

BYLAWS, DESTIN SNOWBIRDS INCORPORATED

ARTICLE 1: PURPOSE OF THE CLUB

The purpose of the Destin Snowbirds, Incorporated is to promote social activities for goodwill and friendship among the winter visitors and residents in the Destin area.

ARTICLE 2: HEADQUARTERS

The headquarters and main office of the Destin Snowbirds, Incorporated shall be in the area of Destin, Florida, and designated by the Board of Directors.

ARTICLE 3: MEMBERSHIP

SECTION 1: QUALIFICATIONS OF MEMBER(S)

Any person visiting the Destin area may become a member.

The number of members may be limited by a vote of the Board of Directors.

A member who establishes permanent residence in the Destin area and pays the membership fee may be grandfathered in as a member.

It is further understood that a local resident who has retired can enrich the Club by active participation in Club activities, attending meetings, and volunteering to help the members of the Club better connect with the community. In such cases, membership may be extended to individuals who have an interest in supporting the Club.

SECTION 2: DUES

The Board will determine the annual membership dues each year prior to the Annual General Membership meeting.

SECTION 3: PAYMENT OF DUES

A member will pay dues annually upon registration into the Club for the winter season.

SECTION 4: TERM OF MEMBERSHIP

A membership is for the fiscal year, which ends March 31, unless membership is terminated by resignation or for other reasons.

SECTION 5: LIFETIME MEMBERSHIP

Lifetime Membership will be granted by the Board to Past Presidents and their spouses or significant others. Lifetime membership may be granted for meritorious work for a term of four years or longer on the Board and voted on by the current Board.

ARTICLE 4 : VOTING

SECTION 1: Voting

A member shall be allowed one vote.

SECTION 2: Voting and Holding Office

Only a member may vote or hold office in the Destin Snowbirds, Incorporated.

ARTICLE 5: MEMBERS OF THE BOARD OF DIRECTORS

SECTION 1: MANAGEMENT

The affairs of the Club are to be managed by a Board of Directors.

SECTION 2: BOARD OF DIRECTORS

The Board shall be composed of nine (9) elected officers: President; 1st Vice President; 2nd Vice President; Secretary; Treasurer; Publicity Director; Webmaster; and two (2) Members-at-Large. The Immediate-Past President will continue on the Board in an advisory capacity for one year as a non-voting member following his/her year as president. Each elected officer shall be elected for a one (1) year term.

SECTION 3: ATTENDANCE

Members of the Board shall endeavor to attend all meetings of the Board. Any member absent from three (3) consecutive regular meetings of the Board may be removed as a Director for cause by a majority vote of the Board at a regular meeting of the Board.

SECTION 4: NOMINATING COMMITTEE AND ELECTION OF OFFICERS

By the first week of February of each year, the President shall appoint a Nominating Committee of not less than three (3) members of which at least two (2) shall be members on the Advisory Board (Article 6, Section 1). This Committee shall, without delay, nominate at least one (1) member of the Destin Snowbirds for each officer position.

The Committee shall present a slate of candidates for election at a general meeting prior to the Annual General Membership meeting and request additional nominations from the floor. All nominees must indicate orally or in writing to the President his/her willingness to serve.

A voice vote will be taken at the Annual General Membership meeting.

Each member of the new Board shall assume his/her position following the election at the Annual General Membership meeting of each fiscal year.

ARTICLE 6: DUTIES OF OFFICERS

SECTION 1: PRESIDENT

The President shall administer the affairs of the Club and preside at meetings of the membership and of the Board. The President shall be an ex-official member of all

committees. The President shall sign all conveyances of real property of the Club. The President shall be in charge of the Club Seal.

SECTION 2: 1st and 2nd VICE PRESIDENTS

The Vice Presidents shall assist the President in administering the affairs of the Club and shall serve in the President's place at meetings of the Board or membership meeting in the absence of the President or when so requested to perform other duties.

SECTION 3: PUBLICITY DIRECTOR

The Publicity Director shall be responsible for dissemination of information to the membership regarding club activities. The duties shall include media coverage.

SECTION 4: SECRETARY

The Secretary shall keep the minutes of all business meetings, the Annual General Membership meeting, and meetings of the Board. The Secretary shall handle official correspondence of the Club and shall be under the supervision of the President.

