

BYLAWS OF WOMEN OF SUGARMILL WOODS, INC

ARTICLE I: OFFICES

The principal office of the Corporation shall be 100 Cypress Boulevard W of Homosassa, County of Citrus, State of Florida. The Corporation may also have offices at such other places within or without this State as the Board may from time to time determine.

ARTICLE II: PURPOSES

This organization is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501 {c} (3) of the Internal Revenue Code 1954.

1. This corporation is organized and operated exclusively for educational and other nonprofit purposes, and no part of any net earnings shall inure to the benefit of any member, director or officer.
2. This corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida, provided, however, that this corporation is now empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth above.

ARTICLE III: MEMBERSHIP

Section 1:

Any resident woman of Sugarmill Woods over the age of 18 years shall be eligible for regular membership in WOMEN OF SUGARMILL WOODS, INC., and upon payment of dues, any eligible applicant may become a member in good standing. Provisional membership will also be provided to women who meet all other membership criteria and have started construction on homes or have established residency in Sugarmill Woods at the time of payment of dues.

Section 1a: Any non-Sugarmill Woods resident woman over the age of 18 years shall be eligible for Associate Membership in Women of Sugarmill Woods. Upon payment of dues she shall have all privileges associated with the WSW membership except she shall not be able to serve on the WSW BOD or have voting privileges. The Associate Membership percentage shall never be more than 49% of the membership.

Section 2:

Charter members shall be those women who paid their annual dues before September 29, 1986.

Section 3:

Women meeting the criteria for new membership may attend two Luncheon Meetings without holding membership. Beyond this, any woman meeting the membership criteria must hold membership to participate in any club activity and those of the Intra-Clubs. Spouses of members may attend special

events and Intra-Clubs. When approved by the Board, guests may participate in fundraising and special events. General public and/or guest status refers to any person who is not eligible for membership.

Section 4:

The President, upon completion of her term (s) in office, shall be declared a Life Member of the WOMEN OF SUGARMILL WOODS, INC. All previous past presidents are also declared Life Members. Life Members shall retain full rights of membership to participate in any club activity or those of the Intra-Clubs, except that they shall be exempt from payment of annual dues.

Section 5:

Should a current or former WSW member move away from Sugarmill Woods and wish to remain affiliated with the Women of Sugarmill Woods, Inc., she may change her membership status to "Alumna Membership." She will retain all membership rights and privileges except the right to vote or serve on the Board of Directors. She will be expected to pay her annual dues each year in order to maintain her alumna status.

ARTICLE IV: DUES

The Board shall determine the annual dues from time to time. Dues shall become payable on or before the first day of July each year.

ARTICLE V: BOARD OF DIRECTORS

Section 1:

The Board of Directors of the Corporation, hereinafter known as the Board, shall be President, Vice President, Secretary, Treasurer and the Directors of Membership, Programs, Fund Raising Events, Community Services, Education and Scholarships, Membership Communications, and Community Relations. The Immediate Past President shall be a non-voting member of the Board and shall be designated Parliamentarian and by-laws committee chairperson.

Section 2:

The Board shall meet once a month from September to June. Special meetings may be called by the President to deal with specific matters. The President may invite non-board members, at her discretion, to present reports to the Board just for the segment and discussion of their report; these invitees shall not vote at such board meetings and will be excused at the end of the discussion of their report.

Section 3:

If a vacancy occurs on the Board, the President shall appoint a member to fill that vacancy. If a vacancy occurs in the office of President, the Vice President shall fill that office. At the direction of the Board, the office of Vice President shall then be chosen from one of the current Board members and voted upon by the Board.

Section 4:

A majority of membership of the Board shall constitute a quorum at a Board meeting, without which no business may be transacted. The President shall vote only in the case of a tie vote.

