

# BYLAWS OF CIVITAN CLUB OF ST. PETERSBURG, FLORIDA, INC.

(A Florida Nonprofit Corporation)

*These Bylaws of CIVITAN CLUB OF ST. PETERSBURG, FLORIDA, INC.  
were adopted on October 25, 2020, and supersede all prior and existing Bylaws of CIVITAN CLUB OF  
ST. PETERSBURG, FLORIDA, INC.*

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## ARTICLE I – MEMBERS

### Section 1.01 *Minimum Qualifications:*

- (a) Any person, eighteen years of age or older of good character and reputation, is eligible for membership. Membership shall continue until forfeited, resigned or removed with cause.
- (b) Membership in Civitan International and in this club shall be open, except as limited by Article III herein above, to all persons without regard to sex, age, race, or religious faiths or beliefs.

### Section 1.02 *Membership Classes:*

- (a) *Active* - Any person possessing the qualifications above may be elected to active membership. Active members shall pay membership fees and dues as shall be prescribed.
- (b) *Honorary* - Honorary membership may be conferred upon any individual who shall have distinguished himself or herself in some unusual and praiseworthy manner. Such selection shall be by the unanimous vote of the club membership in attendance, provided such person's name has been proposed for such membership at a previous regular meeting. Honorary members shall not be required to pay club dues or be permitted to vote or hold elective office, and they shall have no interest in any of the funds or property of the club.
- (d) *Life* - Life membership may be conferred on a member of a club for distinguished service to Civitan by affirmative vote of 75 percent of the members of such club. A life member shall have all the rights and privileges of an active member, but shall not be required to pay dues. The club shall, thereafter, pay all international, district and club dues on behalf of such member. All past international presidents shall be accorded automatic life membership in Civitan International and the club in which such past president is a member.

**Section 1.03 *Applications for Membership:*** Members to this club shall be elected in the following manner:

- (a) A candidate for membership may be sponsored by a member or may self-nominate. The proposal for membership shall be delivered in writing to the club secretary and shall contain the name, address and business or profession of the prospective member and any other

information deemed necessary in order to determine qualifications for membership. The candidate shall be assigned an active member of Civitan as a sponsor.

- (b) The secretary shall promptly notify the membership of the candidate proposal in all open meetings or through the club bulletin.
- (c) The membership proposal may be submitted to a membership committee for review and recommendation, or, in the event there is no such committee, directly to the board of directors. In any event, it must go to the board and if the proposal is acted upon favorably by the board, the prospect shall be considered elected to membership and so notified.
- (d) Any protest against the admission of the candidate shall be brought to the attention of the board of directors. In the event there is such protest, the board of directors shall submit the candidate's name to the membership at a regular meeting and if two-thirds of those active members in-good-standing present approve said membership, then the candidate shall be accepted as a member.
- (e) The club secretary shall notify the candidate in writing of his or her election and of arrangements for his or her orientation and formal installation.
- (f) New Member Installation shall occur at a regular meeting of the membership after the prospective member completes New Member Orientation.

**Section 1.04 *Initiation Fee:*** The initiation fee for membership in this club shall be paid before a candidate shall qualify as a member. A portion of the initiation fee (the amount prescribed by the Bylaws and/or policies of Civitan International) shall be promptly forwarded to the World Headquarters of Civitan International and Florida District Civitan as an enrollment fee.

### **Section 1.05 *Dues:***

- (a) Membership dues are payable in advance each quarter. Membership dues shall be established by a three-fifths vote of the Board of Directors, which shall include International and district per capita dues. Also, dues may include meals served at regular meetings. Members shall have the option of paying dues quarterly, or annually in advance.
- (b) All dues shall be payable when billed by the treasurer. No member shall be deemed in-good-standing who is in arrears

more than sixty days in payment of his or her quarterly dues.

### **Section 1.06 Participation:**

- (a) Members shall be expected to attend meetings regularly except for unavoidable schedule conflicts due to personal or business matters. Prospective members shall be informed of this membership responsibility.
- (b) Members shall be expected to support the club-sponsored events.

**Section 1.07 Authority of Members:** Each voting member shall have the right to vote on all matters submitted to or requiring a vote of members under these Bylaws including without limitation, the following:

- election of members of the Board of Directors;
- election of the President-elect;
- amendments to the Articles of Incorporation; and
- amendments to these Bylaws.

