

Bylaws of **First Coast Tiger Bay Club**
(hereinafter called THE CLUB)

ARTICLE I
NAME

This document shall constitute the Bylaws of THE BULL SNORT FORUM, INC. d/b/a FIRST COAST TIGER BAY CLUB hereinafter referred to as THE CLUB.

ARTICLE II
PURPOSE AND GUIDELINES

The general nature of THE CLUB is multi-partisan political, civic, educational and charitable. It is created to promote the general welfare. The purpose for which THE CLUB is incorporated, and for which it functions are to:

- (a) Provide an open forum for the expression and analysis of the issues, personalities and affairs of Local, State and Federal government.
- (b) Educate its members and, through them, the public as to the processes, issues, institutions and personalities of Local, State and Federal government.
- (c) Bring together in an atmosphere of fellowship and good fun, citizens from diverse backgrounds who are united in their resolve to improve the quality of government.
- (d) Reawaken a concern for, and promote participation in governmental and political affairs on the Local, State, and National levels of government.
- (e) Have the actual operation of our government more closely resemble our ideals of a democratic form of government.
- (f) Foster enthusiastic concern for the community.
- (g) Promote the exchange of ideas concerning the relationship between citizens and government, the role of government in improving the quality of life, the goals to which government should direct its efforts and into which it should invest its resources, the order of importance of those goals, and other similar topics which may interest the membership.

**ARTICLE III
MEMBERSHIP AND ADMISSION**

**SECTION 1
PURPOSE**

The accomplishment of THE CLUB'S stated purpose requires a membership that represents a broad spectrum of the views and interests existing in the community. It shall be the admission policy to admit to membership eligible applicants with diverse views interests and backgrounds so that the total membership will reflect the range of views, interests and backgrounds existing in the community.

**SECTION 2
ELIGIBILITY**

Any person shall be eligible for membership who is of good character, reputation, a registered voter, and demonstrates an interest in the affairs of the government and the political process by active participation, support or involvement.

**ARTICLE IV
BOARD OF DIRECTORS AND OFFICERS**

**SECTION 1
GENERAL POWERS**

The affairs of THE CLUB shall be supervised, managed, and its corporate powers exercised by a Board of Directors whose powers shall include, but not be limited to, determining policies, fiscal matters, employment of staff and other personnel and, in general, assume responsibility for the guidance of the affairs of THE CLUB.

**SECTION 2
QUALIFICATIONS**

The Board of Directors shall be selected from the members of THE CLUB in good standing at the time of their election. They must be active and supportive of THE CLUB'S program and are elected to the Board by the general membership of THE CLUB at the annual meeting of THE CLUB, with a quorum present and voting. The number of Directors shall be fixed at not less than twelve (12), nor more than twenty (20). The number of Directors may be increased or decreased at a regular or special meeting of the Board of Directors. In no event may a reduction in the number of Board members shorten the term of an existing Director.

SECTION 3 TERM OF OFFICE

The term of office as a member of the Board of Directors shall begin on January 1 and continue for the next thirty-six (36) months. A Director may be eligible for re-election at the end of his term of office; he must meet the qualifications of the office at that time. In no event may a Director serve more than two (2) consecutive terms. A vacancy may be filled by majority vote of the Board of Directors. An election to fill a former Director's unexpired term does not affect the qualification to serve two consecutive three-year terms. The immediate past President shall serve as a member of the Board for one year only.

SECTION 4 ELECTED OFFICERS

The Board of Directors at the first meeting following the annual meeting of THE CLUB shall elect from among its members: President, First Vice-President, Second Vice-President, Secretary, Treasurer, and such other offices as the Board may deem necessary.

President - The President shall be the chief executive officer of THE CLUB and shall exercise general and active management of the business and affairs of THE CLUB, subject to the direction of the Board of Directors and the bylaws.

First Vice-President - The First Vice-President shall be responsible for one of the major portfolios: programs, membership or fundraising, as designated by the President.

Second Vice-President - The Second Vice-President shall be responsible for a major portfolio: programs, membership or fundraising, as designated by the President.

Treasurer - The Treasurer shall chair the Budget Committee; prepare and submit to the President for presentation to the Board an Annual Budget and ensure all financial and corporate documents are maintained, prepared and submitted on time.

Secretary - The Secretary shall record the minutes of all the meetings of the Board of Directors, provide for notice of meetings as required by the Bylaws or otherwise and perform such other duties as may be prescribed by the Board of Directors or President.

Executive Secretary - The Executive Secretary is not an elected office of THE CLUB and shall be appointed by a majority vote of the Board of Directors. Duties are primarily secretarial and administrative.

