

THE SOUTH FLORIDA EMERALD SOCIETY, INC.
BY-LAWS
AND
STANDING RULES
2004-2005

ARTICLE I - NAME

The name of this organization shall be "THE SOUTH FLORIDA EMERALD SOCIETY, INC." Hereinafter it shall be referred to as "the Society."

ARTICLE II - CONDUCT AND ACTIONS

These Bylaws shall govern the conduct and actions of the Board of Directors of the Society in conducting the business of the Corporation. Should any provision in these Bylaws conflict with the Articles of Incorporation, the Articles of Incorporation shall prevail. Should any provision of these Bylaws conflict with statutory requirements, the illegal provision alone shall be deemed stricken, and the remaining provisions of these Bylaws shall continue to control the Board of Directors.

ARTICLE III - PURPOSE

The South Florida Emerald Society is organized for benevolent purposes, to encourage among its members a friendly spirit of mutual cooperation, to promote the general welfare of those of Irish ancestry and to perpetuate the glories of Ireland. The purpose of the Society shall be to serve the community for local charitable and educational purposes.

ARTICLE IV - MEMBERSHIP

Section 1

Any person interested in the purpose of this Society and fulfilling the requirements of these By-Laws and Standing Rules may be invited to become a member of this Society.

Section 2 - Categories of Membership

A. Dues-Paying Members

ACTIVE

An active member is a dues-paying member of Irish ancestry who has all privileges and obligations of membership. Each active member in good standing shall have the right to vote, to hold office, and to participate in Society activities including attending all social functions. Each active member must fulfill the obligations of these By-Laws, Standing Rules, and the policies adopted by the Board.

FRIENDS OF THE EMERALDS

A Friend of the Emeralds member is a dues-paying member, not of Irish ancestry, whose only obligation is the timely payment of dues. Friends of the Emeralds shall not hold elected office in the Society or vote in the Society's elections.

B. Non-Dues Paying Members

HONORARY

In recognition of personal commitment and extraordinary contribution to the purpose of the Society, the Board of Directors may confer honorary membership upon an individual. Honorary members shall not hold elected office in the Society or vote in the Society's elections.

Section 3. Procedures for Application for Membership and Changes of Status

A. Dues-Paying Members

1) ACTIVE

Applications for active membership shall be presented in writing to the Membership Chair. Each applicant must be sponsored by one active member. The Membership Chair shall present all applications to the Board at a monthly Board Meeting. Membership is conferred by a majority vote of the members of the Board in attendance and upon receipt of annual dues and initiation fee. Renewal of active member status will be conferred each year upon receipt of annual dues.

2) FRIENDS OF THE EMERALDS

Applications for Friends of the Emeralds membership shall be presented in writing to the Membership Chair. Each applicant must be sponsored by one active member. The Membership Chair shall present all applications to the Board at a monthly Board Meeting. Membership is conferred by a majority vote of the members of the Board in attendance and upon receipt of annual dues and initiation fee. Renewal of Friends of the Emeralds member status will be conferred each year upon receipt of annual dues.

B. Re-Application for Membership

Any former member whose membership has lapsed may apply for membership in the same manner as a non-member. Initiation fee shall be waived.

Section 4. Dues

- A. Annual membership fees, as determined by the Board, are due on January 1st.
- B. Failure to pay annual membership fees shall result in forfeiture of membership privileges.
- C. Members who join during the second half of the calendar year may pay pro-rata dues for the following calendar year.
- D. Dues paid and accepted are not refundable.

Section 5. Resignation

If a member in good standing wishes to resign from the Society, a letter of resignation must be presented to the Board, whereupon the resignation shall be accepted.

Section 6. Expulsion of Members

- A. In addition to termination of membership otherwise provided for in these By-Laws, a member may be expelled from the Society by the Board for any of the following:
 - 1. Failure to fulfill the obligations of these By-Laws, Standing Rules, and/or policies adopted by the Board; or
 - 2. Engaging in conduct detrimental to the Society.

