

**BY-LAWS OF  
SAMPLE ORGANIZATION  
A CORPORATION NOT FOR PROFIT  
(Non-Authoritative)**

**ARTICLE I. NAME**

The name of this corporation, incorporated under the laws of the State of Florida, shall be *NAME OF ORGANIZATION*.

**ARTICLE II. OBJECTIVES**

The objectives and purpose of this corporation shall be set forth in its articles of incorporation.

**ARTICLE III. MEMBERSHIP**

Members shall be admitted to membership pursuant to the requirements set forth in the Articles of Incorporation. There shall be two categories of membership, and they shall be regular and honorary membership. Only regular members shall be permitted to vote at any meeting, and members shall be allowed only one vote and may not exercise such vote by proxy. The immediate past President shall be given a lifetime membership.

**ARTICLE IV. DUES**

**Section 1.** (a) The annual dues payable by each regular member of the corporation shall be *SENDER AMOUNT* individual dues or *SENDER AMOUNT* family dues, (b) To remain in good standing, a member must pay his dues not later than *ENTER DATE* of each year. If payment of the annual dues is not made by *ENTER DATE*, the member will be suspended from membership, until his annual dues are paid. If such dues are not paid by *ENTER DATE*, the member may only be admitted to membership thereafter in the manner provided for the admission of new members.

**Section 2.** All members of school faculty shall be invited to attend all meetings as guests.

**ARTICLE V. OFFICERS**

**Section 1.** The officers of this corporation shall be: President, Secretary, Treasurer, and two (2) Vice-Presidents.

**Section 2.** Any regular member of this corporation shall be eligible to hold any office in the Corporation. School district employees shall not be signatories on any account for support organizations.

**Section 3.** The officers shall be elected from and by the membership at the annual meeting of the corporation. Such election shall be by majority vote of the members present and voting at such meeting. The officers of the corporation shall assume office on *ENTER DATE* and shall hold office for a term of one year or until their successor is elected. The initial officers shall hold office from the date of incorporation until *ENTER DATE*.

**Section 4.** The officers shall perform the following duties:

(a) The duties of the **PRESIDENT** shall be:

(1) To preside at all meetings of the corporation and all meetings of the directors.

- (2) To serve as liaison officer between *ENTER SCHOOL NAME* officials and this club.
- (3) To call such special meetings of the corporation membership and of the directors as may be necessary to the efficient functioning of the corporation.
- (4) To serve as the chief executive officer of the corporation and to perform such duties as are customary to that office.
- (5) To appoint such committees and committee members as are needed to adequately conduct the affairs of the corporation.
- (6) To expedite the business of the club, and authorized spending not to exceed \$50.00 without prior consent of the Board.

(b) The duties of the 1st and 2nd VICE-PRESIDENT shall be:

- (1) To preside over meetings of the corporation and the Board of Directors in the absence of the President.
- (2) To render such assistance to the President as the President may desire.
- (3) To perform such other duties as may be assigned to him from time to time by the Board of Directors or by the membership of the corporation.

(c) The duties of the SECRETARY shall be:

- (1) Keep the minutes of the proceedings of all corporation and Board of Directors meetings.
- (2) Maintain an accurate membership file including membership applications.
- (3) To keep and maintain all files and records of the corporation.
- (4) To perform such other duties as may from time to time be assigned by the Board of Directors or by the membership of the corporation.

(d) The duties of the TREASURER shall be:

- (1) To receive all the dues and other funds paid to the corporation.
- (2) To disburse all funds as directed by the Board of Directors, or President as provided in the By-Laws.
- (3) To keep a complete and accurate account of all funds received and disbursed and to present a report thereof at all corporation meetings.
- (4) To maintain a record of the payment by all members of annual dues and other assessments and to notify in writing all members who are in arrears in the payment of any dues or assessments.
- (5) To deposit all funds of the corporation in such depositories as are approved and to disburse the same only by check executed in such fashion as the Board of Directors or President shall from time to time direct.
- (6) To preserve all financial records for such period of time as the Board of Directors may direct or as may be required by applicable law.

**Section 5.** Vacancies in any office shall be filled by the designation of a successor by a majority of the Board of Directors and such successor shall serve for the unexpired term. However, the directors may, by a majority vote, elect to hold a special election by the membership in order to fill such unexpired term.

