

**AMENDED AND RESTATED BYLAWS OF THE
MAGNOLIA POINT WOMEN'S CLUB, INC.**

ARTICLE I- NAME AND PURPOSE

Section 1.1 - NAME: The name of the organization shall be "Magnolia Point Women's Club, Inc.," hereafter referred to as the "Club." The Club shall have an office located at 428 Walnut Street, Green Cove Springs, Florida, and at such other place as shall be designated by the Board of Directors from time to time by resolution. The Club shall be a "corporation not for profit" under the laws of the State of Florida and compliant with regulations contained within Section 501(c)(3) of the Internal Revenue Code of 1986.

Section 1.2 - PURPOSE: The Club is organized exclusively for charitable, educational, and social purposes and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax. The Club shall not participate in any political campaign in any manner or attempt to influence legislation. The purpose of the Club shall be to:

- Support efforts to improve the lives of underserved residents of Clay County, Florida
- Offer educational incentives and opportunities to children within Clay County, Florida
- Provide a support system and positive social experiences for its members

The Club may adopt a mission statement to identify its goals more specifically, which mission statement may be revised by the members of the Club from time to time.

ARTICLE II - MEMBERSHIP

Section 2.1 - ELIGIBILITY FOR MEMBERSHIP: Application for voting membership shall be open to any female of statutory voting age who is a resident, property owner or member in the Magnolia Point Golf and Country Club who supports the purpose statement in Section 1.2. Membership is granted after completion and receipt of a membership application and payment of annual dues. Members shall be responsible for keeping their current and correct address, telephone number and electronic mailing information on file with the Membership Director. Any member in good standing who no longer resides in Magnolia Point is eligible to maintain their membership.

Section 2.2 - ANNUAL DUES: The annual dues for each member shall be payable at the start of the Club's fiscal year (May 1). If a member's dues are not received by May 31, a late fee will be incurred. The amount of membership dues and late fees will be recommended by the Finance Committee and approved by the Board of Directors. Continued membership shall be contingent upon being up-to-date on annual membership dues.

Section 2.3 – VOTING RIGHTS OF MEMBERS: Each member shall be eligible to cast one (1) vote at all meetings of the members or may vote by proxy, executed in writing or by email by such member and delivered to the President prior to the date and time of the member meeting.

Section 2.4 - RESIGNATION AND TERMINATION: Any member may resign by filing a written resignation with the Corresponding Secretary. Resignation shall not relieve the member of unpaid dues or other charges previously accrued. A member can have her membership terminated by a majority vote of the Board of Directors.

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ARTICLE III - MEETINGS OF MEMBERS

Section 3.1 - REGULAR MEETINGS: Regular meetings of the members shall be held monthly, at a time and place designated by the Board of Directors, unless cancelled for any reason by the President.

Section 3.2 - ANNUAL MEETINGS: An annual business meeting of the members shall take place in the month of May, the specific date, time, and location of which shall be designated by the Board of Directors. At the annual meeting, the members shall install the officers of the Club, receive reports on the activities of the Club, and transact such other business as may properly come before the meeting.

Section 3.3 - SPECIAL MEETINGS: Special meetings may be called by the President, by a majority of the Board of Directors or by a petition signed by five percent (5%) of the voting members.

Section 3.4 - NOTICE OF MEETINGS: Notice of all meetings shall be given to each member not less than two (2) weeks prior to the meeting. All notices shall be in writing and shall be communicated by electronic transmission or by mail. The notice shall state the place, date, and time of the meeting and, if for a special meeting, the purpose of the meeting.

Section 3.5 - PLACE OF MEETING: Meetings shall be held at the Club's principal place of business unless otherwise stated in the notice.

Section 3.6- QUORUM: At least thirty (30) members, two (2) of whom are Executive Officers, must be present at a properly noticed meeting to constitute a quorum. Without a quorum, the Club can meet but it cannot transact business. A proxy to vote given by a member in lieu of her attendance does not count towards establishing a quorum.