B. Expulsion shall be considered by the Board upon written petition by three (3) active members presented to the President and the Membership Chair. A member recommended for expulsion shall be invited to appear before the Board to respond to the petition. Witnesses may be permitted to appear before the Board at that time. The member shall be expelled by a two-thirds (2/3) vote of the Board present and voting.

Section 7. Fiscal Year

The fiscal year shall be from January 1st through December 31st each year.

ARTICLE V - OFFICERS

Section 1. Officers

The elected officers shall be: a President, a First Vice-President, a Second Vice President, a Recording Secretary, a Treasurer, and a Historian. The foregoing officers and the Immediate Past President shall be voting members of the Board. The President shall appoint a Corresponding Secretary, Membership Director, Contributions Director, Publications Director, Social Director, Communications Director, Public Relations Director, Sergeants-of-Arms, and Parliamentarian. Persons holding appointed positions shall be ex-officio members of the Board and shall not vote at Board meetings unless they also hold an elected office.

With the approval of the Board, the President may appoint additional administrators and stewards who shall be ex-officio, non-voting members of the Board. No member may hold more than one (1) voting position on the Board at a time. The President shall vote only to break a tie.

Section 2. Nominating Committee

The President shall appoint a Chair and two members of the Nominating Committee.

Section 3. Elections

Officers and Directors shall be elected in February by ballot. Six directors (1/3 of the Board) shall be elected each year for three year terms. In every election for Officers and Directors, every active member shall have the right to cast one vote for a candidate for each office or vacancy on the Board of Directors. No one may cast more than one vote for each office or vacancy on the Board. The ballot shall list the offices in the order in which the offices are listed in Section 1. At the March Board Meeting, the chair of the Nominating Committee will announce the results of the election. A majority of those board members present and voting shall confirm the results of the election

Section 4. Assumption of office

The officers shall assume their Board duties at the April meeting.

Section 5. Vacancies

All vacancies in appointed positions shall be filled by the President with the approval of the Board. Vacancies in the elected offices shall be filled by majority vote of the remaining Board to serve until the next election. At the next election, appointed Board members may run for the remainder of the unexpired term or for a full three year term. Unless elected to an Executive office, Board members must retire from the Board for at least one year at the end of their three years on the Board.

ARTICLE VI - DUTIES OF OFFICERS

Section 1.

The President shall:

- a. Preside at all meetings of the Society and the Board.
- b. Place on the agenda of the April Board meeting the following items of business:
 1. Fundraising programs and budgets.
 2. Plans for membership drive.
 3. Other pertinent Society business.
- c. Submit a budget for the officers and committee chairpersons no later than the May Board meeting.
- d. Appoint the chairpersons and committee members of all committees, except as otherwise provided for by these By-Laws.
- e. Sign checks, warrants, contracts, and all legal documents representing the Society.
- f. Serve as member of all committees, with full voting privileges, and counted in the committee's quorum.
- g. Is the official representative of the Society where necessary.
- h. Call special meetings of the Society and of the Board when deemed necessary.
- i. Submit a calendar of events, dates, social functions and fund-related events to the Board for approval.
- j. Notify any officer whom is not fulfilling the duties of his/her office in a timely and satisfactory manner, and, if necessary, bring the matter before the Board for action.
- k. Present proposals for Board and General Meeting locations for the following year to the Board.
- l. Review the Treasurer's reports on a monthly basis.

Section 2

The Immediate Past President shall:

- a. Serve as advisor to the President and Chair of the Board.

Section 3.

The First Vice-President shall:

- a. Preside at all meetings in the absence or inability of the President.
- b. Assume all other duties of the President in the temporary inability of the President.
- c. Serve as Chair of at least one of the Standing Committees of the Society.
- d. Perform other services as required by the President.
- e. Represent the Society at any and all functions to which the Board deems necessary

Section 4.