SECTION 5: TREASURER

The Treasurer shall keep an accurate record of all receipts and disbursements of the Destin Snowbirds, Inc. and shall participate in the annual audit. All funds of the Club shall be deposited in accounts approved by the Board. Persons responsible for disbursement of monies from the accounts approved by the Board shall be bonded.

SECTION 6: WEBMASTER

The Webmaster shall be responsible for maintaining the website. The Webmaster will be responsible ensuring that the server and software are operating accurately, designing the website, generating and revising the web page, replying to user

comments, and examining traffic through the site. The website is the official communication vehicle to communicate information to the members of the organization.

SECTION 7: MEMBERS-AT-LARGE

The Members-at-Large shall assist in monitoring the various programs and social activities and act as a liaison between committees and the Board.

SECTION 8: BOARD OF DIRECTORS

The Board shall implement any resolution duly passed at membership meetings and shall be the direct representation of the membership. All transactions for selling or conveying any property of the Club or for mortgaging or pledging any property of the Club are subject to Article 5, Section 1.

SECTION 9: VACANCIES

The Board shall fill all vacancies among the officers as soon as possible after the vacancy occurs. The appointee shall hold office until the next regular election or a successor has been duly elected for the balance of the unexpired term by a special election.

SECTION 10: PROGRESSION OF AUTHORITY

In the absence of the President, the progression of authority of the Board shall be as follows: First Vice President; Second Vice President; Secretary; Treasurer; Publicity Director; and Webmaster.

ARTICLE 7: ADVISORY BOARD

An Advisory Board to the current Board will consist of the Immediate-Past President and the four most recent Past Presidents and may meet if requested.

ARTICLE 8: MEETING(S)

SECTION 1: PLACE OF MEETING(S)

The membership meetings and meetings of the Board shall be held at a place directed by the President or Board.

SECTION 2: BOARD OF DIRECTORS MEETING(S)

The Board shall hold one regular meeting each month from November through March and other meetings as the President and the Board may from time to time call. The President or three (3) members of the Board concurring may call a special meeting at any time.

SECTION 3: GENERAL MEETING(S)

There shall be at least one business meeting of the general membership annually. This meeting shall be known as the Annual General Membership meeting and shall be held prior to the end of each fiscal year for the purpose of electing officers for the coming season.

Other membership meetings may be called by the President, the Board, or by a petition of not less than 20 percent of the general membership.

ARTICLE 9: FISCAL YEAR

SECTION 1: FISCAL YEAR

The fiscal year begins April 1 and end March 31.

SECTION 2: AUDIT

The Board will complete an internal audit annually at the direction of the President.

ARTICLE 10: EXPENDITURES and REPORTS

SECTION 1: EXPENDITURES

The officers will supervise all expenditures of the Destin Snowbirds, Inc. The Treasurer shall give the financial state of the Destin Snowbirds, Inc. at the Annual General Membership meeting.

SECTION 2: REPORTING

The outgoing President shall make a report to the membership following the Annual General Membership meeting of the accomplishments, achievements and work of the Club for the fiscal year and post the report on the Website.

ARTICLE 11: ADOPTING AND AMENDING BYLAWS

The Board has the authority to make, adopt, repeal or amend the ByLaws as stated in ARTICLES of INCORPORATION by a two-thirds (2/3) majority vote by the Board of Directors.

ARTICLE 12: DISSOLUTION OF THE DESTIN SNOWBIRDS, INC.

The Destin Snowbirds, Incorporated may be dissolved by a two-thirds (2/3) majority vote of the Board of Directors or a two-thirds (2/3) majority at an Annual General Membership meeting.

In the event of dissolution of the Corporation, whether voluntary, involuntary or by operation of law, none of the property of the organization or any proceeds thereof, or any assets of the organization shall be distributed to any member. After payment of debts of the organization, its property and assets shall be given to an organization(s), organized and operated exclusively for charitable, educational, cultural or scientific purposes. The selection of the recipient of Club assets will be selected by the Board.

THESE BYLAWS ARE AMENDED AND APPROVED BY THE BOARD OF DIRECTORS, JANUARY 4, 2019.

Jacquelyn Roberson President
Jacquelyn Roberson
2/23/19 Date

Del D. Spring Witness 2/23/19 Date

Edward J. [Signature] Witness 2/23/19 Date