

# **OCALA ROYAL DAMES FOR CANCER RESEARCH, INC. BYLAWS**

## **ARTICLE I - NAME**

The name of this Corporation shall be Ocala Royal Dames for Cancer Research, Inc.

## **ARTICLE II - PURPOSE**

This Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes. The general purpose of the Corporation is, and shall be to perform a public trust to encourage, aid, enrich and support, as its main purpose, education programs and activities of 501(c)(3) corporations that promote, enhance and further cancer research and education in Florida. This Corporation may also receive in such capacity from other non-for-profit organizations and facilities for cancer research and/or education in Florida.

## **ARTICLE III - OFFICES**

The principal office of the corporation in the State of Florida shall be located in the City of Ocala, County of Marion. The corporation may have such other offices, either within or without the State of Florida, as the Board of Trustees may determine or as the affairs of the corporation may require from time to time. The corporation shall have and continuously maintain in the State of Florida a registered agent whose office is identical with such registered office, as required by the Florida Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Florida and the address of the registered office may be changed from time to time by the Board of Trustees.

## **ARTICLE IV - MEMBERS**

### **Section 1- Membership Categories**

**A. Active Member** - a member who has been accepted into membership by the Board of Trustees and is in the process of fulfilling the signed \$2,500.00 pledge commitment, plus the annual purchase of at least one Signature Event ticket.

**B. Life Member** - a member who has completed the signed commitment of \$2,500.00 and contributes an annual commitment (dues) of \$75.00; or a life member of the Fort Lauderdale Royal Dames who wishes to continue her membership with the Ocala Royal Dames and contributes an \$75.00 annual commitment

1. A Life Member enjoys all privileges (including voting) of a regular active member.

**C.- Grand Dames Life Member** - a member who has completed the signed commitment of \$2,500.00 and has been a member of the Ocala Royal Dames for ten years. A Grand Dame contributes a \$100.00 annual commitment (dues); or a life member of the Fort Lauderdale Royal Dames who wishes to continue her life membership with the Ocala Royal Dames and contributes a \$100.00 annual commitment.

**0.- Corporate Member** - a corporate member who has been accepted into membership by the Board of Trustees and is in the process of fulfilling the signed \$1000.00 annual pledge commitment. Corporate members will be able to appoint up to 2 representatives. Corporate members are non-voting members.

**E.- Emerita Life Member** - a member who has completed the signed pledge commitment of \$2500.00 and no longer contributes an annual commitment (dues).

1.- Emerita Life Members' names are honored on the "Emerita Life Member" page in the Ocala Royal Dames Directory and will receive invitations to the Ocala Royal Dames fund raiser events. Emerita Life Members will not receive newsletters and will not be contacted by the Ocala Royal Dames telephone committee on concerns of the corporation. Emerita Life Members are nonvoting members.

**F. - Honorary Member** - the title of honorary member may be conferred by majority vote of the Board of Trustees to an individual who has rendered long and signal service to the Ocala Royal Dames. This title bestows no attendant rights and/or privileges.

**Section 2 - Membership Procedures.** Each applicant for membership shall be sponsored by a member of this organization. She shall be accepted into membership by a majority vote of the Board of Trustees.

### **Section 3 - Responsibilities**

#### **A. Conflict of Interest**

1. The corporation will not act for others as a fund-raising agent.
2. The corporation membership list is for the use of the corporation only and cannot be used for the promotion of any activity unrelated to the corporation. It will not be used for personal gain, or made available for commercial or solicitation purposes.
3. A member may be identified as such in commercial events only in corporation publications and/or in connection with corporation money-raising activities. No member may be identified as such for personal gain.

**Section 4 - Resignation.** A member who is not in arrears in payment of her financial commitment may resign in good standing by filing a written resignation with the secretary.

**Section 5 - Termination.** Membership may be terminated if a member is in default in the payment of the annual financial commitment of her membership category or for good cause. She shall be removed from membership by majority vote of the Board of Trustees after thirty (30) days' notice in writing stating the cause for such action

**Section 6 - Reinstatement.** A member who resigned in good standing may be reinstated by the Board of Trustees upon payment of any current financial commitment of her membership category.

