

Bylaws Amendments – History

*Note, this document is not an official document but provides a brief history of the Bylaw amendments throughout the years. Most of the early amendment information was taken from the minutes.

June 11, 2025 Amendments:

Added new Article XII - Parliamentary Procedure that states the Club uses the current edition of Robert's Rules of Order Newly Revised as its parliamentary authority. The new article also put in writing that Board meetings were open to all Women's Club members, as well as invited guests of the President; however, non-Board members and guests cannot engage in any discussion unless called upon by the President.

July 10, 2024 Amendments:

Amended Sections 2.1, 2.2 and 2.3 (Article II-Membership): Clarified period for renewal of dues and when dues are considered late. Moved responsibility to keep contact information current from Section 2.3 to Section 2.1.

Amended Section 3.6 and Section 3.7 (Article III-Meetings of Members) and Section 6-4 and 6-5 (Article VI-Board of Directors) to add language that a member's proxy to vote needs to be given to the president prior to the date and time of the meeting, and also that a proxy does not count towards establishing a quorum (Robert's Rules of Order 12th Edition).

April 12, 2023 Amendments:

Amended Section 1.1 Name/Article I-Name and Purpose, to put address of our Registered Agent (DuVal Fields), rather than Susan Mitchell's home on Colonial

Added language to Section 2.1-Eligibility for Membership/Article II-Membership to grandfather in existing members who no longer reside in Magnolia Point.

Amended Section 4.1-Executive Officers/Article IV-Executive Officers and Section 5.6-Immediate Past President/Article V-Duties of Executive Officers to add that the Immediate Past President is considered an Executive Officer and as such, has voting rights and acts in an advisory capacity.

Amended Section 6.2-Composition and Size of Board/Article VI-Board of Directors to limit size of Board to 16 members but not fewer than 5.

Added Section 6.5-Vote/Article VI-Board of Directors to state that a whenever a vote is required and a quorum is present, each Board member may cast one (1) vote.

Proposed to change Article XI-Politics and Religion by adding a new section that the Club shall not have program speakers where religion is the topic THIS WAS DEFEATED by members after discussion.

March 9, 2022:

Generally, the Bylaws as a whole were changed to delete the term "Chair" and update it with "Director" when necessary.

Section 2.3-Rights and Responsibilities of Members/Article II-Membership changed the format of proxy to an email.

In Section 4.1-Officers/Article VI-Executive Officers, deleted the 2nd Vice President.

In Section 4.2-Nomination, Election and Installation/Article VI-Executive Officers, language was added that the Vice President presides over the Nominating Committee.

Section 5.2.1-Second Vice President/Duties of Executive Officers and Section 5.4.1-Assistant Recording Secretary/Article V-Duties of Officers, were both removed.

Section 8.1-Fiscal Year and Annual Reports/Article VIII-Finance was changed to allow that the annual profit & loss statement for preceding year can be given in 60 days, rather than 30 days.

Sections 8.2 and 8.3/Article VIII-Finance both deleted the bullet for special CEB account.

Section 8.5-Signatures/Article VIII-Finance was amended to add signatory for the Assistant Treasurer.

May 11, 2016:

Section 4-1-Officers/Article IV-Executive Officers added language that a second vice president and assistant recording secretary could be added in any year and their term would be one year.

Section 5.2.1-2nd Vice President/Article V-Duties of Executive Officers was added to provide that the 2nd Vice President would assist the VP and stand in when she wasn't available.

Section 5.4.1-Assistant Recording Secretary/Article V-Duties of Executive Officers was added to provide that the Assistant Recording Secretary would stand in when the Recording Secretary wasn't available.

July 14, 2014 – taken from minutes:

Bylaws were completely redone by member Nancy Harrison, an attorney, and Corresponding Secretary Nancy Nettuno. The bylaws were revised to reflect the Club is a Florida corporation and to make the bylaws compatible with corporate laws.

June 11, 2014 – summary taken from minutes:

Revision to Bylaws: Denise Beauchamp made the following motion to change the revisions as follows:

3.1 Regular Meetings- change "shall" to "may" or strike "monthly" to allow for the chance that we don't have a meeting due to hurricane preparation, social only event, or non-contemplated events

3.6 Quorum-revert back to 30 members present for a quorum.

7.2 Executive Committee- stipulate this committee shall have all the powers and authority of the board for emergency purposes only in the intervals between board meetings.

9.1 Amendments- change from a two-thirds majority of the board to a quorum of the membership.

Nancy Harrison solicited comments from the members present and committed to looking at these items and the feedback provided. Denise withdrew the above motion and made the following one: the above recommendations cited in her initial motion are reviewed and that any changes made to the bylaws be highlighted so that the members can easily identify those changes. Susan Mitchell seconded and the motion carried.

July 9, 2008 – IRS Mandated changes (taken from the minutes):

When the Club received its 501(c)(3) non-profit status, bylaw changes were mandated by the Internal Revenue Service:

ARTICLE I—NAME AND PURPOSE. THE NAME OF THE CLUB is the Magnolia Point Women’s Club. THE CLUB’S PURPOSE is to provide the women of Magnolia Point a nonprofit, educational, cultural, and service-oriented club dedicated to serving their diverse interests and to better the community in which we live by helping others. The profits from the Club will be given to qualified organizations for the improvement of life of the underserved in our community.

Addition: This association is organized exclusively for charitable purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by an association, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE XI—DISSOLUTION:

Before: Upon dissolution of the Club, any assets remaining after all debts are paid will be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under section 501 (c)(3) of the Internal Revenue Code.

After: Upon dissolution of this association, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) 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 a public purpose. Any such assets not so disposed of shall be disposed by the Court of Competent Jurisdiction of the county in which the principal office of the association 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

October 10, 2007 – from the minutes:

Nancy Nettuno reported that the vote that went out for the new tax exemption change law was 89 yes and 1 no. As such, two additions are needed to be made to the Bylaws and Nancy read the changes that need to be made. The changes will be voted on at the next meeting. The following are the additions shown in Red:

ARTICLE I - THE CLUB’S PURPOSE is to provide the women of Magnolia Point a nonprofit, educational, cultural, and service-oriented club dedicated to serving their diverse interests and to better the community in which we live by helping others. The profits from the Club will be given to qualified organizations for the improvement of life of the underserved in our community.

ARTICLE XI—DISSOLUTION - Upon dissolution of the Club, any assets remaining after all debts are paid will be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax- exempt status under section 501 (c)(3) of the Internal Revenue Code.

June 13, 2007 – taken from the minutes:

At this member meeting, Dorothy Wood stated that the Bylaws were amended/approved – no description of what the amendments were.

April 12, 2006 – taken from the minutes: The changes to the Bylaws included the use of the internet for presentation of ideas/decisions, year terms for the President and the newly-created position of President-elect, clarification of Sunshine and Charity Committees, and a raise in dues to \$20. The change made the position of the Vice President to automatically move up to the President's position.

2004 – no date noted; taken from February 2004 PTW

Article in the February 2004 Pointing the Way thanked the Bylaws Committee (Dot Harmeling, Joanne Montzka, and Leslie Gulick (and hubby Roy)) for a job well done but no mention was made of the changes. Note: Susan Mitchell felt the amendment was to reflect that the Club would hold member meetings all 12 months of the year, rather than taking the summer off as had been the practice

April 11, 2001:

Constitution Adopted