The Second Vice-President shall:

- a. Serve as President in the temporary absence or inability of the President and First Vice-President.
- b. Serve as Chair of at least one of the Standing Committees of the Society.
- c. Perform other services as required by the President.
- d. Represent the Society at any and all functions to which the Board deems necessary.

Section 5.

The Recording Secretary shall:

- a. Record the proceedings of all meetings of the Society and Board.

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- b. Keep in a separate record book a copy of the By-Laws and Standing Rules and Policies adopted by the Board.
- c. Be custodian of all records of the Society unless assigned to other members.
- d. Be responsible for keeping attendance records at all Board and General Membership meetings.
- e. Notify the President of the unexcused absence of any Board member from three (3) Board meetings.
- f. Distribute copies of the minutes of the last meeting at each monthly meeting of the Board. Email minutes to the liaison to the webmaster, after they have been approved by the Board.
- g. Prepare a summary of the minutes for the newsletter.

Section 6.

The Treasurer shall:

- a. Collect and be oversee all funds of the Society.
- b. Maintain checking and interest-bearing accounts for such funds.
- c. Sign, with the President, First Vice-President, Second Vice-President, Recording Secretary or other designated board member (see Article V, Section 1c.), all checks and documents required by the Fund Treasury.
- d. Send written notice of dues amounts and deadlines to all dues-paying members in December.
- e. Prepare a list of all members whose dues are current at Board meetings.
- f. Send reminder notices each April to members whose dues are delinquent.
- g. Prepare a Society budget.
- h. Prepare the Society's financial reports.
- i. Submit the Society's financial reports to the Board at regularly scheduled meetings.
- j. Present a year-to-date financial report to the Board at the last meeting of the year.
- k. Provide all financial records to an Accountant at the close of the calendar year and at such times as may be required.
- l. Oversee the filing of timely tax returns

Section 7.

The Historian shall:

- a. Keep a permanent record of the achievements of the Society in a chronological manner using photographs, newspaper clippings and typewritten records.
- b. Maintain membership roster.

Section 8.

The Membership Director shall:

- a. Serve as Membership Chair and prepare and present membership application forms and selection procedures to the Board for approval.
- b. Present all membership applications to the Board at regularly scheduled Board Meetings. Immediately notify all applicants of the Board's decision.
- c. Present all requests for change of membership status to the Board for approval and notify the members of the Board's decision.
- d. Plan a membership drive function for all applicants and members.
- e. Educate new members as to the rights and responsibilities of membership and the traditions of the Society.
- f. Immediately notify, in writing, all members whose membership is terminated.

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- g. Send written notice of dues amounts and deadlines to all dues-paying members in December.
- h. Assist the treasurer in keeping the membership database current.

Section 9.

The Publications Director shall appoint active members to:

- a. Serve as Directory Chair and arrange for publication of the Directory.
- b. Serve as Newsletter Editor.

Section 10.

The Contributions Director shall:

- a. Serve as Fundraising Chair.
- b. Present proposed Fundraiser activities to the Board.
- c. Propose a date and place for the Annual Christmas Event to the Board.
- d. Present a proposed fundraising budget to include prize and admission policies to the Board.
- e. Hold an orientation meeting regarding the annual Christmas Event for all members of the Fundraising committee.
- f. Serve as Chair of the annual Christmas Event. In this capacity:
 - 1. Be responsible for the administration and implementation of the Annual Christmas Event activities, including the securing of space to hold the event.
 - 2. Distribute guidelines for the presentation of the Annual Christmas Event activities.
 - 3. Prepare an Annual Fundraiser budget and present it to the Board for approval.
 - 4. Submit a financial report regarding the Annual Christmas Event to the Board at the first meeting following the Christmas Event.
- g. Serve as Assistant Chair the following year to assist the new Contributions Director.

Section 11.