**Section 6.** No person may, simultaneously hold two or more offices in the corporation. If a person, while holding an office, shall be elected to another position, he shall resign the position which he holds before assuming the new position.

**Section 7.** No officer, may succeed himself more than three (3) times, but he may be elected to another position in the corporation.

**Section 8.** No related parties (i.e. Husband-Wife) shall hold office in the corporation at the same time.

## ARTICLE VI. DIRECTORS

Section 1. (a) The affairs of this corporation shall be managed by a Board of Directors which shall consist of the President, two (2) Vice-Presidents, Secretary, Treasurer, School Principal, School Athletic Director (booster clubs only), and the immediate past President. The Board of Directors shall conduct the business of the corporation property, assets, and effects and shall from time to time propose such rules, regulations, projects and programs as in its judgment are necessary and proper for the government of the corporation and for the pursuit of the objects and purposes of the corporation, and the board shall exercise such other powers and perform such other duties as the membership of the corporation may from time to time prescribe.

(b) The Board shall expedite the business of the club and is authorized to spend not in excess of \$300.00 without prior consent of the general membership.

Section 2. The directors shall meet monthly, or at such other intervals as is necessary to transact the business of the corporation. The President shall be the chairman of the Board of Directors and the Secretary of the corporation shall be the Secretary of the Board of Directors. The Board of Directors shall meet at the call of the President or upon the call of two-thirds (2/3) of its members. A majority of the members of the Board of Directors shall constitute a quorum. Notice of all special meetings of the Board of Directors shall be given to the members at least twenty-four (24) hours in advance of such meeting. Such notice may be oral or written and may be given by telephone. Vacancies upon the Board of Directors, except for the School Principal and Athletic Director (booster clubs only), shall be filled for the unexpired term by a successor designated by the Board of Directors.

## ARTICLE VII. MEETINGS

Section 1. This club shall hold at least one regular meeting during each school month and shall hold special and regular meetings as the Board of Directors or the membership of the corporation may elect. A regular meeting may be postponed or canceled by a majority of the Board of Directors.

Section 2. A quorum of the membership at any meeting shall consist often percent (10%) of the members or shall consist of fifteen members, whichever is greater.

Section 3. The annual meeting of the corporation shall be the regular meeting held during the month of *ENTER MONTH*.

Section 4. All meetings shall be conducted in accordance with the rules and order of business established by the corporation. In the absence of such rules, meetings shall be conducted in accordance with Roberts Rules of Order, provided, however, that the regular order of business may be suspended by the presiding officer when necessary for the expeditious conduct of the corporation's business.

Section 5. Notice of all special meetings shall be given at least three days in advance of such meeting. Such notice shall be given by the most expeditious means available.

## ARTICLE VIII. ELECTIONS

Section 1. Beginning with the annual meeting held during *ENTER MONTH*, the officers and directors shall be elected at the annual meeting for terms as set forth in Articles V and VI hereof.

Section 2. The President, not later than the *ENTER MONTH* meeting of each year, shall publicly appoint a Nominating Committee of not less than three members. The Nominating Committee shall recommend one or more candidates for each office to the membership at its annual meeting such of those candidates and such additional candidates as it desires to present additional nominations shall be received from the floor. The consent of each candidate nominated must be obtained before such nomination is made.

## ARTICLE IX. COMMITTEES

Section 1. The corporation shall have such special committees as may be needed to insure its efficient operation. Such committees shall be established by the Board of Directors. The corporation shall have the following standing committees: Membership; Parliamentary; Finance; Publicity; Program; and Hospitality. All committee chairman and members shall be appointed by the President.

**Section 2.** The duties of the standing committees shall be:

(a) **Membership:** To assist the secretary in keeping membership records; to conduct membership campaigns and to promote membership in the corporation to the end that all persons interested in *ENTER SCHOOL NAME GROUP* shall become members of the corporation.

(b) **Parliamentary:** The chairman of this committee shall be the club Parliamentarian. This committee shall periodically review the articles of incorporation and shall recommend to the Board of Directors any proposed amendments thereto.