### **Section 1.08 Meetings:**

- (a) **Regular Meetings:** The regular meetings of this club shall be held once monthly, scheduled dates to be agreed to by the board of directors and publicized to the membership a minimum of 30 days in advance. For voting purposes, members in-good-standing present shall constitute a quorum.
- (b) **Annual Meetings:** The annual meeting shall be held as designated by the board of directors during the months of March, April or May for the election of officers and directors, for the presentation of annual reports and transaction of other business. The installation of officers and directors shall be held at a regular meeting in September, which may be designated as the installation meeting. The term of officers shall officially begin on the first day of October following their election. Annual Officer elections shall be open to members in-good-standing with votes cast by members present at the meeting, via electronic ballot received no later than the day prior to the meeting, or by proxy delivered at the meeting. The total ballots cast must equal 1/3 of the membership to constitute a quorum.
- (c) **Business Meeting:** This club shall have at least four business meetings yearly. Any such business meetings may be postponed or dispensed with by the president or board of directors who may call business meetings at other times when deemed necessary.
- (d) **Special Meetings:** Special meetings of the club may be called for the purpose of deciding an issue requiring a vote of the membership. The meeting may be called by the president or the board of directors. Any 12 members may request a special meeting by petition to the board of directors by written notice to the secretary. The board of directors shall decide if a special meeting is required. The membership shall be notified of a special meeting by the secretary at least fourteen (14) days in advance of said meeting. Votes may be cast by members present at the meeting, via electronic ballot received no later than the day prior to the meeting, or by proxy delivered at the meeting. The total ballots cast must equal 1/3 of the membership to constitute a quorum.

- (e) **Rules of Order.** Parliamentary procedure in all meetings of the club, board of directors and committees shall be in accordance with the most recent edition of *Robert's Rules of Order*, as amended.

### **Section 1.09 Termination of Membership**

- (a) **Resignation:** The resignation of any member, when delivered in writing to the president or secretary, shall become effective immediately upon its acceptance by the board, providing all indebtedness of such member to the club has been paid. The board shall inquire into the cause of each resignation in an effort to determine why members resign so as to reduce membership terminations.
- (b) **Non-Payment of Dues:** Any member owing dues or otherwise indebted to the club for a period of sixty days from the date when same becomes due and payable, may be terminated as a member. If he or she applies for reinstatement within sixty days from date of such suspension and pays all amounts owing to said date, the board of directors may, in its discretion, reinstate the member to good standing.
- (c) **Non- Participation:** Members are expected to participate in a minimum of four (4) club-sponsored events per year. These events shall include the annual meeting, special meetings, monthly club meetings and club-sponsored events and projects. If any member does not fulfill the participation requirement, the board of directors shall inquire as to the reason for such absences and may suspend his or her membership. Such suspension, after thirty days, may be made permanent by the majority vote of the board of directors. Absence from the city, or illness of himself or herself or immediate family shall be valid excuse, and notice thereof must be given to the secretary. Absence occasioned by the performance of any patriotic service shall be held as valid excuse.
- (d) **Misconduct:** Any member who, by personal or business conduct, violates the principles or ethics of the club or Civitan International may be expelled from membership by the board of directors by a two-thirds vote of the entire board at a meeting called for that purpose, provided that said member shall have been given ten days notice in writing of such pending action together with a copy of the complaint against him, and shall be given opportunity for a full and fair hearing.

### **Section 1.10 Members in Good Standing**

- (a) **Definition:** A member shall be in-good-standing with this club if the following requirements are met:
  - (i) He or she is a duly initiated member of the club.
  - (ii) He or she is current in his or her dues and other financial obligations to the club.
  - (iii) His or her participation meets the requirements as established by the board of directors.
- (b) **Determination/Appeal:** The determination as to whether a person is in-good-standing shall be made by the board of directors. This determination may be appealed to the club.

## **ARTICLE II – BOARD OF DIRECTORS**

**Section 2.01 Composition and Term:** The board of directors shall consist of the elected officers, the last past

president (who is active in the club) and three directors elected by the club. (Not less than three or more than nine directors to be elected, dependent on size of club.)

