
BYLAWS
OF THE
UNITED IRISH
OF
SOUTH WEST FLORIDA, INC.

Established in 2005

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ARTICLE I – INTENT

Section 1: Intent

These Bylaws are intended to supplement and implement provisions of Florida law and to the Certificate of Incorporation of this corporation with respect to the regulation of its affairs. The corporation is alternately referred to herein as “The Club”.

ARTICLE 2 – PURPOSE

Section 1: Purpose

The purpose of the organization shall be as follows:

- A. To preserve and maintain the Irish Heritage, Culture, and language through social, fraternal, educational and cultural activities.
- B. To endeavor to provide suitable activities and entertainment for the benefit, pleasure, enjoyment and satisfaction of members and the public.
- C. To unite with and promote worthy causes of other organizations that share our common goals.
- D. To support local charities through fund-raising endeavors.

ARTICLE 3 – MEMBERSHIPS

Section 1: Eligibility

Membership shall be open to any person eighteen (18) years or older and who is of Irish descent or is the spouse or significant other of a member in good standing.

Section 2: Types of Membership

- A. Individual Membership – Includes a single person, or individual without a spouse or significant other, who is eighteen (18) years or older and of Irish descent.
- B. Family Membership – includes adult parents of Irish descent, as described in “eligibility” above, and child or children under the age of 18.
- C. Business Membership - Includes single or family membership and may attend meetings and/or functions. Business card displayed in Newsletter for advertising purposes.

Section 3: Admission Procedure

- A. Prospective member submits a completed application and annual prepaid dues.
- B. The Board of Directors reviews application for membership and, if approved, the member is welcomed at the next membership meeting.

Section 4: Membership Privileges

- A. Individual Members in Good Standing of more than one year may enjoy full privileges of membership, including voting in the annual election and running for office.
- B. Family members in good standing of more than one year may enjoy full membership privileges, except that only one member of a household may seek and/or hold elected office in the Club. All members of the household may vote.

Section 5: Dues

- A. Members' annual dues are prepaid and due on or before September 1st for the current calendar year. If a member's dues is unpaid by October 1st, membership can be terminated.

Section 6: Discipline

- A. The Board of Directors may suspend the membership of an individual for non-payment of dues, or violation of the rules set forth by the Club and the Bylaws, or other cause as determined by the Board of Directors.

ARTICLE 4 – MEETINGS OF MEMBERSHIP

Section 1: Place of Meetings

Membership meetings shall be held at such place as shall be designated in notice of the meeting.

Section 2: Regular Meetings

Regular membership meetings shall be held monthly from September through April. No regular membership meeting shall be scheduled for May, June, July or August. However, activities may be scheduled with Board approval.

Section 3: Special Meetings

Special membership meetings may be called by the Chairman of the Board of Directors or by the President. Upon a receipt of a written request for a special membership meeting signed by forty (40) members in good standing, the President shall schedule a special membership meeting. In the event that a regular membership meeting is scheduled within fourteen (14) days of the receipt of the request, no such meeting shall be called, but the business that would have been addressed at the special membership meeting shall be placed on the agenda for the upcoming regular membership meeting. Written notice of all special membership meetings shall be sent by U.S. Mail and/or e-mail by the President not later than ten (10) days prior to the date of such meeting and such notice shall specify the time,

place and reason for such meeting, except in case of emergency when at least three (3) days notice shall be given.

Section 4: Annual Election Meeting

The Club's annual elections are to be held at the March meeting as hereinafter provided.

Section 5: Quorum

Forty (40) members shall constitute a quorum for the transaction of business at any regular or special membership meeting. Except as otherwise provided herein, a majority vote of the members present at any such meeting shall be necessary to institute a course of action.

Section 6: Times

The hour of any regular or special membership meeting shall be no later than 7:00 p.m.

ARTICLE 5 – BOARD OF DIRECTORS

Section 1: Qualifications

Candidates for positions of directors must be members in good standing, have no spouse or significant other holding or running for Club office, may not hold and other elected office in the Club, and be elected by a majority of the voting membership.