## **ARTICLE V - FINANCIAL COMMITMENT**

**Section 1- Payment of Pledge.** Pledge payment shall be due and payable on or before July 31 of each fiscal year. The pledge may be paid in 10 annual installments of \$250.00 each; 5 annual installments of \$500.00 each; 20 semi-annual installments of \$125.00 each; 40 quarterly automated payments of \$62.50; or 1 payment of \$2,500.00. In the case of new active members, with less than 31 completed years of age, to be designated Lady Dames; they may be eligible for an annual commitment of \$100. This annual commitment and all annual commitments must be completed in full each fiscal year by October 31.

**A. Active Member** - in addition to above, must make annual purchase of at least one Signature Event ticket. If not attending, payment is due within 60 days from the date of the Ball.

**B. Life Member** - an annual commitment of \$75.00, due on or before April 30 of the fiscal year.

**C. Grand Dames Life Member** - an annual commitment of \$100.00, due on or before April 30 of the fiscal year.

**D. Corporate Members** - Corporate Members are encouraged to attend Ocala Royal Dames events; however, this membership only includes access to invitations to the events and not the cost of the event.

**E. Payment of Reservations** - a member is responsible for payment of the cost of any reservation to events even if she does not attend. Any reservations, with the exception of the Signature Event, can be cancelled 48 hours prior to the event.

## **ARTICLE VI - MEETING OF MEMBERS**

**Section 1-Annual Meetings.** The annual meeting of the membership shall be held each year at such time and place as may be determined by the Board of Trustees for the purpose of electing trustees, officers, and the nominating committee; and for the transaction of such other business as may come before the meeting. Notice of the time, place, and purpose of the meeting, together with a slate of nominees for all positions to be filled pursuant to these bylaws, shall be given, sent by mail, e-mail or faxed to the membership not less than thirty (30) days prior to the meeting. The meeting may be postponed or canceled by the Board of Trustees when necessitated by emergency conditions.

**Section 2 - Special Meetings.** Special meetings of the membership may be called for a specific purpose by the president, and shall be called upon written request of ten (10) members. The purpose of such a meeting shall be stated in the written request. No other business shall be transacted except that for which the meeting has been called. Notice of the time, place and purpose of the meeting shall be sent by mail, e mail or faxed not less than five days before the meeting.

**Section 3 - Quorum.** Quorum for the meetings of the membership shall be twenty (20) members.

**Section 4 - Voting Procedures.** Each member in good standing and present shall be entitled to one vote. Elections and all other matters shall be determined by majority vote of the members in good standing who are present and voting, unless otherwise provided by law or these bylaws.

## **ARTICLE VII - NOMINATING COMMITTEE**

**Section 1 - Composition.** The nominating committee shall consist of five members: two shall be board members when nominated; two shall be non-board members; and the chair shall be the immediate past president.

**Section 2 - Election, Terms and Vacancies.** The committee shall be elected by the membership for a term of two years; shall serve no more than two consecutive terms; and shall not be eligible again for the nominating committee membership until after a lapse of two years. Terms of office shall begin at the closing of the annual meeting at which elections are held. Terms of office are served on a rotating system, i.e., the terms of two members shall expire during alternate years from the next term of the two other members. The Board of Trustees shall have the power to fill vacancies in the committee until the next annual meeting of the corporation.

**Section 3- Chair.** The chair of the committee shall be the immediate past president. The chair shall be an ex-officio member of the Board. The Board of Trustees shall fill any vacancy in this position for the remainder of the unexpired term.

**Section 4 - Quorum.** Three members of the committee shall be present in person to constitute a quorum for the transaction of business.

**Section 5 - Nominees to the Board.** Before any prospective Board of Trustees (BOT) member is considered for nomination, she must be a member in good standing for at least one year, with all financial obligations paid in full, and be willing to sign a Conflict of Interest statement. She must commit to two years of service if nominated.

