

BYLAWS

Of

VALENCIA LAKES MILITARY VETERANS CLUB, INC.

INTRODUCTION

The Valencia Lakes Military Veterans Club is a non-profit organization of residents of Valencia Lakes who dedicate themselves to educating its members on pertinent Veterans issues, promoting charitable causes and the social enrichment of its members.

MEMBERSHIP

1. **Members:** Eligibility for membership is open to any resident 18 years of age or older. All members of the U.S. or Foreign Allied Armed Forces, regardless of length of service or branch, along with their resident family members, and those other residents whose interest align with military veterans are invited to join.
2. **Rights of members:** Upon payment of dues and completion of a membership form for the Valencia Lakes Military Veterans Club, ("The Club"); members shall be entitled to one vote on any issue. No member shall be entitled to any dividend or any part of the income of the corporation or to share in the distribution of the corporate assets upon dissolution.
3. **Quorum:** The attendance of two-thirds of the Executive Board constitutes a quorum for the conducting of business at Executive Board meetings. Similarly, a vote by two thirds of the members present is needed for a motion to be approved.
4. **Proxy Vote:** Members may submit in writing their proxy vote to any board member if they cannot be present at a meeting. The proxy vote must indicate their stance on an issue before the membership.
5. **Annual Membership Meeting:** The annual meeting of the membership in March shall be for the purpose of installing officers, and transacting any other business that shall come before the membership.
6. **Regular Meetings:** A social, luncheon meeting for members and guests will be held on the first Monday of each month at noon in the Clubhouse. *Purchase of lunch at these meetings is optional. Members wishing to purchase lunch should purchase their lunch "to go" from the bistro prior to the beginning of the meeting and bring it to the meeting.*

7. Special Meetings: A special meeting of the membership may be called at any time by the President or by petition of two-thirds of the voting membership.

OFFICERS

8. Officers: The officers of The Club are vested with the management of the business and affairs of this Non-Profit Corporation subject to the law, the Articles of Incorporation and these Bylaws.

9. Number of Officers: The number of officers shall consist of nine elected positions. The number of officers can only be changed by amendment to the bylaws.

10. Roster of Officers: The Club shall have a President, a Vice President, a Treasurer, three Directors, a Secretary, a Chaplain, and a Sergeant at Arms.

11. Terms and Election: Any member is eligible to have their name placed in nomination to become an officer. A term shall consist of two years. All officers' terms shall begin upon installation at the regular March meeting. To assure continuity of the organization the offices of President, two Directors, Chaplain, and Sergeant at Arms will be staggered (alternate even years) with the Treasurer, Vice President and one Director (alternate odd years).

12. Nomination Process: Candidates seeking office should notify the Board President by letter or email no later than fourteen (14) days prior to the candidates' forum meeting, which will take place at the January meeting. The Secretary will present a slate of candidates for the membership to vote on at the February meeting.

13. Vacancies of Officers: Should there be a vacancy in office, the President shall appoint a member of The Club to serve in that capacity until the next election. In the event of the President resigning, the ~~Senior~~ Vice President automatically becomes President for the remainder of the term.

EXECUTIVE BOARD MEETINGS

14. Executive Board Meetings: The executive board meetings shall be held at least one week prior to the quarterly meeting. Special meetings of the Board may be called, upon written request, to the President by three or more board members.

15. Procedure in Meetings: Meetings shall be run in accordance with Robert's Rules of Order at the discretion of the President or such other officer of The Club who is present.

16. Notice of Board Meetings: Notice to all board members shall be given no less than two days or more than 30 days prior to a meeting.

DUTIES OF OFFICERS

17. President: The President shall preside at all meetings of The Club, regular and special, and at all meetings of the Board. The President shall prepare an agenda for these meetings. The President shall appoint committee chairs and fill all vacancies in elected positions that may occur. Prior to the March meeting, the President shall review all books and records presented by the Treasurer. The President shall arrange for an independent review of all books and records at least once a year. The President shall represent The Club in all legal and public matters and shall be The Club's spokesperson.

18. Vice President: The Vice President shall fulfill the duties of the President in the absence of the President. The First Vice President shall serve as an ex-officio member of all committees and shall perform all other duties as assigned by the President or the Board as well as any other duties as may be required by law, by the Articles of Incorporation, or by these bylaws.