Section 2: Number and Term

Subject to the approval of the membership, except as herein provided, a Board of five (5) Directors shall be elected to oversee the operation of the Corporation to assure its conformance to the Corporation objectives and policies. The Board shall consist of three (3) Directors serving three (3) year terms and two (2) Directors serving two (2) year terms, chosen so that each year the term of one three (3) year and one two (2) year Director will expire and must be filled by vote of the membership at the annual election meeting.

Section 3: Election

When two or more Board of Director positions are to appear on the ballot, nominations for each position shall be taken separately, noting whether the term is for two or three years, and candidates for each position shall be listed separately on the ballot for election, noting the length of term.

Section 4: Mid-Term Vacancies

In the event a Director is unable to complete the term of office and a vacancy occurs, the Chairman of the Board shall appoint a suitable member to serve as director until the next scheduled general election.

Section 5: Responsibilities

The Board of Directors shall:

- A. Fix the hour, place and date of meetings;
- B. Make recommendations to the membership with regard to the objectives and policies of the corporation;
- C. Insure that the decisions of the membership are carried out;
- D. Select an internal audit committee to audit the financial books of the corporation no less than once a year, preferably in the month of February, with the work to be completed following the March elections and before the new officers and Board assume their responsibilities on July 1st.*[See Endnote 1]*;
- E. Select an independent legal counsel on behalf of the corporation if needed;
- F. Report to the President the results of any accounting audit made during the year;
- G. Review all disciplinary actions taken by the House Committee upon application from any aggrieved members;
- H. Establish the amounts to be expended on gifts or other expressions of sympathy for each member who becomes ill or dies during the year, as proposed by the Good and Welfare Committee;
- I. Screen and approve or disapprove all candidates for membership;
- J. Appoint the chairman of the Nominating and Election Committee by January 1st of each year; and
- K. Establish rules and procedures for the Nominating and Election Committee;

Section 6: Organization Meetings

A meeting of the Board of Directors shall be held as soon as possible following the adjournment of the annual election meeting for the purposes of organizing the Board, electing a Chairperson of the Board who shall preside at all meetings of the Board and officers of the Club. At such meetings, the members of the Board shall elect one of its

members to serve as chairperson for the ensuing year. The incumbent Chairperson of the Board shall set the time and place for this meeting. The new chairperson shall also appoint a board member to act as secretary for the Board to record and maintain minutes of all its meetings.

Section 7: Regular and Special Meetings

The Board of Directors shall hold such regular and special meetings as it deems necessary, but shall meet not less than once a month of September through May. No notice of regular meetings shall be required. Notice of special meetings shall be given to the Board members, either by mail, e-mail or telephone, at least two (2) days in advance. Three (3) members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. In the event the Chairperson is not in attendance at any of the meetings of the Board, the members present shall appoint an Acting Chairperson to preside over the meeting. Each member shall have an equal vote with a majority of the members present at any meeting being necessary to institute a course of action.

Section 8: Directors' Action without Meeting

If all of the Directors severally or collectively, consent in writing to any action to be taken by the Corporation, such action shall be as valid as though it had been authorized at a meeting of the Board of Directors. The Board's recording Secretary shall file such consent or consents with the minutes of the Board of Directors meetings.

Section 9: Reports to Members

All recommendations and/or actions taken by the Board of Directors shall be reported to the members at the next regular membership meeting following such recommendations and/or actions.

Section 10: Bond

Any Director who may handle funds for the Corporation shall be bonded. The amounts of such Bonds shall be determined by the Board.

Section 11: Return of Property

Should any Director be absent for three (3) consecutive meeting of the Board of Directors without presenting a valid excuse for such absence to the Board, the directorship shall be declared vacant and be filled as hereinafter provided.

ARTICLE 6 – OFFICERS

Section 1: Qualifications

Any member in good standing may seek to be elected as an officer provided that no other member of his/her household holds an office or directorship at the same time. In addition, no member may simultaneously be a member of the Board of Directors and hold another office.

Section 2: Titles

The Officers of the Corporation shall consist of a President, Vice-President, Treasurer and Secretary.

Section 3: Terms

Each officer shall be elected to serve for a period of one (1) year or until a successor is duly elected and installed.

