



**BYLAWS OF THE
FLORIDA EVERBLADES FAN CLUB, INC.
(A Florida Not-For-Profit Corporation)**

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MISSION STATEMENT

We, the members of the Florida Everblades Fan Club, are committed to act in a professional manner, as a booster organization in supporting ALL efforts for the promotion of professional hockey in Southwest Florida. The objectives of the Florida Everblades Fan Club are to have fun along with providing a forum for hockey enthusiasts to exchange ideas and opportunities to enjoy the game of hockey and to provide support for the members of the Florida Everblades hockey team and their families.



ARTICLE 1. NAME

The name of the organization shall be the FLORIDA EVERBLADES FAN CLUB, INC. It shall be referred to herein as FEFC.

ARTICLE 2. OFFICES

The principal office of the FEFC shall be in the state of Florida. The FEFC shall designate a registered office in accordance with Florida law and shall maintain it continuously. The FEFC may have offices at such other places within and without the state of Florida as the FEFC Officers may from time to time determine.

ARTICLE 3. NOT-FOR-PROFIT OPERATION

The FEFC will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the FEFC will be distributed to its members, officers, or members-at-large without full considerations (i.e. receipts for reimbursement or prior board approval for expenses). No member of the FEFC has any vested right, interest or privilege in or to the assets, property, function, or activities of the FEFC. The FEFC may contract in due course with its members, officers or members-at-large without violating this provision.

ARTICLE 4. MEMBERSHIP

Section 1. Qualifications: Membership in the FEFC is open to any person, interested in enjoyment of professional ice hockey, subject to the terms and conditions as determined by the FEFC Board of Directors.

Section 2. Manner of Admission: An application for membership, or a renewal of membership, must be completed in writing and submitted along with full payment of dues to the Membership Chair.

Section 3. Membership Types: There shall be four (4) membership types: Family and individual members will be known as "regular" members. Corporate and honorary members will be known as "honorary" members.

- A. Family - includes husband, wife (or partner), and unmarried children up to the age of eighteen (18) and residing at same address. Dependents to include any handicapped residing at same address.

- B. Individual – includes one individual that must be at least eighteen (18) years of age.
- C. Corporate – includes any individual or business establishment acknowledged by their significantly valuable contribution to the support of the FEFC. All corporate sponsors shall be honorary members. They shall have all privileges as regular members except the privilege to vote, run for or hold elected offices. Corporate members have the option to purchase regular membership.
- D. Honorary – includes any individual nominated for their valuable contribution and/or dedication to hockey and with approval by the FEFC board. Honorary members will have all privileges as regular members except the privilege to vote, run for or hold elected offices.

Section 4. Member in Good Standing Definition: Member in good standing is defined as one who has paid dues in full, has no outstanding financial obligations to the FEFC, and agrees to uphold the Bylaws of the FEFC.

Section 5. Member Duties: It is the duty of all members to uphold and support the purpose of the FEFC and to volunteer and participate whenever and wherever possible, for committees, and serve on any committee(s) to which said member is elected or appointed.

Section 6. Membership Privilege: Only members in good standing may attend FEFC meetings and FEFC functions. Any paid functions shall be restricted to members only and the number of tickets purchased by the member for said function shall directly relate to the type of membership he/she holds. Adult functions include adult paid members in good standing and paid children 13 and older.

- A. Family membership – includes availability for the purchase of tickets for the immediate family members as listed in Article 4, section 3. If the member is a single parent, an additional ticket may be purchased for 1 additional adult guest.
- B. Individual membership – includes availability for the purchase of tickets for the individual member and 1 additional adult guest.
- C. Corporate membership – includes a representative and 1 adult guest (2 total). Any additional tickets may be purchased with approval of the FEFC board.

- D. Honorary membership – such members may attend by invitation from the FEFC board. The quantity of tickets will be based on FEFC board approval.

Section 7. Termination of Membership: membership may be terminated by any of the following methods:

- A. Voluntary written resignation addressed to any FEFC board member.
- B. Failure to pay the annual dues as set forth in Article 6, Section 1.
- C. Expulsion from the FEFC as set forth in Article 10, Section 1, C.
- D. As per Article 5, Section 12.