The Public Relations Director shall, with the approval of the Board:

- a. Be responsible for all publicity related to the Society.
- b. Present a timetable to the Board regarding release of information to print and broadcast media.
- c. Prepare and release information
- d. Coordinate all other types of publicity and public service information.
- e. Coordinate publicity and marketing efforts with the Contributions Chair and other directors of the board.

Section 12.

The Parliamentarian shall:

- a. Advise the President, other officers, and members on parliamentary questions.
- b. Serve on the By-Laws Committee.
- c. Prepare copies of revisions to the By-Laws for distribution to the Board.
- d. Prepare and distribute copies of the By-Laws to interested members.

Section 13

The Communications Director shall:

- a. Be responsible for notifying all active, Friends of the Emeralds, and honorary members, when appropriate, of all events of the Society.

Section 14.

The Social Director shall:

- a. Select sites for monthly social meetings in concert with board of directors.
- b. Co-ordinate occasional joint meetings with other community organizations having similar objectives.
- c. Assist the chairs of the Christmas event and other activities to make arrangements for entertainment.

Section 15

Reports of Officers

- a. All officers shall report at each meeting of the Board.
- b. Every officer shall provide the President with a copy of each correspondence or publication made to non-Society members on behalf of the Society.
- c. All officers shall deliver a completed file to their successors; the Treasurer shall supply the successor Treasurer with files and copies of all financial records of the Society.

ARTICLE VII - MEETINGS

Section 1. Annual Meeting

The annual meeting of the Membership shall be conducted in May at the principal office of the Society or any place designated for the annual member's meeting. Fourteen days prior to the annual meeting, notice of meeting shall be sent to all members whose dues are current. Officers and Directors will be installed at the annual members meeting. Immediately following the meeting, the Directors shall conduct any business declared in the notice of the annual meeting and delivered in compliance with these bylaws.

Section 2. Monthly Board Meetings

The Board shall meet the first Thursday of each month. If the date is a legal holiday, then the regular monthly meeting shall be held on the following Thursday or at the discretion of the Board.

Section 3. Notice

Notice of any change of meeting dates shall be delivered to the Directors as soon as the change is known.

Section 4 Quorum

A quorum necessary to the entertainment of business shall be a majority of the voting Board members.

Section 5. Social meetings

Regular social meetings shall be scheduled by the Social Director as established by a calendar approved by the Board.

Section 6. Special meetings

- a. Special meetings may be called by the President or by three (3) members of the Board. Special meetings of the Board may be held at any location specified in the notice of the special meeting at any time. A special meeting may be held at any time and place, without call or notice, when all authorized Directors are present at a meeting of the Board.

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- b. Notice of Special meetings must be delivered to all Officers and Directors by mail, facsimile or email no less than 3 days prior to the meeting.

Section 7. Proxies

Proxies executed in writing by a member shall be allowed. No proxy shall be valid if the date of execution is either undated or more than 3 months from the date of its intended use.

Section 8. Conduct at Meetings

At every meeting the members shall act civilly. The Recording Secretary shall handle all duties of the Secretary; all meetings will be under the direction of the President.

Section 9. Schedule

The following items of business shall be presented to the Board of Directors at the following meetings:

- a. January (first meeting after primary Fundraiser) - financial report of Christmas event; proposed Christmas event budget for coming year. Selection of Nominating Committee members.
- b. February - Elections; announcement of meetings location.
- c. March - Announcement of new officers.
- d. April - Show financial report; budget, date, and place of Annual Christmas event; presentation and selection of beneficiary (ies).
- e. May - By-Laws revisions; election of members to Advisory Committee. Installation of officers at the annual membership meeting.
- f. June - Deadline for choosing a place and entertainment for the Annual Christmas event.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Number of Directors

The Board shall consist of six officers: President, First Vice President, Second Vice President, Recording Secretary, Treasurer, and Historian. The Immediate Past President shall be honorary Chair of the Board. There shall be 18 elected directors. Six directors shall be elected each year to three year terms. Directors may serve dual roles as Officers during their three year terms, but no Board member may have more than one (1) vote on the Board

Section 2. Vote Required for Action

When a majority of the voting Board members are present at a meeting, there will be a quorum, as provided by the Bylaws. After a quorum has been established, a majority vote shall be mandatory for any actions taken at that meeting to be officially declared binding upon the Society.

