

BYLAWS
REPUBLICAN CLUB OF PONTE VEDRA BEACH
St. Johns County, Florida

Revised June 27, 2007

ARTICLE I
PURPOSE

Section 1. Purpose. The purpose of these Bylaws is to amplify and implement as necessary for smooth operations, the provisions of the Constitution of the **Republican Club of Ponte Vedra Beach**. No provision of these Bylaws will conflict with any portion of the Republican Club Constitution.

Section 2. Terms. When the terms Bylaws, Club, and Constitution are used herein, they refer to the Bylaws of the Republican Club of Ponte Vedra Beach and its Constitution, respectively.

ARTICLE II
ADOPTION AND REVISION OF BYLAWS

Section 1. Adoption. The present Bylaws are adopted and in force when passed by twenty percent (20%) of the Full Members of the Club. Proxies shall not be permitted. The Bylaws shall be published to all members at least 10 days before the adoption and after a significant revision.

Section 2. Revision. The Bylaws may be amended by unanimous vote of the complete Board or by vote of twenty percent (20%) of the Full Members of the Club. Proxies shall not be permitted. The President of the Club shall direct a complete review of the Bylaws at least every third anniversary of the date of adoption.

ARTICLE III
STATUS

Section 1. Non-profit Status. The Club shall be a non-profit organization, operated exclusively for the purposes specified in Article II of the Constitution of the Club and in accordance with Chapter 617 of the Florida Statutes and Section 501 (c) 7 of the United States Internal Revenue Code.

Section 2. Expenses. Officers, directors and appointed officials shall not receive any compensation for their services, but the Board may authorize reimbursement of minor expenses incurred in the performance of their duties. Commitment or expenditures of Club funds on non-budget items shall be approved by the Board and will be subject to Audit by the membership to ensure that such expenditures were in the best interests of the club in promoting club goals.

Section 3. Liability. Nothing herein shall constitute members of the chapter as partners for any purpose. No member, officer or agent of the chapter shall be liable for acts of failures to act on the part of any other members, officers or agent. Neither shall any member, officer or agent be liable for acts or failures to act under these Bylaws, excepting only those arising out of his or her willful misfeasance.

Section 4. Use of Funds. The Club shall use its treasury funds only for the purposes specified in Article II of the Constitution and no part of said funds shall inure or be distributed to the members. As an exception to the foregoing, gifts for the outgoing President of the Club not to exceed \$100.00 is established.

Section 5. Dissolution. In the event of dissolution of the Club, and after the discharge of all its liabilities, the remaining assets will be given to the Republican Party of Florida for appropriate disposition.

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ARTICLE IV
THE BOARD

Section 1. Composition. The Board will comprise the officers: President, First Vice President, Second Vice President, Treasurer, Recording Secretary, Corresponding Secretary, Prior President, Member-At-Large and up to three Directors.

Section 2. Term Limits/Replacement of Officers. The term of all elected officers is for one calendar year beginning and ending with the Annual Meeting of each year. There is no term limit for elected officers. No individual shall serve in more than one office at the same time. If an officer misses more than two (2) unexcused board meetings in succession, the officer may be replaced for the remainder of the term, replacement to be voted unanimously by the remaining members of the Board. The term of Prior President is non-elective and the individual serves until replaced.

- Section 3. Duties of Officers.
- a. President. Presides over general and board meetings and prepares agenda. Serves as ex officio member of all committees except Nominating Committee. With approval of the Board, appoints all committee chairmen. Presents report of Club progress for the year.
 - b. First Vice President. Presides in the absence of the President. Assists President as directed.
 - c. Second Vice President. Is next in succession after the First Vice President.
 - d. Treasurer. Chairman of the Budget Committee. Keeps and maintains ledger records, prepares monthly statements and performs all other duties applicable to the office. Presents report at the Annual Meeting and submits books for audit within 30 days of close. Inducts new Treasurer as to procedure.
 - e. Recording Secretary. Keeps accurate records of all board and general meetings. Keeps attendance records at general meetings. Keeps attendance records at board meetings. Turns over all materials to successor at end of term.
 - f. Corresponding Secretary. Responsible for communications with members. Maintains current membership list. Attends to all Club correspondence with the exception of correspondence falling within the clearly defined duties of another board member.
 - g. Prior President. Performs such functions as the Board deems necessary. His main duty is to offer his prior knowledge and expertise to the Board.
 - h. Directors. Their main duties will be to apply their knowledge and expertise to Special Functions the Board deems necessary.
 - i. Member-At-Large. This position is reserved for the Chairman of the Republican Party of St Johns County.

Section 4. Meetings. The Board will meet as necessary at the call of the President in order to carry out the executive functions of the Club.

Section 5. Frequency of Meetings. Meetings of the Board will be called only as necessary to carry out Club business. No period of more than 60 days will lapse without a meeting except by unanimous consent of all Board members. Advance notice of the meetings will be in keeping with normal courtesy and collegiality with the convenience of all members of the Board paramount. The Corresponding Secretary of the Club will record scheduled meeting dates and make appropriate notification of scheduled meetings for members of the Board.

Section 6. Agenda. Meetings of the Board will follow the standard agenda presented in Article VI Section 3 of the Bylaws except for the prescribed public ceremony and program provisions.