ARTICLE VI: OFFICERS AND DIRECTORS

A. The elected Officers of the Corporation shall be the President, the Vice President, the Director of Membership, the Director of Fund Raising Events, the Director of Programs, the Director of Community Services, the Director of Education and Scholarships, the Director of Membership Communications, the Director of Community Relations, Secretary and Treasurer. They shall be elected annually at the Annual Meeting for a term of one (1) year. The new Board shall assume their duties as of June 1st,

B. Duties of Officers.

All officers shall submit a proposed budget to the Treasurer by the first Board meeting of the fiscal year. All monies received and disbursed shall be coordinated through the Treasurer.

Section 1:

a. The President shall preside at meetings of the WOMEN OF SUGARMILL WOODS, INC. and the Board. She shall sign contracts, and be an ex-officio member of all committees, except the Nominating Committee.

b. The President, with the advice and consent of the Board may increase or decrease the number of Committees in order to meet the needs of the WOMEN OF SUGARMILL WOODS, INC.

Section 2:

a. The Vice President shall perform such duties as are referred to her by the President. At the request of the President, she shall perform the President's duties provided that prior to decisions made by the Board on substantial policy questions, every reasonable effort is made to advise the President

b. She shall be responsible for Property Management (Acquisition Fund) to promote a building site for use by The Women of Sugarmill Woods. She shall represent the WOMEN OF SUGARMILL WOODS, INC. in the location, size and subsequent use of any facility. All such actions shall receive the prior approval of the Board. The general membership shall be informed at a luncheon, special meeting or by local news media prior to the acquisition, sale or disposal of any real property in the name of the WOMEN OF SUGARMILL WOODS, INC. Approval of such actions is a majority vote at the next regularly scheduled luncheon or special meeting.

Section 3:

a. The Director-Membership is responsible to maintain an up-to-date list of the membership, the formatting, printing and distribution of the annual membership directory and the introduction of new members at luncheons. She also manages the WSW official database.

b. As Director of Membership, she appoints mentors for new members and coordinates the necessary committees to maintain initial and continuing contacts with the current membership.

c. She shall appoint an Intra-Club Chairman to direct all Intra-Club activities. Intra-Clubs shall be formed or eliminated as the need arises.

Section 4:

The Director – Programs is Chairman of the Programs Committee and shall arrange the locations and programs for the WSW member luncheons, membership meetings, and special events. She shall appoint and coordinate the necessary committees to carry out these functions and shall negotiate the contracts associated with these programs and events.

Section 5:

The Director – Fundraising Events is Chairman of the Fundraising Committee. She shall determine all fundraising projects with the advice and consent of the Board. She shall coordinate, act in an advisory capacity and appoint the Chairman of each fundraising event.

Section 6:

The Director – Community Services shall evaluate the physical and financial needs for assistance in Sugarmill Woods and in Citrus County. She shall recommend and request approval of the Board of any needs, which can be met by our efforts. She shall act as Chairman of the Community Services Committee and shall appoint and coordinate committees to provide monies and volunteers to fill these needs. As a member of the Budget and Finance Committee she recommends the allocation of community charitable funds for the club year.

Section 7:

The Director – Membership Communications is responsible for formatting and distribution of the monthly newsletter via email to members. If a member wishes to have a newsletter mailed to them, they can obtain a subscription for \$20 per club year. She maintains the official WSW website and Facebook page.

Section 8:

a. The Director of Education-Scholarships will lead all WOMEN OF SUGARMILL WOODS, INC. activities associated with schools, education and scholarships, including mentoring programs.

b. She will be the liaison for all scholarship programs and educational institutions.

c. She will appoint appropriate chairwomen as needed.

Section 9:

The Director-Community Relations manages and executes publicity for all WSW events. She represents the WSW at community and professional meetings along with the President and/or other Board

members. She oversees the WSW web site and professional brochures regarding formatting, printing and distribution thereof.

Section 10:

a. The Secretary shall keep the minutes of the Board meetings and record the names of those in attendance. She shall keep the minutes of special business meetings of the membership, such as, but not limited to, nominations of officers, election of officers or buying and selling of property. She shall maintain a record of the number of members in attendance at all meetings at which a vote is taken.

b. The Secretary shall conduct the correspondence of and for the WOMEN OF SUGARMILL WOODS, INC.

