

**PONCE INLET COMMUNITY CENTER, INC.  
BY-LAWS**

**ARTICLE I, NAME**

This Corporation shall be known as the Ponce Inlet Community Center, Inc., a not-for-profit 501C Florida corporation.

**ARTICLE II, OBJECT**

- (1) To provide an organization to encourage the citizenry of the Town of Ponce Inlet in the contribution of their efforts to build, operate and maintain a Community Center.
- (2) To provide an organization that will serve the educational, recreational and social needs of the Town of Ponce Inlet, Florida, for the purpose of raising funds to accomplish the purpose expressed in (1) above, by gifts, grants, building rentals, educational courses, and its own activities in furtherance of the Corporate purpose.
- (3) To provide an organization that will serve the educational, recreational and social needs of the Town of Ponce Inlet, Florida, that are associated with the Community Center, through the representative membership of its Board of Trustees of other Ponce Inlet organizations.

**ARTICLE III, MEMBERSHIP**

Membership in this organization shall extend to all residents of the Town of Ponce Inlet who are of voting age.

**ARTICLE IV, MEETINGS**

**Section 1, Annual Meetings:** The annual meeting of the membership of this Corporation shall be held at the Community Center in the Town of Ponce Inlet on the second Tuesday of October, one of the purposes of which shall be the election of the Board of Trustees for the ensuing year, all of whom shall take office immediately following the election. A slate of nominees for the Board of Trustees shall be presented by a nominating committee. Nominations shall also be accepted from the floor with the prior approval of the nominee.

**Section 2, Special Meetings:** Special meetings of the membership may be held at the call of the President, by written request of a majority of the Board of Trustees, or by written request of ten (10) percent of the regular membership as contained in the most recent census figure. Notice of Special Meetings shall be by publication in a newspaper of general circulation and on the customary Town bulletin boards.

**Section 3, Order of Business:** The order of business at the Annual Meeting shall be as follows:

- a. Call to Order
- b. Determination of a Quorum
- c. Reading of Minutes of previous Annual Meeting
- d. Financial Report
- e. President's Report
- f. Reports of Standing Committees
- g. Election of Trustees
- h. Other Business
- i. Adjournment.

**Section 4, Quorum:** A majority of the members present and voting shall constitute a quorum.

**Section 5, Franchise:** Every resident of the Town of Ponce Inlet of voting age present at an Annual Meeting shall have the right and be entitled to one vote on each proposal submitted by the Corporation.

**Section 6, Open Meetings:** All meetings of the membership (Annual or Special) shall be open to the public. The chairperson of each such meeting, in his/her discretion, may limit the right of spectators to participate in the deliberations.

## **ARTICLE V, BOARD OF TRUSTEES**

**Section 1, Number of Trustees:** The business, property, and affairs of this corporation shall be managed by a Board of Trustees composed of 17 persons. This number may be increased or decreased (but shall never be less than three (3) at an Annual Meeting). Each Trustee shall hold office for the term for which he/she is elected and until his/her successor is qualified and elected.

**Section 2, Term of Trustees:** The Town Manager (or representative) shall be a perpetual member of the Board of Trustees. The remaining (16) members shall serve staggered terms of four years. At all Annual Meetings, the membership shall elect four members of the Board of Trustees to replace those whose terms have expired, provided that nothing herein shall be construed to prevent the election of a Trustee to succeed himself/herself.

**Section 3, Qualifications:** The Board of Trustees shall be citizens of the United States of America and electors of the Town of Ponce Inlet. All Board members must have been residents of the Town of Ponce Inlet for one year prior to his/her candidacy.

**Section 4, Duties of the Board:** The Board of Trustees of the Community Center shall be responsible for determining the long-term plans, policies and goals of the Corporation. They shall, as ordered in Section 1, Article V, at the Annual Board Meeting elect the officers of the Corporation: i.e., President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary and Treasurer. Nominations may be accepted from the floor with the prior consent of the nominee. The day-to-day affairs of the Corporation may be delegated to the corporate officers by the Board of Trustees.

**Section 5, Quorum:** Eight members of the Board of Trustees present shall constitute a quorum provided that two of the five officers shall be present.

**Section 6, Time of Meetings:** The Board of Trustees shall meet monthly at a time determined by the elected members at the Annual Meeting. Notice of Special meetings of the Board of Trustees shall be a minimum of twenty-four (24) hours notice by telephone and notice on the customary Town bulletin boards.

**Section 7, Vacancies:** Vacancies on the Board of Trustees shall be filled by election by the remaining Trustees. Each person so elected to fill a vacancy shall remain a Trustee to fill out the un-expired term of the departing Trustee.

