

**Bylaws of
Swiss American Club of SW Florida, Inc.**

**Article 1
Identification**

The Swiss American Club of SW Florida, Inc. hereafter called the “Club”, a corporation not for profit, incorporated under the laws of the State of Florida, hereby adopts the following Bylaws for its government, management and operation.

Note: Throughout the document the term “he” will be used to indiscriminately refer to “he” or “she”.

**Article 2
Purpose**

The purpose of the Club shall be to encourage greater contact between members of Swiss descent or friends of Switzerland, through organized formal or informal social activities and entertainment within the area of South West Florida, and in addition, to encourage visitors, who only temporarily visit this area, to participate in the social activities.

**Article 3
Membership**

3.1 Individual Membership

- (a) Any Individual over eighteen (18) years of age interested in the promotion of the goals and purposes of the Swiss American Club of SW Florida, Inc. is eligible for membership.
- (b) Candidates shall be elected to membership, upon the recommendation of at least one (1) member in good standing, by a majority vote of the Board of Directors.

3.2 Family Membership

- (a) Application for membership by one member of a family shall, if so requested, entitle both spouses and any minor children named on the application form to enjoy the privileges of a family membership. Each spouse in a family membership shall be accorded the rights and privileges of an individual member.
- (b) Upon reaching the age of eighteen (18), any child participating through a family membership must apply for an individual membership on his own.

3.3 Rights and Duties

Members of the Club shall have such rights and duties as set forth by statute, the Articles of Incorporation and these Bylaws.

3.4 Dues

- (a) Annual membership dues and the date due shall set forth in the Standing Resolutions.
- (b) No member shall be in good standing or be qualified to exercise or receive any privilege of membership who is in default of dues or other charges for a period of ninety (90) days.

3.5 Resignation or Revocation

- (a) A member may withdraw from the Club after fulfilling all obligations to it by written notice to the President or Secretary.
- (b) Any member who fails to conform to the Bylaws of the Club or to the accepted standards of membership may have his membership revoked by a vote of two-thirds (2/3) of all members of the Board of Directors.
- (c) Any member removed from the rolls of membership may be reinstated by the method prescribed in the Bylaws for the admission of new members.

3.6 Honorary Membership

- (a) A member who has rendered outstanding service to the Club, and whose name shall be proposed by the Board of Directors and confirmed by a majority vote of the members at the Annual Meeting. Honorary Members pay no dues and have all the privileges and obligations of active members.

Article 4 Meetings

4.1 Annual Meeting

- (a) An Annual Meeting of the membership shall be held for the purpose of electing Officers and/or Directors of the Club, receiving reports from the Officers and Auditors, and conducting any other business stated in the notice of the Annual Meeting.
- (b) The Annual Meeting shall be held within one-hundred-twenty (120) days after the closing of the fiscal year at such date, time and place within the State of Florida as determined by the Board of Directors.

4.2 Special Meetings

Special Meetings of the membership for any purpose may be called by the President or the Secretary upon the resolution of the Board of directors or by the written request of ten percent (10%) of the members in good standing.

4.3 Notice of Meetings

- (a) A written notice stating the date, time and place of the meeting and business to be considered shall be given to each voting member at his US address as it appears on the records of the Club.
- (b) Notice of the Annual Meeting shall be given not less than thirty (30) days before the date of the meeting.

4.4 Voting and Quorum

- (a) Each member shall be entitled to one (1) vote, not to exceed two (2) votes per family membership.
- (b) The number of members present at any meeting shall constitute a quorum for election and/or the transaction of any business at the meeting.
- (c) All elections and other business shall be decided by a simple majority vote of those members present, except as otherwise provided by these Bylaws.
- (d) Votes will be cast by voice. However, upon request of any member, the vote on elections or any other business before the meeting shall be by written ballot. This request shall be decided by a majority vote of those members present.
- (e) There shall be no voting by proxy or by absentee ballot.
- (f) An alphabetical list of members entitled to vote at any meeting shall be kept at the place of the meeting during the whole time thereof.

Article 5 Board of Directors

5.1 Composition and Responsibilities

- (a) The Board of Directors shall consist of the Directors. There shall not be fewer than three (3) nor more than nine (9) Directors, each of which shall also be a member-at-large.
- (b) All Directors must be members in good standing.