**Section 6 - Responsibilities.** The committee shall ensure that nominees are aware of all requirements of their prospective position(s). The committee shall present to the membership at the annual meeting a single slate of nominees for officers and board members of the corporation, and a single slate of nominees for the succeeding nominating committee. Nominations may be made from the floor, provided the eligibility of the individuals nominated has been established and their consent secured.

## ARTICLE VIII- BOARD OF TRUSTEES

**Section 1 - Powers, Responsibilities, and Accountabilities.** The Board of Trustees shall manage the affairs of the corporation except as may be otherwise provided in these bylaws or the articles of incorporation. Trustees need not be residents of the State of Florida, but shall be members of the corporation. The Board of Trustees shall be accountable to the membership for managing the affairs of the organization; to the State of Florida for adhering to state corporate law; and to the federal government in matters relating to legislation affecting nonprofit and non-stock organizations. Each trustee shall execute a conflict of interest statement upon taking office.

**Section 2 - Composition, Election, and Term.** The number of trustees and officers shall not be fewer than eleven and not more than twenty-five, one of whom shall be the Immediate Past-President as an ex-officio member. Between ten and twenty-four Trustees, one of whom shall be a Grand Dame, shall be elected by the membership at the annual meeting for a term of two years or until their successors are elected. Terms of office shall begin at the closing of the annual meeting at which elections are held. They shall serve no more than two consecutive terms. Regardless of the number of consecutive terms a person shall have served as a trustee, such person shall be eligible to be a member of the Board when serving as an officer.

**Section 3 - Regular Meetings.** The Board of Trustees shall provide by resolution the time and place; within Marion County, for the holding of regular meetings of the Board without other notice than such resolution.

**Section 4 - Special Meetings.** Special meetings of the Board of Trustees may be called by the president and shall be called on written request of five (5) trustees. The purpose of such meetings shall be stated with the request and no other business shall be transacted except that for which the meeting was called. These meetings may be conducted in person or by electronic means. In the case of an electronically held meeting, all electronic communications pertaining to the business for which the meeting was called shall be made part of the record, without exception. Notice of time, place, and purpose of the meeting shall be sent by mail, e-mail or faxed to each trustee three days prior to the meeting.

**Section 5 – Quorum.** A majority of the Board of Trustees shall be present to constitute a quorum for the transaction of business. In the case of an electronically conducted meeting, the same quorum requirements apply for the number of board members voting.

**Section 6 - Vacancies.** The Board of Trustees shall have the power to fill vacancies in its own membership until the next annual meeting of the corporation.

**Section 7 - Compensation.** Trustees of the corporation shall not receive any compensation.

## ARTICLE IX- OFFICERS

**Section 1 - Numbers and Titles.** The officers of the corporation shall be the president, one or more vice presidents. The secretary, the treasurer; and such other officers as may be elected in accordance with the provisions of this article.

**Section 2 - Term, and Vacancies.** The president, vice president/s, secretary, and treasurer shall be elected by the membership at their annual meeting for a term of two years, and shall serve no more than two consecutive terms in any of these offices. Terms of office shall begin at the close of the annual meeting at which the elections are held, with the exception of the treasurer, whose term shall begin during the next January Board of Trustees meeting. The Board of Trustees shall fill a vacancy among the officers other than the president, until the next annual meeting. In the case of a permanent vacancy in the office of the president, the vice presidents shall succeed in order of their rank until the next annual meeting.

**Section 3 - Removal.** An officer may be removed with or without cause by two thirds vote of the Board of Trustees whenever in its judgment the best interest of the corporation would be served.

### Section 4 - Duties of the Officers

**The president** shall be the chief corporate officer of the corporation and shall lead the Board of Trustees in the conduct of all business and affairs of the corporation; shall preside at all meetings of the members and the Board of Trustees; shall appoint a chair for each committee of the Board of Trustees; shall be ex-officio a member of all committees (except the nominating committee); and shall have such other powers and duties as may be assigned by the Board of Trustees.

The **vice presidents**, in the order of their rank, shall preside at the meetings of the members and the Board of Trustees in the temporary absence of the president or in the event of her inability or refusal to act. They shall have such other powers and perform such other duties as may be assigned by the president.

**The Treasurer** shall be responsible for monitoring the control, receipt, custody and disbursement of all assets of the organization. The treasurer shall exercise the powers and perform such other duties usually incident to the office of treasurer and shall exercise such other powers and perform such other duties as may be assigned by the president or the Board of Trustees.

**The Secretary** shall be responsible for seeing that notices are issued for all meetings of the corporation and the Board of Trustees, and shall see that the minutes of such meetings are kept. The secretary shall be responsible for the custody of the corporate books, records, and files, and shall exercise the powers and perform such other duties as may be assigned by the president or the Board of Trustees.

### Section 5: Assistant Officers

An Assistant Treasurer may be appointed at the discretion of the President and voted on by the Board of Trustees; and shall exercise such duties as may be assigned by the Board of Trustees.

## ARTICLE X - PARTIAL TERMS

A person who has served more than half of a specific term in an office, as that specific term is set forth in the bylaws, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position.

## ARTICLE XI - COMMITTEES

**Section 1 - Establishment.** The Board of Trustees shall establish standing committees, special committees, and/or task groups it deems necessary. The president shall appoint the chairs and members of standing committees and the chairs of other committees with the approval of the Board of Trustees. The president may delegate to other committee chairs the authority to approve the members of their committees.

**Section 2 - Corporate Standing Committees.** The following standing committees are considered essential to the functioning of the ORD, and have been established by a vote of the membership to continue in perpetuity. However, these committees will report to the Board of Trustees.

**A. Internal Audit Committee,** which will review ORD financial records quarterly, providing reports to the BOT.

**B. Funding Allocations Committee,** which will publish requests for proposals (RFPs), evaluate proposals, make recommendations for funding to the BOT, and track the use of monies granted to such projects.

## ARTICLE XII - REVENUE AND FINANCE

**Section 1- Fiscal Year.** The fiscal year shall be January 1 through December 31.

**Section 2 - Gifts and Contributions.** The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, legacy or device for the general purposes or for any special purpose of the corporation. Guidelines for accepting contributions shall be established by the Board of Trustees.

**Section 3 - Depositories.** All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Trustees.

**Section 4 - Approved Signatures.** The Board of Trustees shall approve the signatories on all contracts, checks, and orders for payment, receipt, or deposit of money, and access to securities of the corporation.

**Section 5 - Bonding/Insurance.** All persons having access to or major responsibilities for the handling of moneys and securities of the corporation shall be bonded or covered by insurance as provided by resolution of the Board of Trustees.

**Section 6 - Budget.** The Board of Trustees shall approve the annual budget of estimated income and expenditures. No expenses shall be incurred in excess of total budgetary appropriations without prior approval of the Board of Trustees

**Section 7 - Financial Accountability.** The Board of Trustees may retain a certified public accountant to make a review or compilation of the financial statement of the corporation when the Board of Trustees deems necessary and issue a report thereon. A report shall be submitted to the Board of Trustees. This report shall be available to all members.

**Section 8 - Property.** Title to all property shall be held in the name of the corporation.

**Section 9 - Financial Reports.** A summary report of the financial operation of the corporation shall be made to the membership at least one time during the fiscal year.

**Section 10 - Investments.** Corporation funds shall be invested in accordance with the direction of the Board of Trustees, or any committee of the Board appointed for such purpose.

**Section 11 -Indemnification.** Indemnification shall be provided by resolution of the Board of Trustees, in accordance with the state law.

## ARTICLE XIII - PARLIAMENTARY AUTHORITY

**Robert's Rules of Order (RRO)**, in its latest edition, shall be the parliamentary authority governing the corporation unless RRO conflicts with these bylaws. The Board of Trustees and all committees are subject to state law, the articles of incorporation and these bylaws.

## ARTICLE XIV - AMENDMENTS

These bylaws may be amended by a two-thirds vote of those present and voting at any meeting of the corporation, provided that the proposed amendment shall have been included in the notice of the meeting.

Amended:198?,1988,1989,1996,1997,2001,2003,2005,2006,2010,2012,2016,2018,2020, 2022.