19. Directors: The duties of the Directors shall be assigned by the President to include social and enrichment activities, program planning, fund raising, membership, and bylaws as well as any other duties that may be required by law, by the Articles of Incorporation, or by these bylaws.

20. Treasurer: The Treasurer shall be responsible for the assets of The Club and shall maintain records of The Club's bank accounts, and income and expenses. The Treasurer shall report at each meeting of The Club and the Board as to The Club's assets and liabilities. In addition, the Treasurer shall prepare and submit to the Board for its approval an annual operating budget separate from fund raising distributions. The Treasurer shall perform all other duties as assigned by the President or the Board as well as any other duties as may be required by law, by the Articles of Incorporation, or by these bylaws.

21. Secretary: The Secretary shall be responsible for preparing, submitting, and maintaining the Minutes of The Club and Board meetings and all other legal records of The Club including Mission Statement, By-laws, and papers of incorporation, and shall distribute The Club Minutes to the membership. The Minutes shall serve as an accurate and complete record of attendance at Board Meetings and all expenditures and fund raising distributions approved by The Club. The Secretary shall keep accurate roll of club membership. The Secretary shall maintain The Club Calendar. The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these by-laws.

22. Elected officers shall serve as ex-officio members of each committee.

23. Selection and Removal of Officers: All elected officers shall serve a term of two years. An officer shall remain in office until a successor has been selected. Any officer elected or appointed to office may be removed by a vote of two-thirds of the members of the Executive Board whenever, in their judgment, the best interests of The Club will be served. Such removal, however, will be without prejudice to any relevant contractual rights of such Officer.

24. Resignation: An officer may resign by submitting a letter of resignation to the President.

INFORMAL ACTION

25. Waiver of Notice: Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or these by-laws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of members, specify the general nature of the business to be transacted.

26. Action by Consent: Any action required by law or under the Articles of Incorporation or by these bylaws, or any action which otherwise may be taken at a meeting of either the members or Board may be taken without a meeting if a consent in writing (or electronic), setting forth the action so taken, is signed by all of the persons, entitled to vote with respect to the subject matter of such consent, or all directors in office and filed with the secretary of The Club.

COMMITTEES

27. Appointment of Committees: The President may from time to time designate and appoint any committee.

OPERATIONS

28. Fiscal Year: The fiscal year for this club/corporation will be January 1 to December 31

29. Inspection of Books and Records: All books and records of The Club may be inspected by any member, upon written request made to the Treasurer with a minimum of two weeks' notice. In addition, any member may request that the books and records of the Club be subjected to audit by a Certified Public Accountant, provided that the member making the request personally assumes all costs for such audit.

30. Execution of Documents: Except as otherwise provided by law any authorized officer of The Club may sign checks, drafts and orders for the payment of money of this Club/Corporation. An officer, who has been authorized and directed to do so by the

Executive Board, shall sign contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of The Club/Corporation.

AMENDMENTS

31. The Executive Board may propose Articles of Amendment (amending the Articles of Incorporation). Articles of Amendment must be adopted in accordance with Florida law. The By-laws of The Club may be amended at any time by a two-thirds vote of the Executive Board. All amendments to the by-laws shall be noticed to the members at the first general meeting of The Club held after the bylaws have been amended.

PUBLIC STATEMENTS

32. Authority to make Statements: No person, except for the President shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this Corporation, without first having obtained the approval of the Executive Board.

33. Limitation of Statements: Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, or recommendation or opinion of the Corporation (The Club), shall first make it clear that they are representing the Corporation (The Club). Thereafter, throughout the entire presentation, they shall confine their presentation only to those matters that have been properly approved by The Club/Corporation. They shall not at the same time present any statement purporting to represent any other firm, group, or organization or purporting to represent their own personal views.

INDEMNIFICATION

34. Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by their (or by their heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of their duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Office (or such heirs, executors or administrators) may be entitled apart from this Article.

CERTIFICATION

I thereby certify that the Executive Board of this Corporation (The Valencia Lakes Military Veterans Club, Inc.) adopted these amended bylaws at their meeting held on December 16, 2014.

Michelle Atkins Schaefer, President