Section 11:

a. The Treasurer shall receive and disburse all monies of WOMEN OF SUGARMILL WOODS, INC.

b. The Treasurer shall render a financial statement at every Board meeting and a summary statement annually to the membership.

c. The Treasurer shall sign all checks. As necessary, the President may sign checks.

d. All financial records and reports, including itemized statements are to be ready for the Audit Committee within forty-five (45) days of the Annual Meeting. Upon request, an itemized statement of all receipts and disbursements shall be made available to the membership

e. The Treasurer shall be the Chairman of the Budget and Finance Committee which will meet at least once annually. All expenses in excess of \$100 not included in the initial budget must receive approval of the Board.

ARTICLE VII: COMMITTEES

Section 1:

In addition to the standing committees of: Membership; Pro-grams; Community Services; Fund Raising Events; Education and Scholar-ships; Finance; Membership Communications; Community Relations; each chaired by a Board member as designated above, the Intra-Club Chair who is appointed by the Director – Membership, and the Audit Committee chair who is appointed by the President, each Board member may appoint other special committees and the respective chairperson thereof, subject to the approval of a simple majority of the Board. Each Board Member shall be in charge of the Committees appointed by her.

Section 2:

All Chairmen and Committee Members must be members in good standing.

ARTICLE VIII: MEETINGS

Section 1:

LUNCHEON MEETINGS – No less than four (4) luncheon meetings shall be held each year at the discretion of the Board.

Section 2:

ANNUAL MEETING – The last regular meeting of a given year shall be known as the Annual Meeting. All Officers and Chairmen shall submit their written reports in advance of the Annual Meeting to the President, who shall present a summary report to the membership. The Secretary will place the reports in the permanent file. The elected officers for the following year will be presented at the Annual Meeting.

Section 3:

SPECIAL MEETINGS of the members may be called by the President, requested by a majority of the Board, or upon written request to the President signed by no less than 10 percent (10%) of the members. Notice of such a meeting shall be sent to the general membership at least two weeks prior to the date of the Special Meeting.

Section 4:

Ten percent (10%) of the general membership shall constitute a quorum at Luncheon, Annual or Special Meetings.

ARTICLE IX: NOMINATIONS

Section 1:

a. The Nominating Committee shall consist of at least three (3) Regular Members: no more than five (5) Regular Members. The Chairman, to be appointed by the Board, shall select her committee. All Regular Members of the Committee must be from the general membership.

b. It shall be the duty of this Committee to nominate candidates for the offices to be filled. The Nominating Committee shall report the names of the nominated slate to the membership prior to the meeting at which the new officers are elected via email nomination and/or announced in the newsletter.

Section 2:

In accordance with Roberts Rules of Order, nominations may be taken from the floor (with the permission of the person so nominated) after the Slate is introduced at the meeting in which election is to take place.

ARTICLE X: ELECTIONS

Following the presentation of the final report of the Nominating Committee at the meeting in which elections take place, Officers and Directors shall be elected by written ballot (should there be nominations from the floor). If there are no nominations from the floor, a verbal ballot may be taken, or the President can instruct the Secretary to cast the elective ballot for the slate of officers as presented by the Nominating Committee on behalf of the membership. Should there be nomination (s) from the floor for any office, a written ballot will be taken for that/those office (s).

ARTICLE XI: FUNDS

Section 1:

The income of the WOMEN OF SUGARMILL WOODS, INC. shall be derived from membership dues and projects approved by the Board.

Section 2:

The fiscal year shall end May 31.

Section 3:

Funds not required for current expense shall be placed in investments recommended by the Treasurer and approved by the Board.

Section 4:

No part of any net earnings shall inure to the benefit of any Member, Officer, or Director. Members should be reimbursed for all budgeted expenses incurred on behalf of WOMEN OF SUGARMILL WOODS, INC.

ARTICLE XII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, where not in conflict with these Bylaws, shall govern this corporation.

ARTICLE XIII: AMENDMENTS

Section 1:

These Bylaws may be amended at any stated Membership Meeting by a majority vote, provided that the amendment (s) has/have been presented in writing to the Bylaws Committee and the Board, then published in the newsletter at least twenty days prior to presentation.