Section 4: Removal

Any officer may be removed for good cause upon a two-thirds vote of the Members present at any meeting. No motion to remove any officer shall be made unless notice of the intention to make such a motion shall have been made at the previous membership meeting and the members shall have been notified of such intention at least ten (10) days prior to the membership meeting at which the motion was made. Upon notification by any member of the intention to move for the removal of any officer, the Chairman of the Board cause notification to promptly be made to all members.

Section 5: Absence

Should any officer be absent from three (3) consecutive regular membership meetings without presenting a valid excuse for such absence to the President, the office shall be declared vacant by the President and the office filled as hereinafter provided. Should the President be absent from three consecutive regular membership meetings without presenting a valid excuse for such absence to the Board of Directors, the office may be declared vacant by the Board.

Section 6: Vacancies

In the event of a vacancy of an Officer, the President shall appoint a suitable member to serve in the office for the remainder of the term. If the office of President is declared vacant, the Vice-President shall assume those duties for the remainder of the term.

Section 7: Return of Property

At the expiration of an officer's term of office, for any reason, all property of the Corporation shall be turned over to the President. At the expiration of the President's

term of office, all property of the Corporation in the President's possession shall be turned over to the Chairman of the Board of Directors.

ARTICLE 7 – DUTIES OF OFFICERS

Section 1: President

The President shall be charged with the direction and management of the affairs of the Corporation, and in the performance of said duties, shall exercise such authority over the other officers and employees as policies established by the Board of Directors.

The President shall:

- A. Preside over and preserve order at all membership meetings;
- B. Appoint a Sergeant-at-Arms to take attendance at meetings;
- C. Appoint the members and leaders of committees;
- D. Be a non-voting member of all standing and special committees, except as hereinafter provided;
- E. Be responsible for the routine operation of the Club;
- F. Administer and carry out all decisions of the members and Board of Directors;
- G. Approve for release to the various media all publicity and other information, released by and/or on behalf of the Club;
- H. Be a member with full voting rights of any committee or group involving legal matters, Club expansion, or acquisition or disposition of Corporation assets;
- I. Countersign Corporation checks of over \$500 jointly with the Treasurer or Vice-President;
- J. Report to members the results of any and all accounting, legal and other activities undertaken by the Board of Directors; and
- K. Perform such other activities as shall be required by the members or Board of Directors.

Section 2: Vice-President

The Vice-President shall perform the duties of the President when the President is, for any reason, unable to carry out the duties of the presidency or the office is declared vacant. The Vice-President shall also perform such duties as shall be required by the President.

Section 3: Secretary

The Secretary shall:

- A. Record and maintain the minutes of all meetings of the membership;
- B. Read the minutes of the previous membership meeting at each regular membership meeting;
- C. Maintain a copy of Robert's Rules of Order for use at membership meetings;
- D. Perform such other duties as shall be required by the President; and
- E. Maintain lists of all property and their locations.

Section 4: Treasurer

The Treasurer shall:

- A. Receive all funds of the Club and deposit same within five (5) business days;
- B. Keep a written account of all Club funds received or disbursed;
- C. Render a current financial statement at each regular membership meeting;
- D. Countersign checks jointly with the President or Vice-President on amounts over \$500.00; and
- E. Perform such other duties as shall be required by the President.

ARTICLE 8 - COMMITTEES

Section 1: Board Appointed Committees

The Board of directors shall appoint an Audit Committee, By-Law Committee, and the Nominating and Elections Committee.

A. Audit Committee

The duties of the audit Committee are to review all financial transactions of the Club and make recommendations, if any, as to improvements which may be made and to alert the Board of any concerns arising from the audit. The Committee's appointment should be made in February, with work to be completed between the March elections and July 1st, when the new officers and Board members assume their responsibilities. *[See Endnote 1]*.

B. By-Law Committee

The By-Law Committee shall be responsible for a continual review of the Bylaws for reporting to membership in the event such a review results in a recommended amendment and for the review of all amendments proposed by the members. The leader of the committee shall serve as Parliamentarian.

C. Nominating and Election Committee

The Nominating and Election Committee shall be appointed no later than January 1st and shall include at least three members in good standing. No member of the committee may be a candidate for the subject election. The Board of Directors shall adopt rules and procedures for nominations and elections, and the committee will follow these to insure highest standards and practices.