**Section 8, Removal of Trustees or Officers:** Any Trustee or Officer may be removed by the Board of Trustees whenever, in the judgment of the Board, the best interests of the Corporation will be served thereby, by a two-thirds (2/3) vote of the Board of Trustees. Failure to attend four (4) consecutive Board meetings without a valid excuse shall constitute cause for removal of a Trustee.

**Section 9, Investments and Expenditures:** All investments of funds of the Corporation shall be first approved by the Board of Trustees. All capital projects of \$500 or more require Board of Trustees approval before implementation. All capital projects of less than \$500 shall require Board of Trustees review. All contracts for goods or services shall be approved by the Board of Trustees before being entered into by the Ponce Inlet Community Center, Inc. All non-recurring expense bills shall be reviewed by the Board of Trustees.

**Section 10, Annual Reports:** The President shall present the Financial Report of operation of the Corporation at the Annual Meeting of the membership.

**Section 11, Honorary Membership:** Upon the motion of a member of the Board of Trustees, seconded by another member, and by a three-fourth (3/4) vote at a meeting, Honorary Life Membership can be conferred on

anyone who shall have rendered notable service to the Corporation. An Honorary Member shall have none of the obligations of membership on the Board, but shall be entitled to all of the privileges, except those of making motions, of voting, and of holding office.

## ARTICLE VI, OFFICERS

Section 1, Officers: The officers of this Corporation shall consist of the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary and Treasurer, all of whom shall be members of the Board of Trustees, but not including the Ponce Inlet Town Manager. Each officer shall be elected to hold office for a period of one (1) year. No officers shall receive any salary or other compensation for services rendered to the Corporation.

Section 2, President: The President shall:

- a. Preside at all meetings. In his/her absence a Vice President shall preside.
- b. Make all committee appointments.
- c. Be an ex-officio member of all committees except the Nominating Committee.
- d. Provide accountability to the Town of Ponce Inlet according to the Lease Agreement dated May 6, 1985.
- e. Perform all other duties usually pertaining to the office of President.

Section 3, Vice Presidents: The Vice Presidents shall:

- a. The 1<sup>st</sup> Vice President will assume the duties of the President in event Of absence or incapacity of the President, becomes President upon death, resignation or permanent incapacity of the President. The 2<sup>nd</sup> Vice President shall assume the duties of the 1<sup>st</sup> Vice President at such time as the 1<sup>st</sup> Vice President is working in the capacity of President.
- b. Represent the Ponce Inlet Community Center, Inc., in an official capacity when requested by the President.
- c. Perform all other duties usually pertaining to the offices of 1<sup>st</sup> and 2<sup>nd</sup> Vice President.

Section 4, Secretary: The Secretary shall keep the minutes of all meetings and perform other duties assigned by the President.

Section 5, Treasurer: The Treasurer shall ensure that funds of the Corporation are managed in a responsible manner and that the Corporation operates in a professional ethical manner. He/she shall serve as Chairman of the Finance Committee.

## ARTICLE VII, COMMITTEES

**Section 1, Nominating Committee:** The three (3) member Nominating Committee whose terms will not expire at the end of the fiscal year shall be elected by the Board of Trustees. They shall report a slate of nominees to the Board of Trustees at the September Meeting.

**Section 2, Standing Committees:** There shall be the following standing committees whose members shall be appointed by the President from the Board of Trustees:

- a. Finance Committee
- b. Building and Grounds Committee
- c. Activities Committee
- d. Public Relations and Liaison Committee
- e. Fund Raising Committee
- f. Other Committees as needed.

## ARTICLE VIII, FISCAL YEAR

The Fiscal Year of the Corporation shall be 1 October through 30 September. The term of office for Trustees and Officers shall be 1 October through 30 September.

## ARTICLE IX, RULES OF ORDER

“Roberts Rules of Order, Revised” shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws.

## ARTICLE X, AMENDMENTS

Approved June 6, 1985

Amended October 18, 1988/s/ Elizabeth Bowers, President

Amended June 20, 1989 /s/ Elizabeth Bowers, President

Amended March 13, 1990 /s/ Carolyn Sprague, President

Amended December 8, 1990 /s/ Carolyn Sprague, President

Amended March 3, 1992 /s/ Elizabeth Bowers, President

Amended February 10, 1993 /s/ Vivian Girolami, President

Amended July 13, 2004 /s/ Susie Hagey, President

Amended June 13, 2006 /s/ Susie Hagey, President