- (c) The Board of Directors shall manage the affairs and exercise all lawful powers of the Club.
- (d) The Board shall meet whenever necessary to conduct the business of the Club. Voting and quorum at the Board meetings shall be in accordance with Article 4.4. (a) through 4.4. (e).

5.2 Elections

At Annual Meetings of the members, the members shall elect the Directors and the President.

5.3 Term of Office

- (a) A term of office for each Director consists of two (2) years.
- (b) Members of the Board of Directors are not limited to the number of terms that they may serve in the same office. Members of the Board of Directors may also hold a position as officer.

5.4 Vacancies

- (a) A Director may resign by giving written notice to the President or Secretary.
- (b) A Director may be removed from office by a majority vote of members present at a Special Membership meeting called for that purpose or by a majority vote of the Board of Directors whenever, in the judgment, the best interests of the Club will be served by the removal.
- (c) During any period when there is a vacancy on the Board of Directors, the remaining Board Members shall have full authority to act during that period, even though there may be less than the minimum number of Directors as specified by these Bylaws.
- (d) When a vacancy occurs on the Board, it shall be filled either by Presidential appointment with approval by the Board of Directors or by election of a new Director at a Membership meeting.
- (e) The person so selected shall then hold office for the remainder of the term of the vacating Director.

Article 6 Officers

6.1 General

- (a) The Officers of the Club shall be a President, a Secretary, and a Treasurer. If the Board of Directors deems it necessary or advantageous to the Club, it may also elect a Vice-President.
- (b) All Officers must be members in good standing.

- (c) The Officers shall manage the day-to-day affairs of the Club under the direction of the Board of Directors, and shall have the duties set forth herein below.

6.2 Elections

The officers shall be elected by the Board of Directors at annual meetings of the Directors.

6.3 Term of Office

- (a) A term of office for each Officer consists of two (2) years.
- (b) Officers are not limited to the number of terms that they may serve in the same office.
- (c) Only one position as officer may be held at any time by any individual.

6.4 Vacancies

- (a) An Officer may resign by giving written notice to the President or Secretary or the Board of Directors.
- (b) An Officer may be removed from office by a majority vote of the Board of Directors whenever, in the judgment of the Directors, the best interests of the Club will be served by the removal.
- (c) The replacement for any officer who thus resigned or was removed shall then hold office for the remainder of the term of the vacating officer.

6.5 President

The president is the head of the Club and has the responsibility for the general supervision of the affairs of the Club. He shall represent the Club at all official functions. He shall oversee the keeping of a chronicle of all events and the publication of newsletters and other documents. The President is responsible to the Board of Directors and shall preside at each meeting of the Board of Directors and of the Members. At each meeting, he shall present a report of affairs of the Club since the preceding meeting and shall perform whatever other duties the Board of Directors designates.

6.6 Vice President

If the Board of Directors chooses to elect a Vice President, the Vice President shall assist the President in the discharge of his responsibilities. In the absence or disability of the President, the Vice President shall perform the duties and exercise the power of the President. He shall perform such other duties and have such other powers as the President or Board of Directors designates.

6.7 Secretary

The Secretary shall keep the minutes of meetings of the Board of Directors and of the Members, and have charge of the minute books and the Seal of the Club. He shall conduct the correspondence, maintain a complete and current file of the membership, and perform other duties as the President or the Board of Directors designates.

6.8 Treasurer

The Treasurer shall be responsible for the Bookkeeping and Accounting of the Club's funds. He shall notify members of their dues and be responsible for the collection of any other money owed to the Club. He shall disburse funds under direction of the President and the Board of Directors. He shall prepare in writing and distribute to the members an Annual Financial Report and other financial reports as directed by the President and Board of Directors. The Books of the Treasurer shall be audited at the end of each fiscal year in accordance with Article 9, Section 9.6.

Article 7 Special Committees

Committees may be appointed by the Board of Directors at any time, as needed to conduct the Club's activities or business.

Article 8 Special Committees

8.1 Nominating Committee

The Nominating Committee shall be appointed by the President and approved by the Board of Directors at least ninety (90) days prior to the Annual Meeting. The committee shall consist of three (3) members in good standing. No member of the Committee shall be eligible to serve for more than two (2) consecutive terms. No member of this Committee shall be eligible to be a nominee. It shall be the duty of this Committee to nominate a candidate for each upcoming vacant office. The Committee's report shall be delivered to each member of the Club at least fifteen (15) days prior to the Annual Meeting.