(c) **Finance:** To prepare and submit to the Board of Directors for its approval a budget to cover the operations of the corporation during the forthcoming fiscal year. The proposed budget shall be approved by the Board of Directors and submitted to the membership for its approval at the annual meeting. The Treasurer of the corporation shall be a member of the Finance Committee by virtue of his office. The Finance Committee shall recommend such fund raising activities as may be necessary to fund the budget of the corporation. All such fund raising activities shall be submitted to the Board of Directors for their approval. If the audit is conducted internally, the Finance Committee shall appoint three of its members who shall act as an Auditing Committee and shall audit the books and records of the Corporation at the end of each fiscal year, or at such other times as the Board of Directors may direct.

(d) **Publicity:** It shall be the duty of this committee to properly publicize fund raising projects, meetings of the corporation, activities of the corporation and other events of the *ENTER SCHOOL NAME*. Publicity, respecting events at *ENTER SCHOOL*, shall be supplementary to and conducted so as not to interfere with publicity disseminated or conducted by the school. When necessary, the committee shall notify all members of the corporation of corporation meetings and shall notify the Board of Directors of meetings of the directors, and at the direction of the President or the Board of Directors, the committee shall disseminate such information to the membership as may be necessary.

(e) **Program:** It shall be the duty of the program committee to assist the officers of the corporation in planning and securing stimulating and worthwhile programs for all regular and special meetings. Such programs shall be designed and calculated to keep the members of the corporation aware of *ENTER SCHOOL* activities and of ways and means of promoting and improving the same. Said committee shall administer and submit to the President such items for discussion as may be requested by the membership. Open floor discussion will not be exercised unless the subject for such discussion has been approved and submitted by this committee and placed on the agenda prior to the meeting or introduced by the presiding officer of such meeting.

(f) **Hospitality:** This committee shall be in charge of all social and entertainment events conducted by the corporation, including awards and recognition banquets. All banquets, meals, refreshments, picnics, and similar functions shall be conducted under the supervision of the hospitality committee.

**Section 3:** The terms of all committee members shall be from *ENTER DATE* to *ENTER DATE*

## ARTICLE X. MISCELLANEOUS

**Section I.** Any member of this corporation may be expelled from membership for unethical, improper or disloyal conduct. Charges of such conduct shall be presented in writing to the Board of Directors who, upon receiving such charges, shall promptly investigate the same and upon finding by a majority vote that the charges should be heard, shall set a date and place for a hearing by the board upon the charges. The member charged shall be given a copy of the written charges together with written notice of the time and place of the hearing, not less than seven (7) days prior to the hearing, and shall have the right to be present at the hearing and to present evidence upon the charges. At the hearing, a two-thirds (2/3) vote of the members present and voting shall be necessary for the expulsion of such member.

**Section 2.** All officers and directors shall attend two-thirds (%) of the meetings of the membership and Board of Directors, unless any excess absences are excused by the Board of Directors. Officers and directors may be removed from office for failure to attend to their duties or for any conduct detrimental to the club. If a majority of the Board of Directors finds that any officer or director should be removed from office, they shall request the resignation of such officer or director. If such officer or director refuses to resign, the Board of Directors may recommend to the membership of the corporation that such officer or

director be removed and shall upon making such recommendation, state the grounds of their recommendation in writing. Such officer or director shall be given a copy of such recommendation and shall be given written notice of the time and place of a hearing by the membership upon such recommendation. Such notice shall be given at least seven days prior to such hearing. The officer or director whose removal has been recommended shall have the right to be present at the hearing and to present evidence in opposition to the recommendation. At the hearing, a two-thirds (2/3) vote of the members of the corporation present and voting shall be necessary for the removal of such officer or director.

**Section 3.** The fiscal year of the corporation shall be from *ENTER DATE* through *ENTER DATE*.

## ARTICLE XI. AMENDMENTS

The articles of incorporation of this corporation and the by-laws of this corporation may be amended from time to time by a two-thirds (2/3) vote of the members of the Corporation present and voting at any meeting called for that purpose, provided that notice as described in these bylaws has been given to all members of the character of the proposed amendment, or amendments, to be voted on.

Approved (Revised) this \_\_\_\_\_ day of \_\_\_\_\_, 200\_\_

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary