

**BY-LAWS**  
**OF**  
**THE LONGSHORE LAKE WOMEN'S CLUB, INC.**  
**A Florida Not-for-Profit Corporation**

**ARTICLE 1: IDENTIFICATION**

SECTION 1 NAME The name of the Corporation is The Longshore Lake Women's Club, Inc.

SECTION 2 SEAL Upon the seal of the Corporation shall appear the name of the Corporation and the State and year of incorporation and the words "Corporate Seal".

SECTION 3 OFFICES The principal office of the Corporation shall be located in Naples, Florida. The Corporation may also have other offices at such other places, either within or without the State of Florida as the Board of Directors may determine or as the activities of the Corporation may require.

**ARTICLE II: PURPOSE**

The Corporation is organized exclusively for charitable, educational, or recreational purposes under Section 501(c)(4) of the Internal Revenue Code or corresponding provision of any future federal tax law, including, for such purposes the making of distributions to organizations qualifying as an exempt organization from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code.

**ARTICLE III: MEMBERS MEMBERSHIP DUES**

The Corporation shall have Members who shall serve until the earlier to occur of: (i) the date they submit a written resignation to the Board of Directors, or (ii) the date upon which said Member shall fail to pay any annual dues when they come due. All women residents of the Longshore Lake community located in Naples, Florida, shall be eligible for membership upon payment of the annual dues. In order to be eligible to vote on matters requiring Member approval a Member must be present at such meeting and be current with all required dues. Without limiting the generality of the foregoing, the privilege of holding office, making motions, debating and voting shall be limited to Members who are in good standing. Upon the death or resignation of the last of the Members, the Board of Directors shall serve as the Members.

The annual dues shall be assessed and collected during the month of March. Dues for any member joining after September 30 of any given year shall be discounted as determined by the Board of Directors.

**ARTICLE IV: BOARD OF DIRECTORS**

**SECTION 1 NUMBER** The number of Directors who will constitute the entire Board of Directors shall be not less than three (3). With the exception of the initial Board of Directors named below, the number of Directorships at any time shall be the number most recently fixed by action of the Members or, absent such action, shall be the number of Directors elected by the Members.

**SECTION 2 INITIAL BOARD OF DIRECTORS** The initial Board of Directors shall be:

Janet Lomicka, President

Judy West and Diane Panozzo, 1st Vice President

Mary Kay Eschbach and Peggy Cabe, 2nd Vice President

Sheila Melton, Treasurer

Pat Frey and Margaret Vickery, Secretary

Harriet Vender, Membership Chair

Jackie Rose, Service Chair

SECTION 3 ELECTION Members of the initial Board of Directors shall hold office until the first annual meeting of the Members and until their respective successors have been duly elected and qualified or until their earlier resignation, removal from office or death. The Members shall elect continuing or successor Directors (including persons then serving) by vote of the majority of a quorum at an annual meeting or by unanimous written consent. At each annual meeting thereafter, Directors shall be elected to hold office until the next succeeding annual meeting and until their respective successors have been duly elected and qualified or until their earlier resignation, removal from office or death.

SECTION 4 REGULAR MEETINGS Regular meetings of the Board of Directors may be held with or without notice at such a time and place the Board or President of the Corporation may from time to time determine.

SECTION 5 SPECIAL MEETINGS Special meetings of the Board of Directors may be called by any Director, the President or the Secretary on at least two (2) days' notice to each Director, given either by mail, e-mail, facsimile or other form of recorded communication or orally, in person, or by telephone. Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance by a Director at a meeting shall constitute waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which the meeting has been called or convened, except where a Director objects, at the beginning of the meeting to the transaction of the business of the meeting because such meeting is not lawfully called or convened.

SECTION 6 QUORUM At any meetings of the Board of Directors, a majority of Directors shall constitute a quorum for the transaction of business. At any meetings of the Members, twenty percent (20%) of the Members shall constitute a quorum for the transaction of business. The act of a majority of the Directors or Members (as applicable) present at a meeting at which a quorum is present shall be the act of the Board of Directors or Members (as applicable) unless a greater number is specifically required by the By-Laws, by the Articles of Incorporation or by law. A meeting may be adjourned by less than a quorum if a quorum is not present at the meeting. A Director may participate at a meeting of the Board of Directors by means of a conference telephone or similar communications equipment, provided such equipment enables all Directors participating in the meeting to hear one another at the same time.

SECTION 7 COMMITTEES OF DIRECTORS The Board of Directors, by resolution adopted by a majority of the full Board, may designate from among its members an executive committee and one or more other committees and may appoint or provide for the appointment of one or more Directors as alternate members of any such committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee shall have and may exercise the powers of the Board of Directors in the management of business, property and affairs of the Corporation, as shall be provided in these By-Laws or in the resolution of the Board constituting the Committee, except that such committee shall not have the authority to (a) fill vacancies on the Board of Directors or any committee thereof or (b) amend these By-Laws. All committees shall keep records of their acts and proceedings and report the same to the Board of Directors as and when required. Any Director may be removed from a committee with or without cause by the affirmative vote of a majority of the entire Board of Directors.