Section 3.7 - VOTING: Once a quorum has been established at a meeting prior to a vote, all issues shall be decided by a simple majority of the total votes cast at time of the meeting.

Section 3.8 - ACTION WITHOUT A MEETING: Any action that may be taken at a meeting of the members may be taken by ballot without a meeting by e-mail or any other electronic means whereby the members entitled to vote on the matter have an opportunity to vote for or against the proposed action, provided that at least thirty (30) members vote in response to the e-mail and the action is approved by a majority of the members casting votes. The voting must remain open for at least five (5) days from the date the ballot is delivered.

ARTICLE IV – EXECUTIVE OFFICERS

Section 4.1 – EXECUTIVE OFFICERS: The Executive Officers of the Club shall consist of a President, Vice President, Treasurer, Corresponding Secretary, Recording Secretary, and the immediate Past President. The term of office for all officers shall be one (1) year; however, any officer may be re-elected for a subsequent term or terms.

Section 4.2 - NOMINATION, ELECTION, AND INSTALLATION: The Board of Directors shall be responsible for assembling and nominating a slate of prospective officers which is representative of the diverse membership of the Club. The Vice President shall preside over the Nominating Committee. A slate of prospective officers shall mean one (1) candidate for each office. The President shall present a slate of prospective officers to the full membership at the meeting held in March. At the meeting of the members held in April, the members shall vote on the slate of

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nominees and on any nominations made from the floor at the April meeting. The newly elected officers shall be installed at the meeting of the members held in May.

Section 4.3 - RESIGNATION, REMOVAL, AND VACANCIES: An officer may resign by filing a written resignation with the Corresponding Secretary or may be removed by a two-thirds (2/3) majority of the vote of the Board of Directors. In either event, a replacement officer shall be elected by the members at the meeting of the members held in the following April. However, until such election, the President, with approval of the Board of Directors, may appoint any member of the Club to fill the vacancy.

ARTICLE V - DUTIES OF EXECUTIVE OFFICERS

Section 5.1 - PRESIDENT: The President shall be the chief executive officer of the Club and shall preside over all meetings of the Club, including meetings of the members, the Board of Directors, and the Executive Board. With the advice and consent of the Board of Directors, the President shall appoint all Committee Directors as may be necessary to support the Club's objectives.

Section 5.2 - VICE PRESIDENT: The Vice President shall assist with general duties and shall stand in for the President at meetings in the event of the President's absence. The Vice President shall assume the office of President upon the completion of the current President's term.

Section 5.3 - CORRESPONDING SECRETARY: The Corresponding Secretary shall read correspondence at all meetings as requested by the President, compose and send correspondence as directed by the President, retain a record of all incoming and outgoing correspondence, and maintain the post office box of the Club. In the event the President and Vice President are absent, the Corresponding Secretary shall preside over a meeting.

Section 5.4 - RECORDING SECRETARY: The Recording Secretary shall keep the minutes of all Club meetings, including meetings of the members, the Board of Directors, and the Executive Board. In the event of the absence of the Recording Secretary from a meeting, an acting secretary may be appointed for that meeting.

Section 5.5 - TREASURER: The Treasurer shall receive and disburse all Club funds as directed, maintain the Club's financial records, prepare a monthly financial report for audit by the Finance Committee, report the financial status at regular meetings, and prepare financial reports necessary to file Federal tax returns. The Treasurer may appoint an Assistant Treasurer with approval by the Board of Directors.

Section 5.6 – IMMEDIATE PAST PRESIDENT: The immediate Past President position is filled by the outgoing President acting in an advisory capacity. The immediate Past President provides continuity and advice to the incoming President and Board.

Section 5.7 - GENERAL: All officers shall perform all duties incidental to their offices as described above and as, from time to time, prescribed by the President or by the Board of Directors.