Section 8. Committee Authority: If a situation arises which is governed by an existing or special committee, members are responsible for contacting the committee chairperson of that committee rather than dealing with the situation themselves. If the member does not receive a response from the committee chairperson within forty-eight (48) hours, the member shall contact any FEFC board member for assistance.

Section 9. Annual Meeting: The purpose of the annual meeting of FEFC Members is to elect the Officers and Members-at-Large, and to transact such other matters as may properly come before the Members. The annual meeting of the FEFC Members shall be held at the times and places designated by the FEFC board. The annual meeting of the FEFC Members for any year shall be held no later than June 30th of each year. However, failure to hold a timely annual meeting shall in no way affect the terms of the Officers or the validity of action of the FEFC. Special meetings of the membership shall be called by the President upon written request of at least twelve (12) members of the FEFC. Written and/or email notice shall be sent at least seven (7) days prior.

Section 10. Voting: Each individual membership in good standing shall be entitled to one (1) vote and each family membership in good standing shall be entitled to two (2) votes, if both present are over the age of eighteen (18) at any meeting of the FEFC at which he/she is present. Absentee voting will be permitted for elections only as stated in Article 5, Section 1.

Section 11. Quorum: A quorum at any meeting of the FEFC will consist of all members present at said meeting. A simple majority of such a quorum will decide any proper questions that may come before the meeting. Elections will also be decided by a two-thirds (2/3) majority of vote of members in good standing present and valid absentee ballots collected.

Section 12. In the event that a current FEFC officer cannot fulfill his or her elected term of office, a current FEFC board Member at Large shall be appointed by the FEFC board to complete the term. If a FEFC Member at Large cannot accept this officer's position an acceptable member in good standing shall be elected by the FEFC board. A FEFC member in good standing shall be appointed by the FEFC board to fill the remaining term of the FEFC board member-at-large accepting the FEFC officer position.

Section 13. In the event that a FEFC officer position or FEFC member-at-large position is added during the current term of the remainder of the FEFC board, the newly elected FEFC officer or member at large term will coincide with the term of the current FEFC officers or members at large.

ARTICLE 5. OFFICERS

Section 1. Nominations and Elections:

- A. **Nominations:** Nominations for officers and board members-at-large will open on March 1 and close on April 1 of the current year. The FEFC board must in a timely manner give membership a list of members that are eligible for such nomination. Once nominations are closed, nominees will be notified within 7 seven days via email or phone to accept or decline the nomination. By April 10 of same year the FEFC board will issue to all members via email or USPS mail an absentee ballot with response requested to be returned by May 1 of same year. All absentee ballots by email response must be return dated no later than May 1, and those that are USPS mailed must be return postmarked no later than May 1 of the same year.
- B. **Elections:** Elections of those accepted nominations will be held at the May FEFC General Membership meeting of the same year, and decided by a two-thirds (2/3) majority of vote of the membership present and of those qualifying absentee ballots. No member shall duplicate vote (cannot submit absentee ballot and also vote at the meeting).

Section 2. **Qualifications:** The following are the qualifications for holding an elected position in the FEFC. To be elected to a board officer position 2 consecutive years active membership and attendance at a minimum of 7 general membership meetings during most current 1year period. To be elected as Member-at-large 1 year active membership and attendance of 5 meetings within that same 1 year. Any person accepting a nomination for a different elected position must resign their current position at the time nominations are closed. No officer or member-at-large shall be related to another by marriage.

To continue to hold an elected position during their term, an officer or member-at-large should attend at least 6 FEFC board meetings in 1 running year (*example: jan-jan; feb-feb, etc*). FEFC officers have the right to remove delinquent officers or members-at-large from said position prior to expiration of their term of office if not compliant.