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Section 7. New Business Agenda Items. Any Club member and any member of the Board shall have the right to place new business items on the agenda of the Board by written application to the President of the Club no later than 2 business days before the scheduled meeting. The President shall have the prerogative of referring potentially controversial agenda items proposed in general meetings of the Club to the Board prior to deliberation and discussion in the general meetings.

Section 8. Motions. Motions will carry by a vote of a simple majority of officers present except that the President ordinarily will not vote. Ties will be disposed per Robert's Rules with the president's vote stopping any motion, which he opposes. With the unanimous consent of those present, the Board may vote to allow the record to reflect unanimous consent on any passed motions.

Section 9. Quorum and Proxies. Any three members of the Board shall constitute a quorum at a meeting called by the President. No proxies are permitted in Board meetings.

Section 10. General Conduct of Meetings. Meetings of the Board are promptly started, short and business-like but conducted with an air of collegiality and decorum. Non-members may attend when invited and appropriate, or when associated with agenda items properly before the Board.

Section 11. Policy Matters. No correspondence reflecting policy statements or requiring significant decisions by the Board shall be released except by approval of the Board. Similarly, no Club funds will be expended except by prior approval of the Board. The President or Treasurer may sign contracts in behalf of the Club with prior approval of the Board.

ARTICLE V
COMMITTEES

Section 1. Standing Committees. The following Standing Committees are authorized for the purpose of furthering the goals of the Club:

1. Bylaws
2. Legislative
3. Membership
4. Parliamentary
5. Phone
6. Program, Events, Public Relations
7. Protocol and Greeters
8. Ways & Means and Fund -Raiser

Section 2. Special Committees. The Board may vote as deemed necessary to establish Special Committees for a specific purpose and for limited duration.

Section 3. Nominating Committee. At least 60 days before the Annual Meeting of the Club, the Board shall appoint three regular members to serve on the Nominating Committee. The Nominating Committee shall elect its own chairman from among themselves. To be eligible to serve on the Nominating Committee a member must have been active and informed in Club affairs and express a willingness to serve. The Nominating Committee shall meet and prepare a slate of one name for each elective office: President, First and Second Vice Presidents, Treasurer, Recording Secretary and Corresponding Secretary. The Committee shall have ascertained that each candidate meets the qualifications and is willing to serve. The proposed slate shall be published at least twenty days before the Annual Meeting. Nominations may be made from the floor if it has been determined that the nominee is willing to serve. Newly elected officers (except the Treasurer) shall assume their official duties at the completion of the Annual Meeting. Retiring officers shall surrender all materials pertaining to their respective offices except the Treasurer, who will have the opportunity to provide a full audit before transferring the books.

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Section 4. Further qualifications of Candidates. Prospective candidates for elective or appointive office must be a Regular Member of the Club in good standing for at least six months and has given his consent to serve on the Board.

ARTICLE VI
STANDING MEETING RULES FOR GENERAL MEETINGS

Section 1. Frequency. The Club shall meet no fewer than six times per year at a date, time and place specified by the Board. Special Club Functions may count as Club Meetings.

Section 2. Annual Meeting. The Annual Meeting shall be conducted in the second quarter of the year and will include the election of officers.

Section 3. Agenda. Unless changed by the majority of the Board or a sense of the membership resolution, the agenda for the Club shall be as follows:

1. Opening Ceremonies to include invocation and Pledge to the Flag.
2. Special Orders (elections, special recognition and meeting requirements).
3. Approval of Minutes.
4. Treasurer's Report.
5. Committee and Chairmen's Reports
6. Unfinished Business.
7. New Business.
8. Introduction of Guests, elected officials and guest speaker.
9. Announcements (to include announcements from the floor)
10. Adjournment.

Section 4. Conduct of General Meetings The business portion of the general meetings will be conducted in accordance with Robert's Rules of Order. A quorum for majority policy decisions will be twenty percent (20%) of the membership, with no proxies accepted. Non policy matters and "sense of the membership" resolutions may be disposed with simple majorities of those present.

ARTICLE VII
DUES

Section 1. Amount. The Ways and Means Committee will refer the required amount of annual dues to include family and pro-rata assessments to the Board for inclusion on the agenda of the Annual Meeting. Any member whose dues are not paid by the first quarter of the calendar year may be dropped for non-payment. Dues for Honorary Members are waived.

Section 2. Approval. The required amount of annual dues will be approved by a simple majority of those present at the Annual Meeting.

Section 3. Club Calendar. The club calendar for membership is the calendar year.

ARTICLE VIII
POLICIES

Section 1. General. The Club will reflect the policies of the national, state and local Republican Parties.

Section 2. Endorsement of Candidates. The Club will accept all Republican candidates certified by the national, state and local Republican parties, except as determined by 3/4 vote to the

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contrary by the membership. When there are multiple Republican candidates for any election, no individual Republican candidate will be endorsed by the Club until the formal period of the General Election. Officers of the Club as described by Article V, Section I of the Constitution, will avoid public endorsement of an individual candidate during the Primary. Officers should make formal support or work on behalf of an individual candidate a part of the official record via the agenda of the Board. In those instances where endorsement of significant work on behalf of a District IV candidate by an officer of the Club in a Primary is brought to the attention of the Board, the officer should resign.

Section 3. Promotion of Personal Business. The Club may not be used as a vehicle for promotion of personal business. Violations may result in the termination of membership. The membership list shall not be appropriated for business or other purposes without the explicit consent of individual members.