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ARTICLE VI - BOARD OF DIRECTORS

Section 6.1 - ROLE AND COMPENSATION: The Board of Directors shall be responsible for the overall policies and direction of the Club and shall delegate the responsibility of day-to-day operations to the committees. The Board shall discharge its duties in good faith and without regard to age, sex, race, color, creed, sexual orientation, or the national origin of any person. The Board shall receive no compensation other than reasonable expenses in support of the Club.

Section 6.2 - COMPOSITION AND SIZE: The Board of Directors shall be composed of the Club's elected officers, the immediate Past President, and the Directors of all committees. Directors will not make a report at a meeting unless their committee is actively involved in a project. The Board may have up to sixteen (16) members but shall not have fewer than five (5) members.

Section 6.3 - MEETINGS AND NOTICES: The Board shall meet at least quarterly, or more frequently, as determined by the President. Notice of all meetings shall be given to each Board member not less than one (1) week prior to the meeting. All notices shall be in writing and shall be communicated by electronic transmission or by mail. The notice shall state the place, date, and time of the meeting. The Board of Directors may permit any or all directors to participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at such meeting.

Section 6.4 - QUORUM: At least seven (7) members of the Board of Directors, two (2) of whom are Executive Officers, must be present at a properly noticed meeting to constitute a quorum. Without a quorum, the Board can meet but it cannot transact business.

Section 6.5 – VOTING: Whenever a vote is required and a quorum is present, each Board member may cast one (1) vote. A Board member may vote by proxy, executed in writing or by email by such member and delivered to the President prior to the date and time of the Board meeting. A proxy to vote given by a Board member in lieu of her attendance does not count towards establishing a quorum at a Board meeting.

Section 6.6 - RESIGNATION AND REMOVAL: A Board member may resign by filing a written resignation with the Corresponding Secretary or may be removed by a two-thirds (2/3) majority of the vote of the Board of Directors.

ARTICLE VII - COMMITTEES

Section 7.1 - COMMITTEE FORMATION: The Board of Directors may create committees as needed to support the purpose of the Club. The President, with the advice and approval of the Board, shall appoint all Committee Directors from the membership of the Club. All committee appointments shall terminate upon the election of a new President, unless specifically determined otherwise at the annual meeting. All committees shall function within the guidelines and budgets established by the Board. Except for those committees specified in these Bylaws, the Board may dissolve or disband any committees to be consistent with the current needs of the Club.

Section 7.2 – EXECUTIVE BOARD: The Executive Board shall be composed of the Club's elected officers and the immediate Past President of the Club, with the President being designated as the Chair of the Executive Board. Meetings shall be called by the President and at least four (4) members of the

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Executive Board must be present to constitute a quorum. Without a quorum, the Executive Board can meet but it cannot transact business. Except for the power to amend the Articles of Incorporation and the Bylaws, the Executive Board shall have all the powers and authority of the Board of Directors only in the event of an emergency where the full Board of Directors cannot be promptly assembled. Otherwise, in the intervals between Board of Director meetings, the Executive Board shall serve in an advisory capacity and any recommendations of the Executive Board shall be subject to the approval of the full Board of Directors. All actions of the Executive Board shall be subject to the approval of the full Board of Directors. All actions of the Executive Board shall be reported to the Board of Directors at its next meeting.

Section 7.3 - FINANCE COMMITTEE: The Finance Committee shall be composed of the Treasurer, President, Vice President and at least two (2) other members selected at large annually, with the Treasurer being designated as the Chair of the Committee. Meetings shall be called by the Chair and at least four (4) members of the Finance Committee must be present to constitute a quorum. Without a quorum, the Committee can meet but it cannot transact business. The Finance Committee shall be responsible for developing and reviewing the fiscal procedures and the annual budget.