Section 2:

Any such proposed amendment, together with the recommendations of the Board thereon, shall be presented to the membership in the newsletter at least twenty days before the meeting at which the vote shall be taken. The vote shall be taken thereon at a Meeting. A majority vote of those attending shall be required for adoption of any amendment.

ARTICLE XIV: DISSOLUTION

If the WOMEN OF SUGARMILL WOODS, INC. dissolves the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 {c} (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of jurisdiction of the county in which the principle office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated

Amends to the Bylaws:

- Article II: 2005 – Purposes restated
- Article III: 2006 – Life Members Defined
- Article III: 2009 – Alumna Membership Defined
- Article III: Section 1 –1998- Membership
 - Section 1--2012-Regular Membership
 - Section 1.a-2012-Associate Membership
- Section 2 – 1990 – Participation
- Section 3-2012-New Members, Two Luncheons
- Section 3—2015 - Residency
- Article IV: Dues payable 1st of July
- Article V: Section 1–2007–Added Director – Education and Scholarships
 - Section 1 - 2012– Added Director Membership

Communications

Section -2012-Added Director-Membership
Communications and Director-Community Relations

Section 1-2012 –Immediate Past President

Parliamentarian and By-Laws Committee Chairwoman

Section 2–2012-Rules for Non– Board Members at Board Meetings

Section 1 –2015—Remove “Executive”

Section 3-2015-Remove “Executive” and Order of Succession

Article VI: A - 2007 – Added Director – Education and Scholarships

Section A-2012-Added Director-Membership

Communications and Director-Community Relations. All are elected at annual meeting and assume duties at end of annual meeting.

Section 1 – 1990 – Eliminated Executive Vice President

Section 2.b-2012– Remove community and replace with

The Women of Sugarmill Woods

Section 3 – 1991 – Eliminated Executive Vice President

Section 3–2007–Added database duties Director –

Section 3.a-2012-Added Formatting

Section 3.b-2012– Added Recruiting

Section 4– 2007–Added contract negotiation duties Director of Programs

Section 4-2012-Added arrange location and programs for Luncheons, meetings
and special events

Section 6-2012-omit “with emphasis on scholarships

Section7–2007 –Added safekeeping of WSW history to Director-Communications

Section 7-2012-Defined duties of Director-Membership Communications

Section8–2007 – Defined duties Director – Education and Scholarships

Section8-2012-The Director of Education-Scholarships

Section 9–2007–Moved duties of Secretary from Section 8 to Section 9

Section 9-2012-Defined duties Director-Community Relations

Section 9-2012– Moved to Section 10

Section 10-1990 – Added Director Intra-Clubs (removed 4/03)

Section 10—2007– Moved duties of Treasurer from Section 9 to Section 10

Section 10-2012-Moved Section 10 to Section 11

Section 11 – 1990 – Added Director Special Events (removed 4/03)

Section 11.b-2012– Treasurer summary statement annually to the membership

Section 11.e-2012– Finance Committee will meet at least Once annually

Section 12 – 1990 – Added Director Building Fund (removed 4/03)

Section 12 – 1993 - Renamed Acquisition Fund (removed 4/03)

Article VI: A-2015-Directorship can be shared. Board will assume duties on June 1st

B-2015 -Remove “Executive”

Section 3c-2015Remove last sentence

Section 7– 2015- Maintenance of WSW Bulletin Board and E-mail communications.

Section 11c-Treasure and President sign checks.