Section 3. Officers: The officers, except immediate past President, of the FEFC will be elected by the members in good standing. There will be a President, 1st Vice President, 2nd Vice President, Secretary and Treasurer. The President, 1st & 2nd Vice presidents, Secretary and Treasurer (officers of the FEFC) will be elected during the even numbered years. All officers and board members at large will be elected for a two (2) year term. All officers will serve as Directors on the FEFC board.

Section 4. President: The President will preside at all meetings, will have general supervision of the affairs of the FEFC, will sign or countersign all contracts and other instruments of the FEFC, and perform all such other duties as are incident to the office or are properly required of the office by the membership. The President will appoint committee chairpersons on Audit, Bylaws, and Grievance Committees. All others will be on a voluntary basis. The President shall be a signatory to drafts or checks for the withdrawal of money from FEFC.

Section 5. Vice-President: 1st and 2nd Vice President (in that order) will exercise all functions of the office of president in the absence of the President. The 1st & 2nd vice presidents will serve as managers of all committee chairpersons as appointed by the President. The 1st & 2nd vice presidents will also serve as executive assistant to the President; provide support, assistance and guidance to the various committees and special projects, be liaison with other Booster Associations performing such duties as directed by the President in the course of exercising duties of this office. The 1st Vice President shall be a signatory to drafts or checks for the withdrawal of money from FEFC.

Section 6. Secretary: The Secretary will issue notices as may be required for all meetings of the FEFC, will keep the minutes, will sign with the President such instruments that require such signature, keep an accurate list of memberships (in coordination with the Membership chairperson) and conduct the general correspondence of the FEFC.

Section 8. Treasurer: The Treasurer will be responsible for the collections, disbursements and the custody of all the funds and securities of the FEFC and deposit same in the name of the FEFC in such bank or banks as directed. The Treasurer will sign all checks, drafts, notes and orders for the payment of money; which will be countersigned by the President or the 1st Vice President

for any draft or check \$500.00 or over. The Treasurer shall report the financial condition of the FEFC at each regularly scheduled monthly or called meeting along with updates on raffle table sales and expenses. The books will at all times be available for exhibition to any member of the FEFC board.

A yearly audit shall be performed by the Audit Committee, comprised of the Treasurer, 1 member-at-large and 2 active members in good standing. The audit shall be completed prior to October 1 of the current fiscal year. An outside audit completed by a CPA shall be at the request and approval of the FEFC Board of Directors..

Section 9. Front Office Representative: A front office representative will not be an elected position. This position will be assigned by the Florida Everblades Organization. The representative shall be present at meetings when possible.

Section 10. Immediate Past President: The immediate past-president will provide continuity to the FEFC board for a period of six (6) months from the induction of the new board on an 'as needed' basis.

Section 11. Members-at-Large: Current members of the FEFC will be elected as board members-at-large to assist and chair standing committees. The number of board members at large can be up to but not to exceed 4 people. At the discretion of the Board, the amount of members at large may be increased as needed. The members at large will report to the 1st & 2nd Vice Presidents or the President of the FEFC board. The board members-at-large will be elected during the odd numbered years. All officers and board members at large will be elected for a two (2) year term.

Section 12. Any member of the FEFC Board of Directors may temporarily suspend a member for improper conduct, or a violation of the Bylaws of the FEFC. The FEFC Board of Directors will investigate the alleged violation and at the next FEFC board meeting present the case. A determination will be made as voted on by two-thirds (2/3) majority vote of the entire FEFC board (directors and members at large) as to whether the suspension should be removed or set for a specific period of time, or if said member should be expelled permanently from the FEFC. If an officer or member-at-large does not put forth effort to uphold their position or comply with requirements of such position. The President has the right to remove such office or member-at-large and appoint a replacement.

ARTICLE 6. DUES

The annual dues will be decided upon by a two-thirds (2/3) majority vote under the current FEFC board prior to the new fiscal year.

Section 1. All membership dues are to be current by September 15th of the new operating year. Members not up to date by September 15th shall have membership privileges terminated until said dues are paid.

Section 2. New members joining after January 1st may be offered membership dues at half the membership rate for the balance of the current operating year.

