

**VICTORIA GARDENS WOMEN'S CLUB, INC.
BYLAWS
AMENDED AND APPROVED MARCH 1 2021**

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Florida and the Articles of Incorporation of Victoria Gardens Women's Club Inc. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Florida, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Victoria Gardens Women's Club, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 – NAME

The name of this Non-Profit Organization shall be Victoria Gardens Women's Club, Incorporated, of the City of DeLand, of the County of Volusia, of the State of Florida. Hereafter referred to as VGWC.

ARTICLE 2 – PURPOSE

The corporation shall be organized exclusively for fellowship, charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carryon of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on other activities not permitted to be carried on: (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or (b) by an organization,

contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Victoria Gardens Women's Club does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status in any of its activities or operations.

In addition, this VGWC has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, VGWC shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

ARTICLE 3 – OFFICES

The principal office of VGWC shall be located at 1001 Garden Club Drive, DeLand, Florida 32724.

ARTICLE 4 – DEDICATION OR DISSOLUTION OF ASSETS

The properties and assets of VGWC are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this VGWC, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this VGWC.

In the event of the dissolution of Victoria Gardens Women's Club, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of competent jurisdiction of Volusia County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 5 – MEMBERSHIP AND BOARD

Membership

A VGWC Member in good standing, that is, has paid annual dues, may hold office and sponsor new members. Membership is extended to any resident of Victoria Gardens, whether full or part-time. The amount of the Annual Dues shall be determined by the Board.

Board General Powers and Responsibilities

VGWC shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Florida. The Board shall establish policies and directives governing business and programs of VGWC and shall delegate to the Committees and VGWC Members, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Board Number and Qualifications

The Board will consist of the President, Vice President, Secretary, Treasurer and those designated as Directors of VGWC's standing committees.

The Board shall have up to ten (10), but no fewer than three (3) Board members. The number of Board members may be increased beyond 10 members by the affirmative vote of a simple majority of the then-serving Board.

Board Compensation

The Board shall receive no compensation.

Board Elections

The Nominating Committee, a standing committee, shall present nomination for new and renewing Board members in May of our fiscal/membership year. Recommendations from the Nominating Committee shall be made known to the Board in writing before nominations are presented and voted on. *New and renewing Board members shall be approved for nomination by a simple majority of those Board members at a Board meeting at which a quorum is present.*

Board Term

All appointments to the Board shall be for a term of two (2) years. No person shall serve more than 2 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to 1 additional year(s). No person shall serve in the same Board position for more than 4 consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 2 years have passed since the conclusion of such Board member's service.

Any vacancy on the Board may be filled by simple majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of her predecessor in office.

Board Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Board Removal

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-thirds majority of then-serving Board members.

Board Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The President or one third of regular Board members may call a special meeting of the Board with 7 days' written notice provided to each member of the Board.

Board Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to VGWC to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via email or hand delivered.

Board Quorum

At each meeting of the Board, one third of the Officers and Directors shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President shall be the deciding vote. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Board Voting

Each Board member shall only have one vote.

Board Proxy

Members of the Board shall be allowed to vote by written proxy.

ARTICLE 6 – OFFICERS**Officers and Duties**

The Board shall elect officers of VGWC as defined in Articles of Incorporation or by Board resolution but in no case less than 1 officer to prepare minutes of the directors' and members' meetings and authenticate the records of VGWC. The same person may hold any number of offices. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board and they shall perform any other such additional duties which the Board may assign to them at their discretion. All four officers will be included as signatories on bank and official documents and two signatures will be provided for the issuance of checks.

President

It shall be the responsibility of the President, when present, to preside over all meetings of the Board. The President is authorized to execute, in the name of VGWC, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by VGWC. It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of VGWC, subject to the control, advice and consent of the Board.

Vice President

In the absence of the President, or in the event of her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions of the President.

Secretary

The Secretary, or her designee, shall be the custodian of all records and documents of the VGWC, which are required to be kept at the principal office of VGWC, and shall act as secretary at all meetings of the Board, and shall keep the minutes of all such meetings on file in hard copy or electronic format. The Secretary shall complete the required Sunbiz annual reports to the State of Florida in order to remain active as a corporation, as well as other State and Federal required reports as directed by the President.

Treasurer

It shall be the responsibility of the Treasurer to keep and maintain adequate and accurate accounts of all the business transactions of VGWC, including accounts all matters customarily included in financial statements. The Treasurer shall be responsible for ensuring the deposit and disbursement of all money and other valuables as may be designated by the Board. The Treasurer will submit the required Annual Tax Form 990 to the Federal Government to maintain 501(c)(3) tax exempt status. The Treasurer shall ensure that disbursements of any kind have the requisite signatures of at least 2 officers.

ARTICLE 7 – COMMITTEES**Committees of Directors**

The Board may, from time to time, and by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one or more standing or ad-hoc committees.

Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by the Director appointed to that Committee. Minutes shall be kept of each meeting of any committee and shall be filed with VGWC records. The Board may adopt rules not consistent with the provisions of these bylaws for the governance of any committee.

ARTICLE 8 – RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

VGWC shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date. A copy will be posted on the VGWC webpage.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

VGWC shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law. These documents will be posted on the VGWC webpage.

Maintenance and Inspection of Other Corporate Records

VGWC shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of VGWC. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving for any reason, directors of VGWC shall turn over to her successor or the President any records or other property of VGWC as have been in the custody of such director during her term of office. Minutes of Board meetings will be posted on the VGWC website once they have been approved by the Board.

ARTICLE 9 – FISCAL YEAR

The fiscal year for this VGWC shall begin on June 1 and end on May 31 in any given year.

ARTICLE 10 – AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended, or repealed by a simple majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by state or federal law, that provision may not be altered, amended or repealed by that greater vote.

CERTIFICATE OF OFFICERS

EXECUTED on this day of _____, in the County of _____ in the State of Florida.

SIGNED: _____
President Vice President

Secretary Treasurer