8.2 Additional Nominations

At the Annual Meeting, any member may offer additional nominations from the floor if consent of those nominees has been secured.

Article 9
Finance

9.1 Fiscal Year

The fiscal year of the Club shall begin on the first (1) day of January and end on the thirty-first (31) day of December.

9.2 Annual Dues

The Annual Dues shall be specified in the Standing Resolutions.

9.3 Remuneration

No Officer, Director or Member of the Club shall receive compensation for duties performed on the Club's behalf; he shall do so on a voluntary basis. However, he may be reimbursed for all reasonable expenses involved.

9.4 Accounts

The funds of the club shall be deposited with a bank or in a money market account. All checks or demands for money and notes of the Club shall bear two signatures, and may be signed by any of the following officers: President, Vice President (if any), Secretary, and Treasurer. All disbursements must be documented.

9.5 Petty Cash

A Petty Cash Fund may be maintained in an amount specified in the Standing Resolutions. All disbursements must be documented.

9.6 Annual Audit

An Annual Audit of the financial records shall be accomplished prior to the Annual Meeting. At least thirty (30) days prior to the Annual Meeting, the President is to appoint one (1) member from the Board of Directors (excluding the Treasurer) and two (2) members from the membership at large to perform the Annual Audit. It shall be the duty of the Auditors to review, at least ten (10) days prior to the Annual Meeting, the financial statements of the Club and to submit their report to the membership at the Annual Meeting.

9.7 Financial Liabilities

No Officer, Director or Member may bind the Club in any matter except within the normal operations of the Club and within the budgets prepared and approved by the Board of Directors.

Article 10
Legal

10.1 Registered Office and Agent

The initial registered office and agent of the Club are set forth in the Articles of the Club. The office and agent may be changed or additional offices may be established within the State of Florida as the Board of Directors may determine are needed.

10.2 Inspection of Books

All books and records of the Club may be inspected by any member at any reasonable time.

10.3 Seal

The Corporate Seal shall be in such form as the Board of Directors may determine. In the event that it is inconvenient to use the Corporate Seal, the word “Seal” or “Corporate Seal” enclosed in parenthesis or scroll shall be deemed to be the Corporate Seal.

10.4 Signing

The signing authorities of the Club shall be the President, Vice President (if any), Secretary, and Treasurer. Any document requiring official endorsement shall be deemed to have been duly signed when it bears the recognized signature(s) of the required Officer(s).

10.5 Name

The name “Swiss American Club of SW Florida, Inc.” or other name, nicknames, or insignia of the Club shall not be used for any purpose other than authorized by the Board of Directors.

10.6 Liability

No member of the Club shall personally be liable for any debts, liabilities, and/or obligations of the Club.

Article 11
Amendments to the Bylaws

11.1 Procedure

The Bylaws of the Club may be altered, amended or replaced, and new Bylaws may be adopted by the members at any Annual or Special Meeting of the membership by a two-thirds (2/3) majority vote of those attending. Notice of such alteration, amendment or repeal must be submitted in writing to each member with the notice of the meeting.

11.2 Effectivity

Any amendment(s) to the Bylaws will become effective thirty (30) days after approval by the members and shall be dated accordingly.

Article 12 Procedures

All meetings of the Club and all other matters of practice and procedures not otherwise specified herein shall be governed by the Robert's Rules of Order.

Article 13 Certificate of Secretary

I certify that I am the Secretary of the Swiss American Club of SW Florida, a Corporation formed in the State of Florida, that I am duly authorized to make this certification, and the attached Bylaws are true and correct copy of the Bylaws duly adopted by the members at the 1st Annual Meeting of the Club on November 25, 1998.

Date: November 25, 1998

R. Inderbitzin
Secretary

Amendments

1. New Section 3.6. Honorary Membership,
Amended and approved at Annual Meeting of the Membership, March 8, 2015
2. Modified Section 4.4 (b) Voting and Quorum
Amended and approved at Annual Meeting of the Membership, March 13, 2016

STANDING RESOLUTIONS

(Attachment to the Bylaws of the Swiss American Club of SW Florida)

Adopted March 8, 2015

RESOLVED, that Annual Membership dues shall be (effective from January 1, 2016):

- \$ 30.00 for Individuals
- \$ 40.00 for couples
- \$ 50.00 for families with children under the age of 18