**Section 2.02 General Powers:** The board of directors shall be the governing body of the club and shall have power to make such regulations and take such action as in its judgment may be necessary for the welfare of the club. The decisions of the board in all club matters shall be final, subject to appeal to the club.

**Section 2.03 Meetings:** The president shall be chairman of the board. He or she shall call regular business meetings of the board at least once a quarter. He or she shall call a special meeting within five days after receiving a written request from three or more board members.

**Section 2.04 Functions:**

- (a) The board shall be responsible for the appropriation of all funds of the club in accordance with the club's budget, and shall, through the president or other duly authorized member of the board, approve all vouchers before payment by the treasurer. It shall designate the bank or depository for funds of the club, approve all investments of funds of the club and determine the amount of the bond that shall be given by the treasurer. It shall receive and approve the budget and the annual audit of the financial transactions of the club.
- (b) It shall pass on all projects recommended by the project committee, which must be approved by a two-thirds vote of the entire board before submitting the same to a vote of the club membership.
- (c) It shall pass upon all grievances, default and complaints by or against a member, and may take such action as it deems appropriate on behalf of, or against, such member. It may, for good cause, declare an office vacant, upon two-thirds vote of the entire board, provided, however, before such action is taken, the office-holder shall be notified of such proposed action and shall be given an opportunity to be heard by the board.
- (d) It may fill vacancies that occur during the year, except in the offices of president and president-elect, which offices shall be filled only as provided by Article IV of the bylaws.

**Section 2.05 Quorum:** A majority of the members of the board shall constitute a quorum.

**ARTICLE III – COMMITTEES OF THE BOARD OF DIRECTORS**

**Section 3.01 Standing Committees:**

- (a) The president shall appoint the following standing committees: (i) Membership and Retention, (ii) Community Service Projects, (iii) Programs and Entertainment, (iv) Fellowship and Attendance, (v) Budget and Finance, (vi) Governance, (vii) New Clubs - Extension, (viii) Publicity, (ix) Youth Work and (x) Fund Raising.
- (b) These standing committees may be combined or divided or sub-divided or eliminated as the president, in concurrence of the board of directors, deem necessary.

**Section 3.02 Duties:**

- (a) **Membership and Retention:** This committee shall encourage members to seek new members for the club and investigate the character, business, social standing, eligibility of all persons proposed for membership; shall accept or reject such proposals. Those approved shall be certified to the secretary for action in accordance with Article I – Section 1.03. The committee shall ensure that each new member is initiated into the club with an appropriate ceremony; is indoctrinated as to the purposes and goals of the club; and is promptly involved in a club project or activity. The committee shall work to retain existing members as well as seek new ones.
- (b) **Community Service Projects:** This committee shall devise and consider suitable and appropriate projects and shall devise ways and means whereby definite interpretation of the aims and objectives of the organization shall be given expression. The committee shall explore the needs of the community's citizens. It shall take cognizance of all matters of civic, charitable or similar nature and recommendations of the Projects Committee shall constitute the basis for consideration of all projects of the club. Adoption of a project shall require a two-thirds vote of the entire board of directors. Thereafter the club shall approve such projects by a two-thirds vote at any club meeting.
- (c) **Programs and Entertainment:** This committee shall arrange and have charge of all programs for regular meetings of the club. The purpose of said programs shall be to provide each member with a better understanding of his or her community and world. It shall also have charge of all social functions, picnics and parties of the club, as may be directed by the board of directors.
- (d) **Fellowship and Attendance:** This committee shall notify the club of any illness or distress existing among its membership and send letters, telegrams or flowers to such sick and bereaved members. Members shall particularly devote their attention to the proper welcoming of new members, striving to encourage friendship among the members generally, utilizing the various plans suggested by Civitan International; and in conjunction with the board of directors, utilizing every reasonable effort to maintain the attendance of the club members at its meetings.
- (e) **Budget and Finance Committee:** This committee shall prepare a budget of the estimated income and expenses of the club for the year, and shall pass upon all major expenditures of the club, same having been recommended and approved previously by the board of directors. In the month of September each year, the committee shall cause an audit of the books to be made, and such statement shall be distributed to the membership.
- (f) **Governance:** This committee shall have consideration of all proposed amendments to the governance documents and report upon same to the board of directors.
- (g) **New Clubs:** It shall be the duty of this committee to make surveys and report to the club such prospective locations for the formation of new clubs as in its judgment it may deem

expedient, and to take the necessary action to establish such new clubs as a service project.

- (h) **Publicity:** The Publicity Committee shall be responsible for supplying weekly notices concerning the club meetings to the appropriate news media and further, shall disseminate all interesting information furnished them by officers of the club, chairmen of various committees, or Civitan International. They shall also furnish the editor of the *Civitan Magazine* news items for publication therein promptly, while it still has "news value."
- (i) **Scholarships & Youth:** This committee will work to involve the club in activities and projects designed to help the youth of the community better understand the responsibilities of good citizenship and the importance of altruistic service. The committee will review plans, procedures and materials available from Civitan International relating to, but not limited to Junior Civitan, Campus Civitan, the Civitan International Foundation Scholarship programs, etc.
- (j) **Fund Raising:** This committee shall seek out new methods of fund raising for the club and seek to improve the existing methods and shall have the general responsibility and supervision over all club fund raising.

**Section 3.03 Other Committees:** In addition to standing committees, there shall be appointed by the president such special committees as the president or the board of directors may deem necessary.

## ARTICLE IV - OFFICERS

### Section 4.01 Elected Officers:

- (a) **Composition and Term:** The officers of this club shall be a president, a president-elect, one or more vice-presidents as desired, a secretary and a treasurer (or secretary-treasurer combined). All officers shall hold office for one year, or until their successors are elected and qualified.
- (b) **Duties:**
  - (i) **President.** The president shall appoint all committees, shall preside at all meetings of the club and the board of directors and shall perform such other duties as ordinarily pertain to such office. He or she shall represent the club at all area and district-wide meetings. The president shall be an *ex officio* member of all standing committees. Within 15 days after his or her election, he or she shall select all appointed club officers. In the event of a vacancy in the office of president, the president-elect shall assume the office and title of president during the unexpired term of the president.
  - (ii) **President-Elect.** The president-elect shall have the duty of familiarizing himself or herself with all Civitan affairs and preparing himself or herself for assuming the presidency. He or she shall work under and in cooperation with the president. He or she shall automatically succeed the president at the end of his or her term.

In the event of a vacancy in the office of president-elect, the office shall remain vacant until the next annual election - otherwise a special election shall be called to fill the office.

- (iii) **Secretary.** It shall be the duty of the secretary to keep the records of membership; record the attendance at meetings; send out notices of meetings of the club, board and committees; record and preserve the minutes of such meetings; make the required reports to Civitan International on time; and perform such other duties as customarily pertain to such office.
- (iv) **Treasurer.** It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club at its annual meeting and at any other time upon demand by the board of directors and to perform such other duties as pertain to his or her office. He or she shall collect all dues and funds of the club and deposit them in the bank or depository named by the board of directors. He or she shall forward the required dues to the district and Civitan International on time so as to prevent delinquency on the part of the club. Upon his or her retirement from office, he or she shall turn over to his or her successor or to the president all funds, books and accounts or any other club property in his or her possession.

- (c) **Compensation:** All the officers shall serve without compensation.
- (d) **Officer Training:** All officers shall participate in training sessions conducted or provided by Civitan International and/or the district in order to become familiar with the duties of their respective offices as required by the policies of Civitan International.

### Section 4.02: Appointed Officers:

- (a) **Chaplain:** The president within 15 days after his or her election shall appoint a club chaplain. It shall be the duty of the chaplain to open all meetings of the club with an invocation of divine blessing upon the club. He or she shall deliver suitable eulogy before the club upon the passing of any of its members.
- (b) **Sergeant-at-Arms:** The president within 15 days after his or her election shall appoint a sergeant-at-arms. It shall be the duty of the sergeant-at-arms to preserve order at all times, to be the custodian of the club banner, bell and other supplies and equipment at meetings and perform such other duties as ordinarily pertain to this office.

