

# 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

Ocala Royal Dames for Cancer Research, Inc. is organized as a not-for-profit organization incorporated in the state of Florida, and shall be operated exclusively for charitable, educational and scientific purposes. The general purpose of Ocala Royal Dames for Cancer Research, Inc. is to ensure a strong local and regional effort in the fight against cancer through funding research and education programs.

### ARTICLE III – OFFICES

The principal office of the Ocala Royal Dames, Inc. shall be located in Marion County, Florida. The corporation may have such other offices within Marion County, Florida as the Board of Trustees may determine or as the affairs of the corporation may require from time to time.

### ARTICLE IV - MEMBERS

#### Section 1 – Membership Categories

**A. Pledge 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. A Pledge member in good standing has full voting rights.

**B. Lady Dame Member** – a member with less than 31 years of age. A Lady Dames in good standing has full voting rights.

**C. Life Member** – a member who has completed the signed commitment of \$2,500.00, or a life member of the Fort Lauderdale Royal Dames who wishes to continue membership with the Ocala Royal Dames. [A Life Member in good standing has full voting rights.](#)

**D. Grand Dames 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 and [chooses the Grand Dame membership option](#), or a Life Member of the Fort Lauderdale Royal Dames who wishes to continue her life membership [as a Grand Dame with the Ocala Royal Dames](#). [A Grand Dame member in good standing has full voting rights.](#)

**D. Emerita Member** - a member who has completed the signed pledge commitment of \$2,500.00 and no longer contributes an annual commitment (dues). Emerita Members will receive invitations to the Ocala Royal Dames fund raiser events. Emerita Members will not receive newsletter and will not be contacted on concerns of the corporation. Emerita Members are non-voting members.

**E. Honorary Member** – a title of honor may be conferred by majority vote of the Board of Trustees to an individual who has rendered long and significant support and service to the Ocala Royal Dames. Honorary Members are non-voting members.

## **Section 2 – Membership Approval**

Each applicant for membership shall be sponsored by a member of the Ocala Royal Dames. She shall be accepted into membership by a majority vote of the Board of Trustees.

## **Section 3 – Membership 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 [may](#) 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 on 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 [the member receives thirty \(30\) days'](#) notice stating the cause for such action.

## Section 6 – Reinstatement.

A member who resigned in good standing may be reinstated by the Board of Trustees. Membership commitments/dues payments will resume based on applicable membership level.

## ARTICLE V - FINANCIAL COMMITMENT

### Section 1 – New Members

Board-approved new Pledge members have completed an application that defines the financial commitment which requires a signed acknowledgement of understanding about the financial commitment for membership. Pledge members have multiple payment options that lead toward completing the \$2,500.00 commitment.

Following the fulfillment of the Pledge member's commitments, additional membership categories with differing dues payments become available as defined in Article IV. The schedule for sending annual membership invoices shall be presented to and approved by the Board of Trustees at the January meeting of each year. It is expected that payments are paid within 60 days upon receiving the first pledge and dues payment notice. The final deadline for extended payments of pledges and dues shall be on or before October 12th of each year.

- A. **Pledge Member**- Pledge payments totaling \$2,500 are expected at least within a 10-year period. Payments may be a mix of annual installments of \$250 or more, semi-annual installments of \$125.00 and/or quarterly payments of \$62.50 until a total of \$2,500 is paid. In addition, Pledge Members have committed to purchase at least one signature event ticket annually until the \$2,500 commitment has been paid.
- B. **Lady Dame Member** – is an active member with a pledge commitment of \$100 to be paid annually. Such payments will be considered a part of the overall \$2,500 pledge which will be reduced with payments. In addition, Lady Dame Members have pledged to purchase at least 1 Signature Event ticket annually until the \$2,500 commitment has been paid.
- C. **Life Member** - an annual commitment of \$75.00
- D. **Grand Dame Member** – an annual commitment of \$100.00
- E. **Emerita Member** – has no financial commitment.
- F. **Honorary Member** – has no financial commitment.

## ARTICLE VI - MEETING OF MEMBERS

### Section 1 – Annual **Membership** 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 or e-mail 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 **Membership** 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 or email not less than **ten (10) days** before the meeting.

### Section 3 - Quorum.

The Quorum for the meetings of the membership shall be twenty (20) members.

### Section 4 – **Voting**

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 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.

**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 of Trustees](#) 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.**

Members of the Board of 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, except for 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.

### **Section 6 – 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 X - 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 **Board of Trustees**.
- B. **Funding Allocations Committee**, which will publish requests for proposals (RFPs), evaluate proposals, make recommendations for funding to the **Board of Trustees** and track the use of monies granted to such projects.

## ARTICLE XI - 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 into 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 - Insurance.**

All persons having access to or major responsibilities for the handling of the money and securities of the corporation will be covered by the corporation's insurances, including Directors and Officers 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 more than 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 it 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 once 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 a purpose.

**Section 11 -Indemnification.**

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

**ARTICLE XII - 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 XIII - 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: 1987, 1988, 1989, 1996, 1997, 2001, 2003, 2005, 2006, 2010, 2012, 2016, 2018, 2020, 2022, **2024**.

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