Article VII: Section 1 – 2007-Added Education and Scholarships to standing committees

Article IX: Section 1.a-2012-Number on committee

Section 1.b-2012-Reporting the slate

Section 2-2012-Nominations from floor

Article X: 2012-Elections procedure

Article XIII: Section 1-2012-Procedure - time frame

Section 2-2012-Member notification- vote

Article XIV: 2005–Dissolution restated

Article VI: Section 8-2017-Defined duties of Director-Member Communication

WSW STANDING RULES

1. The Standing Rules shall be published in the annual Directory.
2. The Standing Rules may be amended at any Board of Directors (BOD) meeting. If a rule is amended, deleted or added, the membership is to be informed at the next luncheon meeting and the change (s) shall be reported in the next newsletter.
3. Each Board member must submit an estimated expense budget (including those of her standing committees) to the Treasurer, no later than two (2) weeks prior to the first board meeting of the club year.
4. All members are expected to donate their time and services with payment for out-of-pocket expenses only. Members may not charge for their services for any club related activity. Expenses of more than \$100 require BOD approval.
5. The Treasurer must present a proposed budget to the BOD at its September meeting.
6. All income and expenses incurred for club events, meetings and fund-raisers are to be documented and submitted to the Treasurer.
7. The Annual Financial Report will appear in the first newsletter of the Club year.
8. All Intra-Club expenses must have prior BOD approval.
9. No member's name will be in the Directory unless her dues are paid by July 1. Life Members shall be so designated and included in the list of current members.
10. Membership transfer to another member or person is not permitted. Membership refund is not permitted. The fiscal year is June 1 to May 31.
11. Reservations are accepted up to ten (10) days before a luncheon. Luncheons will be provided free only to program presenters and invited members of the media. Any exception to this must have prior BOD approval. If a member (who reserved) cannot attend but assigns her reservation to another person and advises the reservation chairwomen in advance, that assigned person can take the place of the person who first reserved. However, if someone calls at the last minute and wishes to take the place of anyone who has cancelled, without having been invited by the person holding the reservation, that person must pay for her lunch.
12. All reservation checks for luncheons and special functions will be recorded by the specific chairwoman in order of receipt; no reservation is valid unless accompanied by a check. Checks must be turned over to the Treasurer for deposit. No refunds will be given.
13. A memorial donation of \$25 shall be made to a favorite charity of the family in the event of the death of a member of the WOMEN OF SUGARMILL WOODS, INC.
14. Directors may select their own committee members.
15. The Nominating Committee members must be appointed by January 1 to begin deliberations.
16. All publicity notices must be cleared either through the Director of Community Relations, or the President. Only WOMEN OF SUGARMILL WOODS, INC. business shall appear on the bulletin board.
17. A monthly newsletter will be emailed to each member's email address during the club year. If no email address is provided, the newsletter can be obtained by using the www.womenofsugarmillwoods.com website. If the member would like a newsletter mailed to

them via USPS, she may purchase a subscription for \$20 per club year. The Director of Membership will coordinate the subscription process.

18. All past-Presidents shall be invited to serve on an Advisory Board to the current President. Meetings will be at the discretion of the current President.
19. The President is authorized to approve the expenditure of funds by a chairperson that exceeds any dollar limitation which may have been set by the BOD for such individuals. This approval is solely for the purpose of allowing club activities to operate smoothly when it could be difficult to quickly receive necessary approval through regular channels. Such expenditure shall be reported by the Treasurer at the next subsequent BOD meeting.
20. WSW database may be used only for WOMEN OF SUGARMILL WOODS, INC. activities/business.
21. A committee may be appointed by the BOD to investigate dereliction of duty of any Board member.
22. As the official membership renewal period begins (usually in March), any new member joining or any former reinstating for the first time is extended all WSW privileges to complete the current club year without waiting for the new club year to begin on June 1. For example, a new member joins in March for the upcoming club year. She is eligible to participate in the remaining monthly luncheons beginning in March. A former member decides to reinstate her membership. She is granted the same privileges to complete the current club year.
23. The Women of Sugarmill Woods, and guests, may be allowed to publicize the fundraising events or activities of like (501(c)3) organizations verbally at our monthly luncheons and intra club activities, but not in our newsletter or email updates. Political candidates may not speak at any Women of Sugarmill Woods events.
24. The elected Director positions (with the exception of the President, Vice-President, Secretary and Treasurer) can be shared positions. A Co-Director is appointed by the elected Director. The appointed Co-Director may attend the board meetings if she has a signed proxy from the elected Director and may vote in the elected Director's stead.