Section 2: Special Committees

Special committees appointed by the President to assist in operations of the Club include the Good and Welfare Committee, Membership Committee, Publicity Committee, Newsletter Committee, and others as the President shall deem appropriate. Each committee shall serve until replaced by the President or until the entire committee is discharged by the President upon the completion of its tasks.

A. Good and Welfare Committee

This committee is responsible for expressions of sympathy to any member. It shall also be the responsibility of each member to notify this committee in the event of the death or illness of an active member. Any donations made in honor of a member must be approved by the Board of Directors. This committee shall also recognize any member of over 10 consecutive years in good standing with an award to be agreed to by the Board of Directors.

B. Membership Committee

The Membership Committee shall include a chairman and two additional members. The duties include dissemination of information about the Club for the purpose of recruiting new members, as well as the maintenance of current membership lists. The Membership Committee chairman shall:

1. Receive all membership applications and renewals and collect dues for same. New applications are to be submitted to the Board of Directors for approval before membership cards are issued to new member;
2. All monies received for dues payments are to be submitted to the Treasurer within five (5) days of receipt along with a record of the source of payments;

3. Membership information is to be recorded in an acceptable computerized format, and shall include member names, addresses, phone numbers and e-mail addresses;
4. All membership information is considered confidential and available on a “need to know” basis to officers and directors for the sole purpose of providing Club news to members. NO MEMBER INFORMATION MAY BE USED FOR PERSONAL, COMMERCIAL, POLITICAL PROMOTIONS, OR OTHER PURPOSES. Mishandling of membership information may result in the removal from office and cancellation of membership;
5. Membership Committee Assistants attend outside events, when possible, to provide information about the club to the general public; and
6. All publications used to disseminate information about the club are to be approved by the President.

C. Publicity Committee

The duties of the publicity committee shall be to disseminate information about Club activities throughout the community using various local news sources. All news releases are to be approved by the President.

D. The Newsletter Committee

Duties of the Newsletter Committee shall be:

1. To receive information from Chairmen of the Club’s committees and to inform members of Club events through the preparation and distribution of a monthly newsletter;
2. All publications of the newsletter are to be previewed by the President before distribution;
3. Newsletter are published nine times a year, including September through May and are distributed by e-mail or U.S. Mail; and
4. Interim special announcements may be sent by e-mail.

ARTICLE 9 – CONFLICT OF INTEREST POLICY

It is the duty of all members of the Board of Directors, officers, Committee Chairmen, and members to disclose any and all financial interest with regard to their involvement in transactions considered for the Club. Financial interests include ownership or investment interests, a compensation arrangement or potential ownership or arrangement with the entity or any individual.

Upon disclosure of a potential conflict, the Chairman of the Board shall appoint a disinterested party to review all alternatives pertaining to the transaction and make recommendations to the Board for consideration. The Board may then vote on the issue.

If a conflict has not been disclosed and is discovered, cancellation of the transaction may be commenced and the member is no longer in good standing.

ARTICLE 10 - PARLIAMENTARY PROCEDURES

Section 1: Order

All membership meetings, Board of Directors and Committee meetings shall be conducted in accordance with Robert's Rules of Order, unless such rules conflict with the terms of these Bylaws, in which event these Bylaws shall control. Compliance with Robert's Rules of Order may be waived at any committee or Board of Directors meeting at which the members present unanimously vote to waive such compliance.

STIPULATION

These By Laws of the United Irish Club of SW Florida, Inc. are merely a guide in the organizational structure of the Club. Consequently, they may be changed, deleted, or amended by the Board of Directors and its Chairperson when deemed necessary for the improved continuation of the Club and its members. A majority vote by the members of the Board of Directors would be necessary for any changes to take place, and then would be presented to the membership for approval or disapproval.

Endnote 1: *At the April 2011 General Membership Meeting it was approved that newly elected Board and Officers will not assume their full duties until July of the year they were elected.*

Endnote 2: *At the April 2012 meeting the General Membership approved a motion to change the annual dues from January 1 to September 1. The General Membership further approved that delinquency of dues to be changed from February 1 to October 1. This change will become effective on September 1, 2012.*