SECTION 8 ACTION WITHOUT A MEETING Any action which is required to be taken or which may be taken at a meeting of the Directors of the Corporation, or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors, or all members of the committee, as the case may be and filed with the minutes of the proceedings of the Board or of the committee.

SECTION 9 RESIGNATION AND REMOVAL Unless otherwise provided in the Articles of Incorporation, any Director may be removed with or without cause by the affirmative vote of the majority of the then serving Board of Directors at a meeting of the Board of Directors called expressly for that purpose. A Director may resign at any time by giving written notice to the President or Secretary.

SECTION 10 VACANCIES Any vacancy occurring on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director elected to fill a vacancy may hold office only until the next election of the Directors.

SECTION 11 COMPENSATION OF DIRECTORS The Directors shall not be compensated.

SECTION 12 BUDGET At the annual meeting of the Members, the Members shall approve the annual budget for the following fiscal year. For any subsequent expenditures in said fiscal year that exceed Five Hundred and xx/100ths Dollars (\$500.00), approval of the majority of the Members at a meeting at which a quorum is established is required.

## **ARTICLE V OFFICERS**

SECTION 1 ELECTION A President, First Vice-President, Second Vice-President, Secretary, Treasurer, Membership Chair and Service Chair and when deemed necessary by the Board of Directors, such other Officers and assistant Officers shall be elected by the Board of Directors to hold office until their respective successors are duly elected and qualified. Any two or more offices may be held by the same person.

SECTION 2 PRESIDENT The President shall be the Chief Executive Officer of the Corporation and in such capacity shall have primary responsibility for the general management, supervision and control of the activities of the Corporation, subject to the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President shall also have the direction of all other Officers, agents and employees of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The President shall also perform such other duties and exercise such other powers as the By-Laws may provide or the Board of Directors may assign.

SECTION 3 FIRST VICE PRESIDENT The First Vice President shall have such powers and perform such duties as the President or Board may from time to time assign and shall perform such other duties as may be prescribed by these By-Laws. At the request of the President, or in case of her absence or inability to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President and such additional restrictions as may be imposed by the Board. The First Vice President shall coordinate the monthly meetings and shall coordinate events with the Second Vice President.

SECTION 4 SECOND VICE PRESIDENT the Second Vice President shall perform the duties of the President in the absence of the President and First Vice President. The Second Vice President shall coordinate all interest groups and special activities and shall coordinate special events with the First Vice President.

SECTION 5 SECRETARY The Secretary shall keep true and complete records of the proceedings of the meetings of the Board of Directors and any committees of Directors and shall file any written consents of the Board of Directors and any committees of Directors with these records. It shall be the duty of the Secretary to be the custodian of the records and the seal of the Corporation. The Secretary shall also attend to the giving of all notices and shall perform such other duties as these By-Laws provide or the Board of Directors may assign.

SECTION 6 TREASURER The Treasurer shall keep correct and complete records of account showing accurately at all times the financial condition of the Corporation. The Treasurer shall also act as legal custodian of all moneys, notes, securities and other valuables that may from time to time come into the possession of the Corporation and shall promptly deposit all funds of the Corporation coming into her hands in the bank or other depository designated by the Board of Directors and shall keep this bank account in the name of the Corporation. Whenever requested by the Board of Directors, the Treasurer shall furnish a statement of the financial condition of the Corporation and shall perform such other duties as these By-laws may provide and the Board of Directors may assign.

SECTION 7 MEMBERSHIP CHAIR The Membership Chair shall recruit and retain Members and shall collect all membership dues for remittal to the Treasurer. The Membership Chair shall maintain records on all Members and shall check in Members and guests at all meetings and shall provide the list to the Secretary.

SECTION 8 SERVICE CHAIR The Service Chair shall oversee a committee of five (5) or more and shall coordinate charitable endeavors in the furtherance of the Corporation's purpose(s) such as donations, volunteer work and community outreach.

SECTION 9 OTHER OFFICERS Such other Officers as are appointed shall exercise such duties and have such powers as the Board of Directors may assign.

SECTION 10 TRANSFER OF AUTHORITY In case of the absence of any Officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may transfer the powers or duties of that Officer to any other Officer or to any Director or employee of the Corporation, provided that a majority of the entire Board of Directors approves.

SECTION 11 RESIGNATION AND REMOVAL Any Officer may resign by giving written notice to the President or Secretary. Removal of any Officer elected by the Board, with or without cause, may be effected by the Board whenever in its judgment the best interests of the Corporation are served thereby. Any such removal of an Officer shall be without prejudice to her contract rights, if any.

SECTION 12 VACANCIES A vacancy occurring in any office may be filled for the unexpired portion of the term of office by the Board of Directors.

