperson. A copy of such report shall be provided to the President.

Duties of the Standing Committees are as follows:

1. Activities

The Activities Chairperson is responsible for overseeing, coordinating and facilitating all group activities associated with Central Florida Spokes. The Activities Chairperson is the liaison between the activity

groups and the Executive Committee. The Activities Chairperson will maintain a master list of all activity coordinators, members of each committee, meeting times, dates and places, and other pertinent information. The Activities Chairperson shall verify annually that all activity participants are paid members of Central Florida Spokes.

2. Community Involvement

The Community Involvement Chairperson is responsible for assembling and directing the Community Involvement Committee which investigates, nominates, assesses, and recommends to the Board of Directors charitable organizations as candidates for Central Florida Spokes donations each year. The Community Involvement Chairperson also serves as a facilitator for Special Projects and other philanthropic activities.

3. Historian

The Historian shall take photographs of members and guests at Central Florida Spokes programs and events. The Historian shall assist the Hospitality Chairman at General Membership Meetings. The Historian shall work closely with the Membership Chairperson to assure that all new and current members have photographs in the Membership Directory.

4. Hospitality

The Hospitality Chairperson attends functions and social events and ensures all members and prospective members are integrated into Central Florida Spokes. She provides hospitality services for guests, prospective members, and new members and works closely with the Membership Chairperson.

5. Luncheon Reservations

The Luncheon Reservations Chairperson shall accept reservations, track attendance counts, provide name tags and collect payment for all luncheon functions for the General Membership Meetings. An assistant is recommended.

6. Membership

The Membership Chairperson is responsible for the accuracy and updating of the membership directory/roster, informing the Hospitality Chairperson of new members, and notifying the Board of any changes or additions that occur. The Membership Chairperson also provides the Membership Application to prospective members and collects dues for the Treasurer.

7. Newsletter Editor

The Newsletter Editor is responsible for publishing and distributing the Central Florida Spokes Newsletter monthly from September through May. This position includes compiling articles for the newsletter and providing information on all activities, meetings, social events, and other items of interest.

8. Programs

The Program Chairperson shall form a committee to plan a variety of interesting and entertaining programs for the monthly luncheons and other meetings/activities.

9. Publicity

The Publicity Chairperson shall prepare and release notices of Central Florida Spokes activities and programs to the press, radio, TV, and other media as appropriate in order to solicit interest and new members. The Chairperson also maintains the Facebook page for Central Florida Spokes and encourages member engagement with posts for upcoming events as well as photos of past events. Working with the President, the Chairperson selects and announces appreciation shout-outs for members who keep

Central Florida Spokes running.

ARTICLE IX –NOMINATION, ELECTION, AND TERMINATION OF OFFICERS

A. Nomination

- 1.** The Nominating Committee Chairperson shall be appointed by the President at the January Board Meeting.
- 2.** The Nominating Committee shall consist of at least three (3) persons chosen from the general membership by the President, in concert with the Nominating Committee Chairperson.
- 3.** The Nominating Committee shall recruit members to staff all Board positions, including the Executive Committee slate and the Standing Committee observing the following guidelines of service found in Article VI, Section A.
- 4.** The Nominating Committee shall present a slate of candidates for the office of President, Vice President, Recording Secretary, and Treasurer at the March Board Meeting as well as a list of members invited to serve on the Standing Committee.
- 5.** Upon approval by the Board, the slate is presented to the membership at the March General Membership Meeting. The slate is published in the April newsletter and on the website.

B. Elections

- 1.** At the April General Membership Meeting, the election of officers is held. At this meeting, nominations shall be accepted from the floor.

2. Candidates receiving the majority of votes shall be declared elected. If there are nominations from the floor, the election will be held by written ballot.
3. Installation of officers shall be held at the Annual Meeting which is held in conjunction with the General Membership Meeting in May.

C. Vacancy and Termination

With the exception of the President, [] whose position is automatically filled by the Vice President, a vacancy by an elected officer shall be appointed by the President.

Officers of the Executive Committee and the Standing Committee shall be active in carrying out their responsibilities. Failure to do so may result in a request for resignation. Such resignation would not result in termination of membership from Central Florida Spokes.

ARTICLE X – APPOINTED POSITIONS, AD HOC COMMITTEES AND SPECIAL COMMITTEES

A. Appointed Positions

The following non-voting positions are appointed by and report directly to the President:

1. Parliamentarian

The Parliamentarian shall be an impartial and consultative advisor to the President and the Board. The Parliamentarian shall ensure that Board and General Membership Meetings are conducted according to Robert's Rules of Order parliamentary procedure, as consistent with these Bylaws. The Parliamentarian shall review the Bylaws and Standing Rules once a year, and shall provide the President a written report recommending changes as required.

2. Special Projects Liaison

The Special Projects Liaison shall facilitate implementation of assigned projects as needed by the President, assist with communication between the President, the Board of Directors and the membership, and perform duties as assigned by the President.

3. Correspondence Secretary

The Correspondence Secretary shall send appropriate notes and cards to members and their families and coordinate whatever assistance such members may require.

4. Website Coordinator

The Website Coordinator shall update and maintain the website providing online information about Central Florida Spokes. Content shall include current program information for members, a description of Central Florida Spokes to encourage prospective members, and updated information and photos of all activities and programs.

The website should include current versions of Spokes' Bylaws, Standing Rules, and Activities Guidelines.

5. Membership Directory Coordinator

The Membership Directory Coordinator is responsible for maintenance and monthly distribution of the membership directory in our newsletter.

B. Ad Hoc Committees

The following ad hoc committees are appointed by the President to fulfill a special need on a short-term basis:

- Audit Committee
- Nominating Committee
- Budget Committee

C. Special Events and Projects

Members may be appointed by the President to lead special fundraising, social, and philanthropic events and projects. Such members appointed as chairpersons and/or coordinators will develop and coordinate major fundraising efforts and projects in support of the charities selected by Central Florida Spokes. Each chairperson or coordinator will solicit members to serve on a committee to help in this effort.

At the June Board of Directors meeting, plans will be discussed regarding social and fundraising events and projects for the coming year. These events and projects include:

1. Game Day
2. Flamingo Bingo
3. Heart Pillows
4. Other projects approved by the Board of Directors

ARTICLE XI – PARLIAMENTARY AUTHORITY

Unless otherwise stated under these Bylaws, Robert's Rules of Order shall be followed to conduct all meetings of Central Florida Spokes. Where a conflict exists between Robert's Rules of Order and any provision of these Bylaws, then such provision of these Bylaws shall prevail.

Revised By-Laws accepted by the membership on 4/13/94 Revised By-Laws accepted by the membership on 3/8/00 Revised By-Laws accepted by the membership on 10/10/01 Revised By-Laws accepted by the membership on 4/9/03 Revised By-Laws accepted by the membership on 4/14/04 Revised By-Laws accepted by the membership on 4/13/05 Revised By-Laws accepted by the membership on 5/10/06 Revised By-Laws accepted by the membership on 5/11/11 Revised By-Laws accepted by the membership on 5/11/11 Revised By-Laws accepted by the membership on 4/9/14 Revised By-Laws accepted by the membership on 3/6/19 Revised By-Laws accepted by the membership on **12/11/2024**