## ARTICLE V – ELECTION OF DIRECTORS AND OFFICERS

### Section 5.01 Selection and Procedure:

- (a) Directors and the elected officers of the club shall be elected at the annual meeting held each year.
- (b) In March (or at least three meetings before the annual meeting) the president shall appoint a Nominating Committee of at least (3) members. The chairman shall be the last past president then an active member of the club.
- (c) The Nominating Committee shall prepare a report giving the offices to be filled and one or more members for each

office, which must be presented to the club at least one meeting before the annual meeting, in person or electronically.

- (d) At any time after the report of the Nominating Committee, up to two (2) weeks before the final election of officers whose nominations have been made by the Nominating Committee, upon motion of any member, or filed with the secretary or any name or names of candidates for any office shall be placed upon the ballot to be voted upon by the club.
- (e) At the annual meeting there shall be furnished to the entire membership in-good-standing, a ballot containing the names of the nominees for the respective offices, upon which each member shall indicate his or her choice.
- (f) The nominees receiving the largest number of votes so cast for the respective offices, for which they were nominated, shall be declared elected for the terms of office commencing October first next following the election.

## **ARTICLE VI – RESOLUTIONS AND SUBSCRIPTIONS**

**Section 6.01 Resolutions and Motions:** No resolutions or motion to commit this club on any matter shall be considered by the club until it has been considered by the board of directors. Such resolutions or motions, if offered at a club meeting shall be referred, without discussion to the board, which after having given consideration to the matter, shall submit its recommendations to the club. Having received the recommendations of the board, the club may then proceed to take such action as may seem proper to the majority.

**Section 6.02 Assessments:** No assessments, other than dues, shall be permitted to be placed upon the membership of the club.

**Section 6.03 Expenditures:** The expenditure of the club's funds in excess of the amount of \$100.00 for any purpose whatsoever shall not be made except on the recommendation of the board of directors, or as specified in the club's budget.

## **ARTICLE VII – CONVENTION DELEGATES**

**Section 7.01 Attendance:** The club shall regularly send delegates to the International Convention and district meetings and shall budget funds for this purpose within financial capability of the current fiscal year as approved by the board of directors.

**Section 7.02 International Convention:** Voting delegates to the annual International Convention, not in excess of the number permitted by Civitan International, shall be in such number as authorized by the board of directors. The delegates shall be allowed such reasonable amount to cover expenses as may be determined by the board. The choice of delegates shall be made by the board of directors subject to approval by the membership of the club. Other members will be encouraged to attend as alternates.

**Section 7.03 District Convention:** Voting delegates to district meetings and conventions, not in excess of the number permitted by the district, shall be appointed by the president in such number as authorized by the board of directors. Other members will be encouraged to attend as alternates.

## **ARTICLE VIII – CIVITAN YEAR**

The fiscal and administrative year for the club shall be from October 1 of each year to September 30 of the following year.

## **ARTICLE IX - CHARTER SURRENDER**

### **Section 9.01 Procedure:**

- (a) The club may, by unanimous vote of the active membership, surrender its charter in accordance with the rules and regulations as proscribed by Civitan International Bylaws Section 1.10 and Civitan International Policies following written notice to the Executive Vice President of Civitan International.
- (b) In the event a majority of the members of the club desires to surrender the charter but a minority of at least five (5) members oppose, the minority group may retain the charter of the club together with all funds and assets of the club if such group agrees to conditions established by the Executive Vice President to rebuild the club to charter strength within a six (6) month period.

## **ARTICLE X – AMENDMENTS**

**Section 10.01 Procedure:** These bylaws may be amended by a majority vote of the members in-good-standing present and voting at any regular or special meeting of the club, after recommendations by the board of directors, provided written notice of such proposed amendments shall have been given to members at least ten days prior to the meeting. Voting on amendments to bylaws may also be submitted electronically at least three days prior to the meeting or via proxy to member present at the meeting.

**Section 10.02 Subordination:** No amendments or additions shall be made which are not in conformity with the club's articles of incorporation and with the articles of incorporation and bylaws of Civitan International. Any provision herein ruled by the International Board of Directors to be contrary to, or in conflict with, the articles of incorporation and bylaws of Civitan International or of the district of which this club is a member shall be void.

## **ARTICLE XI – APPROVAL**

These bylaws and all amendments thereto shall be forwarded to the district judge advocate for his or her review and approval and a copy shall be forwarded to the World Headquarters of Civitan International for inclusion in this club's permanent file of records at that office.