## **ARTICLE VI FISCAL YEAR**

The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

## **ARTICLE VII INDEMNIFICATION**

SECTION 1 LIMITED INDEMNIFICATION OF DIRECTORS AND OFFICERS  
Subject to the limitations of Subsection 1(c), the Corporation shall indemnify each of its Directors and Officers to the extent set forth in Subsections 1(a) and 1(b) hereof:

- (a) Action or Suit by or in the Right of the Corporation. Each Director and Officer of the Corporation who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, by or in the right of the Corporation, to procure a judgment in its favor, by reason of the fact that she is or was a Director or Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise (collectively "business entity"), shall be indemnified against expenses (including attorney's fees), actually and reasonably incurred by him or her in connection with the defense or settlement of such suit or action, including any appeal thereof, if she or he acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of the liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(b) Action or Suit other than By or In the Right of the Corporation Each Director or Officer of the Corporation who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (other than an action by or in the name of the Corporation), by reason of the fact that he or she is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation, Director, Officer, employee or agent of another business entity, shall be indemnified against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, including any appeal thereof, if she or he acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, provided however, that the termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(c) Limitations on Indemnification. No indemnification shall be made by the Corporation under Subsections 1(a) and 1(b) above, unless pursuant to a determination by a court or upon a determination by the Corporation in the specific case that indemnification of the Director or Officer is proper under the circumstances because such Director or Officer has met the applicable standard of conduct set forth in Subsections 1(a) or 1(b) hereof. Such determination by the Corporation shall be made by the Board of Directors by a majority vote of quorum consisting of Directors who were not parties to such action, suit or proceeding.

## SECTION 2 GENERAL INDEMNIFICATION OF DIRECTORS and OFFICERS.

Notwithstanding any other provisions of the Article, to the extent that a Director or Officer of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Subsection 1(a) or 1(b), or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.

SECTION 3 ADVANCED PAYMENT in INDEMNIFICATION CASES If authorized by the Board of Directors in any specific case, expenses incurred by any Director or Officer of the Corporation in defending a civil or criminal action, suit or proceeding referred to in Subsections 1(a) and 1(b) may be paid by the Corporation in advance of any final disposition of such action, suit or proceeding upon receipt by the Corporation of an undertaking by or on behalf of such Director or Officer to repay such amount, unless it shall be ultimately be determined that she or he is entitled to be indemnified by the Corporation as authorized in this Article.

SECTION 4 CONTINUITY AND NON-EXCLUSIVITY OF INDEMNIFICATION The indemnification provided by this Article VI shall continue with respect to any Director or Officer of the Corporation after she has ceased to hold her office and shall inure to the benefit of her heirs, executors and administrators. Any such indemnification (whether as expressly provided herein or as extended pursuant to section 5 of this Article shall not be deemed exclusive of any other rights to which the person seeking indemnification may be entitled under any other By-Law, agreement, vote of disinterested Directors or otherwise or any provisions of law, including provisions of the Florida Not-For-Profit Corporation Act, F.S. Section 617.01011 et seq., limiting liability or providing indemnity to Officers & Directors.

SECTION 5 EXTENSION OF BENEFITS OF INDEMNIFICATION The rights of indemnification to which Directors and Officers of the Corporation are entitled hereunder may, in similar circumstances, be extended by resolution of the Board of Directors to any other person who is or was an employee or agent of the Corporation, or while not a Director or Officer of the Corporation, is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another business entity. Any such action by the Board of Directors shall be consistent with the provisions of this Article and may be either general or confined to specific cases.

SECTION 6 INDEMNIFICATION INSURANCE The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another business entity, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation indemnifies him or her against such liability under, or pursuant to, the provisions of this Article.

## **ARTICLE VIII: CONFLICT OF INTEREST POLICY**

The Board of Directors shall adopt a conflict of interest policy to protect the Corporation's interest when it enters into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Board of Directors.

## **ARTICLE IX: NO INUREMENT**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, Officers or other private persons, except the Corporation 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 Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements for) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other purpose not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code, or corresponding sections 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 sections of any future federal tax code.

## **ARTICLE X: DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a State or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Court of general jurisdiction of the county in which the principal office of the organization is then located, 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 XI: INCOME DISTRIBUTION**

The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE XII: SELF-DEALING**

The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding section of any future federal tax code.

**ARTICLE XIII: EXCESSIVE BUSINESS HOLDINGS**

The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code or corresponding section of any future federal tax code.

**ARTICLE XIV: INVESTMENTS**

The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding section of any future federal tax code.

**ARTICLE XV: TAXABLE EXPENDITURES**

The Corporation will not make any taxable expenditures as defined under Section 4945 of the Internal Revenue Code or corresponding section of any future federal tax code.

**ARTICLE XVI: AMENDMENT OF BY-LAWS**

These By-Laws may be amended or repealed or new By-Laws may be adopted by the affirmative vote of a majority of the Members at a meeting at which a quorum is present.

Date: \_\_\_\_\_  
3/6/13

Signed: \_\_\_\_\_  
Sylvia Cardoza, Secretary