ARTICLE 7. COMMITTEES

The President shall appoint committees as deemed necessary to achieve the goals of the FEFC. A sample of such committees are:

- Membership
- Website
- Transportation
- Road Supplies
- Apartment Supplies/Setup
- Hospitality
- Raffle Table
- Fund raising
- Community Service
- Newsletter
- Publicity
- Special Events
- Bylaws
- Audit
- Grievance

The specific committee functions and responsibilities will be available upon request to the Secretary.

ARTICLE 8. FISCAL YEAR

The fiscal year of the FEFC shall be August 1st thru July 31st. The operating year of the FEFC shall be deemed the same.

ARTICLE 9. DISSOLUTION

Section 1. The Florida Everblades Organization reserves the right to disassemble the FEFC at any time without prior notice.

Section 2. If for any reason the existing FEFC board of Directors chooses to resign their positions before their current term has expired, a special meeting shall be called of the general membership to elect new board members or to dissolve the FEFC.

Section 3. Disposition of funds: should the FEFC be disassembled, all monies of the FEFC will be donated to a designated 501(c) (3) charity, as determined by the currently presiding FEFC board and voted on by the general membership.

ARTICLE 10. CODE OF CONDUCT

Section 1. To ensure that the FEFC remains a fun, relaxed, and respectful organization, the following Code of Conduct will apply to all members at all times.

- A. The FEFC understands that members' opinions can vary to a high degree and encourages any point of view to be freely expressed by anyone. However, conduct by a member that is deemed detrimental to the best interests of the FEFC, such as, but not confined to, slander, acts of malicious intent, physical threats, fighting and bounding, damaging property, unreasonable intrusion into someone's personal space, libel, or any other type of defamation of character will NOT be tolerated AT ANY TIME and can be grounds for expulsion from the FEFC. In particular, these rules apply toward: fellow FEFC members, hockey players, guest speakers, hockey organizations and personnel, other hockey booster and fan clubs and media.
- B. Communications on behalf of the FEFC: No member may use or refer to the FEFC in expressing his/her opinion in any written or oral form unless prior approval has been given to the member by the FEFC Board of Directors.
- C. Enforcement: any conduct that could jeopardize the FEFC's existence, not-for-profit status, or is contrary to the FEFC's Mission Statement and Bylaws can be grounds for expulsion from the FEFC.

- D. FEFC membership information shall only be used for FEFC use, not to be distributed outside the FEFC.

Section 2. Actions:

- A. Officers and Members-at-Large: any officer or member-at-large may be impeached for improper conduct or conduct prejudicial to the welfare of the FEFC. The Front Office Representative shall present the impeachment proceedings to the FEFC board, who will then make a determination as to the retention or removal of the officer.
- B. Membership: as an FEFC member it is each individual's duty to recognize that he or she is a representative of the FEFC, and it is also each individual's responsibility to project a favorable image in order not to discredit the FEFC or the Florida Everblades Organization. Should this "code of conduct" be disregarded by anyone, action will be taken by the FEFC board (see Article V, Section 9) and their recommendation will be voted upon by the general membership.

ARTICLE 11. INDEMNIFICATION

The FEFC shall indemnify each Officer, including former officers, to the full extent permitted by the Florida General Corporation Act and the Florida Not-For-Profit Corporation Act.

ARTICLE 12. AMENDMENTS

Any recommendations concerning changes to the Bylaws will be delivered to the Secretary in writing. These recommendations will then be turned over to the Bylaws Committee Chair when appointed. Any changes recommended by the committee will be brought to the FEFC board by the next board meeting. Altered, amended or new Bylaws which are adopted by the FEFC officers must have a two-thirds (2/3) majority approval by the members voted on at the following membership meeting.

ARTICLE 13. PROCEDURES

The proceedings of the FEFC shall be governed 1st by the FEFC's Bylaws, 2nd any standing rules (policies and procedures approved at meetings) and 3rd according to the latest rules of Robert's Rules of Order as revised.

REVISION 3 EFFECTIVE APRIL 19, 2011