ARTICLE VIII – FINANCE

Section 8.1 – FISCAL YEAR AND ANNUAL REPORTS: The fiscal year of the Club shall be May 1 through the following April 30. Annual reports for the immediately preceding fiscal year, showing income and expenditures for that prior fiscal year, shall be presented to the Board of Directors within sixty (60) days after the end of each fiscal year. The financial records of the Club shall be public information and shall be made available to the membership, Board members, and the public.

Section 8.2 – BUDGETS: The Finance Committee shall hold a budget meeting each year after April 30 and prior to the June meeting of the Board of Directors. The proposed annual budget shall:

- Be presented to the Board of Directors no later than the July meeting and include all anticipated income and expenses.
- Allow for a reserve fund to meet any unexpected expenses or emergency needs.
- Allow for any additional funds that might be needed in any Special Accounts.
- Specify the amount of money available for charity and scholarships during the coming year.

The proposed annual budget shall be presented to and approved by the Board of Directors. All expenditures must be within budget, unless otherwise approved by the Board. Any major change in the budget must be approved by the Board.

Section 8.3 – SPECIAL ACCOUNTS: The Club may maintain one (1) or more separate accounts for funding specific projects. All monies contained in such accounts shall be separate and apart from the general fund of the Club and shall be used exclusively for the specific project or projects for which such funds are designated.

Section 8.4 – FUNDING REQUESTS: Any funding request in excess of Five Hundred Dollars (\$500.00) which is not included in the budget shall be presented to and approved by the Board of Directors and, subsequently, shall be presented for approval by the members at the next member meeting. A non-budgeted funding request of Five Hundred Dollars (\$500.00) or less may be approved by the Board and shall not require member approval.

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Section 8.5 - SIGNATURES: Checks may be signed by either the President, the Treasurer, or the Assistant Treasurer. The Club may apply for credit cards with the President and/or Treasurer to be the authorized signatory.

ARTICLE IX-AMENDMENTS

Section 9.1 - AMENDMENTS: These Bylaws may be amended, altered, or repealed, when necessary, by a two-thirds (2/3) vote of the members at any regular or special meeting where a quorum has been reached. Proposed amendments must be submitted to the Corresponding Secretary and shall be sent out to all members prior to or concurrently with the notice of the meeting at which the proposed amendments are to be reviewed and considered.

ARTICLE X-INDEMNIFICATION

Section 10.1 - INDEMNIFICATION: Any director or officer who is involved in litigation by reason of her position as a director or officer of the Club shall be indemnified and held harmless by the Club to the fullest extent possible by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent such amendment permits the Club to provide broader indemnification rights).

ARTICLE XI - POLITICS

Section 11.1 - POLITICAL CANDIDATES: The Club shall not endorse or donate funds to any political candidate. nor shall any political candidate be invited or allowed to speak at any meeting of the members of the Club. At any event sponsored by the Club, no political candidates shall be permitted to speak unless approved by the Board of Directors, in which event the Club shall extend speaking invitations to all competing candidates in order to allow for the equitable sharing of all political positions.

Section 11.2 - ELECTED OFFICIALS: The Club may invite elected officials to speak at any meeting of the members of the Club or any event sponsored by the Club.

ARTICLE XII - PARLIAMENTARY PROCEDURE

The organization will use the current edition of Robert's Rules of Order Newly Revised as its parliamentary authority.

Board meetings are open to all Women's Club members and the President may invite guests. Non-Board members and guests will not engage in any discussion unless called upon by the President.

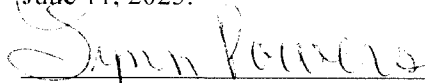
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ARTICLE XIII - DISSOLUTION

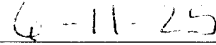
Section 13.1 - DISSOLUTION: In the event of the dissolution of the Club, the assets shall be applied and distributed as follows: (i) all liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore; and (ii) assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organizations, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this Club, as determined by the Board.

CERTIFICATION

These amended Bylaws were approved at a meeting of the members of the Club by two-thirds (2/3) vote on June 11, 2025.



Lynn Powers, Corresponding Secretary



Date