The Executive Secretary shall assist the Secretary in the performance of those assigned duties and perform other duties as may be prescribed by the Board of Directors or the President. The Executive Secretary may be compensated in an amount to be fixed from time to time by the Board of Directors.

SECTION 5 ATTENDANCE

Any member of the Board of Directors who has been absent from two (2) unexcused consecutive or a total of four (4) regularly scheduled board meetings during any fiscal year shall be deemed to have resigned from the Board of Directors and shall immediately be replaced by a member, in good standing, of THE CLUB, elected by a majority of the Board of Directors.

SECTION 6 REMOVAL FROM OFFICE

The Board of Directors, in its sole discretion, may remove any officer or Director, from office by a vote to remove of not less than two thirds (2/3) of the full membership of the Board of Directors. It is expected that the authority granted to the Board of Directors in this paragraph will be usually exercised, if at all, in situations where the Board of Directors have determined that some action or inaction of a member of the Board of Directors has, in substantial measure, reflected adversely upon THE CLUB or has been inconsistent with the general purpose and objectives of THE CLUB. Any officer of THE CLUB shall immediately resign from that office upon becoming a candidate for public office.

SECTION 7 EXECUTIVE COMMITTEE

There shall be an Executive Committee composed of the officers of THE CLUB and Chairmen of the standing committees. The Executive Committee shall exercise the general management of the routine business affairs of THE CLUB as directed in resolution by the Board of Directors. At the next scheduled meeting of the Board of Directors following any action taken by the Executive Committee, the Executive Committee shall submit to the Board of Directors reports of action taken by the Executive Committee for approval.

ARTICLE V MEETINGS

SECTION 1 MEETING OF MEMEBERSHIP

- (A) **ANNUAL MEETING:** The annual meeting of THE CLUB shall be held during the last CLUB meeting of the calendar year in Duval County, Florida designated by the Board of Directors. Twenty percent (20%) or more of the members shall constitute a quorum for regular meetings of the membership of THE CLUB.
- (B) **SPECIAL MEETINGS:** Special meetings of the membership may be held by written request of one third (1/3) of the members in good standing to the Board of Directors. Notice of each special meeting shall be given by the Secretary to each Director not less than three (3) days before the meeting. Notice of special meetings shall specify the time and place of the meeting as designated by the President.

SECTION 2 MEETING OF THE BOARD OF DIRECTORS

The Board of Directors shall meet each month at a regularly scheduled time and place designated by the President, unless a majority of the full Board shall determine otherwise. Their minutes shall be recorded by the Secretary of THE CLUB. Forty percent (40%) of the Directors/Officers shall be necessary to constitute a quorum for the transaction of the business at all Board of Directors and Executive Committee meetings.

- (A) **MEETING TO ELECT OFFICERS:** A meeting of the Board of Directors shall be held within thirty (30) days of THE CLUB'S annual meeting for the purpose of electing a President and the officers of THE CLUB for the ensuing year and to conduct other business of THE CLUB. The Nominating Committee will present a single slate of officers. Nominations can be made from the floor.
- (B) **SPECIAL MEETINGS:** Special meetings of the Board of Directors shall be held at such times as the Board of Directors, by a majority vote, may fix, and at any other times upon the call of the President. Notice of each special meeting shall be given by the Secretary to each Director not less than five (5) days before the meeting, unless each Director shall waive notice thereof, before, at or after the meeting.

- (C) TELEPHONE/ELECTRONIC MEETINGS: From time to time issues of immediate importance to THE CLUB will arise that will demand an immediate solution. Upon that occasion the President or his designee may conduct a poll and act upon the affirmative vote of a majority except in those instances when two thirds (2/3) affirmative vote of the full Board of Directors is required.

ARTICLE VI COMMITTEES

With the exception of the Nominating Committee, standing committees may be created or dissolved by the President, with the approval of the Board of Directors. The various committee chairmen and members shall be appointed and removed by the President with the approval of the Board of Directors.

SECTION 1 NOMINATING COMMITTEE

There shall be a multi-partisan Nominating Committee whose function shall be to present at the annual meeting of THE CLUB a single slate of nominations to the Board of Directors from the membership of THE CLUB. Additional nominations can be made from the floor.

- (a) The Nominating Committee, with the approval of the Board of Directors, shall be appointed in September of each year by the President of THE CLUB from the general membership and be composed of a Chairman and from three (3) to five (5). The Nominating Committee will present their recommendations to the Board at the October meeting; the membership will vote on the proposed slate of officers at the November meeting.
- (b) A majority of the Nominating Committee shall constitute a quorum.
- (c) Vacancies on the Nominating Committee shall be filled by the President of THE CLUB.