Section 3. Duties

The Board shall:

- a. Transact all business of the Society.
- b. Fill vacancies in the elected offices.
- c. Approve the appointments made by the President.
- d. Be responsible for all membership decisions.
- e. Amend and adopt minutes.
- f. Approve or amend proposed budgets. No line item in any budget may exceed 10% of the proposed amount for that item without approval of the Board. Non-budgeted items must receive prior Board approval before the expenditure is made.

- g. Approve non-budgeted items.
- h. Present recommendations and policies to the membership when necessary.
- i. Have the power to remove from the Board any member who misses three (3) consecutive Board meetings by a majority vote of the members of the Board present and voting.

ARTICLE IX - COMMITTEES

Section 1. Standing Committees

The Standing Committees of the Society shall be Advisory, By-Laws, Social, Membership, Nominating, Communications, Publications, Contributions, Public Relations, and such others as deemed necessary

Section 2. Duties of the Standing Committees

a. ADVISORY

Board shall act as an Advisory Committee, the purpose of which is to provide stability in guiding the Society from year to year. The Committee shall review and investigate legal, financial and technical matters and propose the amount and designated purpose of the Society's donations to its charities.

b. BY-LAWS

1. The By-Laws Committee shall consist of a Chair and two (2) members appointed by the President. The Parliamentarian shall be one of the members of this committee.
2. The Committee shall be responsible for presenting necessary changes in the By-Laws and Standing Rules.
3. The Committee may make editorial changes to the By-Laws with approval of the Board.

c. MEMBERSHIP

The Membership Committee shall consist of the Membership Chair, the Second-Vice President and three members of the Board who shall be appointed by the President.

d. NOMINATING

1. The Nominating Committee, consisting of three (3) members, shall be selected by the procedure outlined in ARTICLE V, Section 2. It shall consider the qualifications of persons to be nominated.
2. This Committee shall present names of interested candidates for each elected office at the elections meeting.
3. This Committee shall prepare ballots and act as tellers for elections of officers.

e. COMMUNICATIONS

The Communications Committee, shall consist of the Communications Chair and interested members. The chair will notify members of meetings and events. The committee members shall assist the chair as needed.

f. PUBLICATIONS

The Publications Committee, appointed by the President, shall follow the guidelines set by the Board regarding proofing of information to be included in the external and internal publications, and correspondence.

h. CONTRIBUTIONS

1. The Contributions Director, appointed by the President, shall serve as chair of the committee.
2. The President shall appoint three (3) additional members with the approval of the Board.
3. The committee shall assist the Contributions Director in planning and implementing fundraising activities.

ARTICLE X - PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall govern the proceedings of this Society in all cases to which they are applicable and in which they are not inconsistent with the By-Laws and Standing Rules of the Society.

ARTICLE XI - AMENDMENTS

These By-Laws may be amended at regular Board meetings or special meetings called for that purpose, upon written notice of the proposed amendment(s) mailed at least ten (10) days prior to the meeting. A two-thirds (2/3) vote of the active members voting is necessary for amendment of these By-Laws.

STANDING RULES

1. A member must:
 - a. Comply with the By-Laws, Standing Rules, Budgets and Policies adopted by the Board.
 - b. Pay all debts within two (2) weeks of written notification of money owed.
 - c. Pay annual dues within ninety (90) of new calendar due date.
 - d. Failure to comply with a, b, or c above may result in forfeiture of membership.