

**VICTORIA GARDENS WOMEN'S CLUB, INC.  
BYLAWS  
AMENDED AND APPROVED MARCH 1, 2024**

**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, include 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.

### **ARTICLE 3 - OFFICES**

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

Off-site storage of items collected to be donated to various charities supported by VGWC is located at Morningstar Storage, 2201 Golf Club Drive, DeLand, Florida 32704.

### **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.

### **Emeritus Members**

Emeritus VGWC Members are highly respected individuals who have served the VGWC for a significant period of time and have contributed to the success of the organization but have moved out of the community. They have remained connected to the organization in an advisory or honorary capacity. These members must pay annual dues and may attend events, as well as serve on committees but may not serve on 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 the VGWC and shall delegate to the Committees and the 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 shall consist of the President, Vice President, Secretary and Treasurer and those designated as Directors of the VGWC's Standing Committees. (See Article 6 for duties of officers.)

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 nominations of new and renewing Board members in May of our fiscal/membership year. In addition nominations from the general membership shall be considered by announcing vacancies at meetings prior to the May meeting. In cases where there are more than one person running for an office, a vote shall be conducted prior to announcing the new slate of officers at the May meeting.

**Board Term**

All appointment to the Board shall be for a term of two (2) years. No person shall serve more than two (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 one (1) additional year (s). No person shall serve in the same Board position or more than four (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 two (2) years have passed since the conclusion of such Boar member's service.

Any vacancy on the Board may be filled by a simple majority of the Directors then in office, whether or not the number of Director 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 resignations shall take effect upon receipt thereof, and the acceptance of such resignations shall not be necessary to make it effective.

**Board Removal**

A Board member may be removed, with or without cause, at a 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 regulate meetings Amy 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 seven (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 delivers 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 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 one (1) officer shall 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 the 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 assigned to them at their discretion. All four officers will be included as signatories on bank and official documents and two (2) 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 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 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 for VGWC to remain active as a corporation, as well as submit 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 customarily include 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 shall submit the required Annual Tax Forms to the Federal Government to maintain VGWC's 501(c)(3) tax example status. The Treasurer shall ensure that disbursements of any kind have the requisite signatures of at least two (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 quorum is present, to 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 website.

### **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 applications 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, 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 to 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 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 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 Volusia in the State of Florida

SIGNED \_\_\_\_\_  
President Vice President

\_\_\_\_\_  
Secretary Treasurer