SECTION 2 PROGRAM COMMITTEE

In order to ensure a full spectrum of opinions, the President will appoint a Program Chairman, whose qualifications shall include a broad acquaintance with leading political and social views and a broad acquaintance with leading political and business leaders. It is intended that each chairman work cooperatively with the other in coordinating schedules and joint appearances of guests of THE CLUB. Appropriate sums shall be approved by the Board of Directors for the purpose of meeting honoraria and travel expenses.

SECTION 3 MEMBERSHIP COMMITTEE

There shall be a Membership Committee, appointed by the President, charged with the developing and administering of a membership plan to support the activities of THE CLUB with the general objective of fostering public awareness, understanding and support of THE CLUB as a leading force in the political and business arena in the Northeast Florida area.

Responsibilities of this committee shall include, but not be limited to, identifying and contacting potential new members and providing publicity support to the activities of the program committee.

SECTION 4 SPECIAL COMMITTEES

With the approval of the Board of Directors, Special Committees may be appointed by the President, who shall designate their powers and duties and determine the term of the committee's appointment.

ARTICLE VII FINANCE

The Board of Directors shall from time to time establish the annual dues and other assessments.

SECTION 1 FISCAL YEAR

The fiscal year of THE CLUB shall be the calendar year.

SECTION 2 CONTRIBUTIONS

Any contributions, bequest, grant and/or gift for the purpose of THE CLUB'S Program shall be accepted or collected as authorized by the Board of Directors.

SECTION 3 DEPOSITORIES

All funds of THE CLUB shall be deposited to the credit of THE CLUB under such conditions and in such banks as shall be designated by the Board of Directors.

SECTION 4 APPROVED SIGNATURES

Any check or order for the non-recurring payment of money greater than two hundred fifty dollars (\$250), excluding action of the Board of Directors, shall bear the signatures of two of the following: the President, First Vice President or the Treasurer. Each of the aforementioned may also execute, in the name of THE CLUB, any contract or other instrument authorized by the Board of Directors. This excludes electronic transactions that have been approved by the Executive Committee.

SECTION 5 BONDING

The Treasurer of THE CLUB, if directed by the Board of Directors of THE CLUB, shall be bonded.

SECTION 6 CONTRACTS AND DEBTS

Contracts may be entered into or debts incurred, other than budgeted expenses, only as directed by resolution of the Board of Directors of THE CLUB.

SECTION 7 AUDITS

Upon the written request of a majority or more members of the Board of Directors, the Board of Directors shall employ a reputable accountant or accounting firm for the purpose of performing a complete audit of THE CLUB'S financial books and records relating to all activities of the Corporation for the preceding fiscal year. Such compulsory audits can be requested to be performed no more often than annually, except upon the written request of a majority of the members of the Board of Directors fully elected and acting on the request. The auditor's report shall be available to all members and directors at any time subsequent to submission of the report to the Directors.

SECTION 8 FINANCIAL REPORTS

A summary of the financial operation of THE CLUB shall be made by the Treasurer of THE CLUB at each meeting of the Board of Directors of THE CLUB. Said report shall be included in the minutes of the meeting of the Board of Directors and shall be made available to the membership of THE CLUB upon request.

SECTION 9 DISSOLUTION

In the event of the dissolution of THE CLUB, assets of THE CLUB remaining after discharge of the liabilities of THE CLUB shall be assigned to a charitable institution as designated by the Board of Directors of THE CLUB.

ARTICLE VIII PARLIAMENTARY AUTHORITY

Robert's Rules of Orders, Newly Revised, shall be the parliamentary authority for all matters or procedures not specifically covered by the bylaws or by special rules of procedure adopted by the Board of Directors of THE CLUB.

ARTICLE IX AMENDMENTS

These Bylaws may be amended by an affirmative vote of two thirds (2/3) of the entire board, at any board meeting provided written notice, including proposed revisions, has been given not less than ten (10) days prior to the meeting of the Board of Directors.

**ARTICLE X
STANDING RULES**

Standing rules may be established from time to time as designated by the Board of Directors. Standing Rules will provide guidelines for the operating procedures of THE CLUB'S Program. The Standing Rules set forth in these Bylaws may be suspended, amended or rescinded by a majority vote at any regularly scheduled meeting of the full Board of Directors.

The outgoing President shall hand over by January 1, to the incoming President a digital file, as well as hard copy, a notebook containing:

- (a) Current bylaws.
- (b) List of years served by the current board members
- (c) Copy of the latest Audit
- (d) Most recent financial statement
- (e) Information on the Awards Program and list of members who have won
- (f) Board meeting minutes for the year prior to the new President beginning his term
- (g) History of the organization
- (h) Media contacts
- (i) List of current elected officers

Bylaws adopted on 04/15/2011

President _____
Helen Ludwig

1st Vice President _____ 2nd Vice President _____

Secretary _____