

**BYLAWS
OF
PENSACOLA CAMELLIA CLUB, INC.**

**ARTICLE I
NAME**

The name of this corporation is the Pensacola Camellia Club, Inc., a Florida corporation not for profit.

ARTICLE II

MEMBERSHIP, DUES, VOTING, AND SUSPENSION/EXPULSION

Section 1: Membership. Any person may apply for membership in the Club by completing the current application for membership as approved by the Board of Directors and by paying to the Treasurer of the Club the requisite dues for membership. The Board of Directors shall have the power to accept or reject any application for membership. Membership in the Pensacola Camellia Club is open to any individual who supports the purposes of the Club. An honorary membership in the Pensacola Camellia Club may be awarded to any individual who has yielded outstanding service to the Club or to the camellia community.

Section 2: Dues. Dues for membership shall be \$10.00 per year, with the dues-year running from January 1 through December 31. An honorary member is exempt from dues. Dues shall normally be payable during the month of January and shall be applicable for the period ending the following December 31st. If a member has not paid the requisite dues by April 1 of the year during which dues are applicable, upon Board review, that person's membership shall be terminated until such time as the dues are paid.

Section 3: Voting Privileges. At any meeting during which the business of the organization is carried on, each regular or honorary member shall be entitled to one vote.

Section 4: Suspension or Expulsion. Any member of the Club may be suspended or expelled by the Board after he/she has been given adequate notice of the contemplated action and an opportunity to be heard.

ARTICLE III

BOARD OF DIRECTORS

Section 1: The affairs of the Club shall be managed by a Board of Officers and Directors consisting of the following:

President
First Vice President
Second Vice President
Third Vice President
Immediate Past President
Treasurer
Secretary
Seven (7) Directors

Section 2: The annual term of each officer and director shall be from the March meeting to the March meeting of the following year. Officers and Directors shall serve without compensation, shall function as the governing body of the club, and shall serve terms of one year or shall continue to serve until their successors have been elected and installed. There shall be no limitations of the number of terms an Officer or Director may serve.

Section 3: Vacancies occurring in a Director position shall be filled by a majority vote of the remaining members of the Board of Directors.

Section 4: All members of the Board of Directors of the Club shall have equal voting rights and standing. The Chairman of the Pensacola Camellia Club Foundation, Inc. shall be an *ex officio* member of the Board, but shall not have voting rights.

Section 5: The Board of Directors shall have general control and management of the affairs, funds, and properties of the Club. The authority of the Board shall extend to and include, but not be limited to: the right to conduct the continuing operation of the Club; to engage in the acquisition, transfer, or sale of the Club's tangible properties; and to take all reasonable and proper action to execute and fulfill the Club's purposes.

Section 6: The officers and directors of the Club shall constitute the members of the Pensacola Camellia Club Foundation, Inc., and shall each be entitled to one vote with respect to the election of the Trustees of the Foundation and any other matters which may require, or be subject to, voting by the members of the Pensacola Camellia Club Foundation, Inc. as specified or authorized by the Foundation's Articles of Incorporation or Bylaws. The election of Foundation Trustees and transaction of such other business by the Foundation's members as may be necessary or proper shall be conducted normally at the regular March meeting of the Board of Directors of the Pensacola Camellia Club, Inc., or at such other time as such Board shall set.

Section 7: The Board of Directors shall each year at the first meeting following its installation, appoint a Resident Agent to serve as its official representative in dealing with forms and reports necessary for the continuance of Pensacola Camellia Club, Inc. as a Florida not-for-profit corporation, and shall insure that the corporate annual filings are made with the State of Florida. There shall be no limitations of the number of terms or years of appointment the Resident Agent may serve.

Section 8: Any officer or director absent from three consecutive Board meetings shall be subject to removal from the Board.

ARTICLE IV

OFFICERS

Section 1: The officers of the Club shall be a President, a First Vice President, a Second Vice President, a Third Vice President, a Treasurer, and a Secretary. The immediate past President shall also be an officer.

Section 2: A vacancy occurring in an office of the Club shall be filled by a majority vote of the Board of Directors.

Section 3: The President of the Club shall preside at all meetings of the Club and at all meetings of the board of Directors; shall establish needed committees and may appoint assistant officers and chairmen of all committees; and shall perform all other responsibilities as are customarily required by the office.

Section 4: The First Vice President shall be the Show Chairman in charge of the Club's Annual Camellia Show and shall also assist the President in any such fashion as the latter may deem necessary. In the absence of the President, the First Vice President shall assume all the duties, powers, and privileges of the President.

Section 5: The Second Vice President shall be primarily in charge of the Club's monthly programs, and shall assist the President and the First Vice President in any fashion as they may deem necessary. In their absence, the Second Vice President shall assume all the duties, powers, and privileges of the President.

Section 6: The Third Vice President shall be primarily in charge of the Club's membership activities, including new member recruitment, shall keep a current roll of the Club's members and their addresses and existing member retention, and shall assist the President and the other two Vice Presidents in any fashion as they may deem necessary. In their absence, the Third Vice President shall assume all the duties, powers, and privileges of the President.

Section 7: The Immediate Past President shall primarily act as advisor to the other officers and directors of the Club, but in the absence of the President and the three Vice Presidents, shall assume all of the duties, powers, and privileges of the President.

Section 8: The Treasurer shall be the custodian of the operating funds of the Club; shall maintain the Club's checking account; shall collect all dues and financial contributions to the Club; shall disburse the funds of the Club in accordance with the Club's budget or as directed by the Board of Directors; shall report monthly on the Club's finances and submit a financial statement at any time upon request of the Board of Directors, and shall perform such other duties as are customarily assigned that office. The Treasurer may be bonded at the direction of the Board of Directors.

Section 9: The Secretary shall record and maintain the minutes of all meetings of the Club and of the Board of Directors; shall prepare the correspondence of the Club; shall maintain records and files on all matters pertaining to the Club; and shall perform such other duties as the President or Board of Directors may direct or as are customarily assigned to that office.

Section 10: The President may, at any time, appoint assistants for any of the officers of the Club. The appointed assistant may exercise the duties and responsibilities of the designated officer position as directed by that officer or the President. The expiration of the term of office of each appointed assistant officer shall coincide with that of the President. Assistant Officers may attend Board meetings, but shall not be entitled to vote except as the proxy for his respective officer in that officer's absence.

ARTICLE V COMMITTEES

Section 1: The President shall appoint such committees as may be proper and expedient for the functions and operations of the Club. The standing committees may include:

- (a) Annual Camellia Show
- (b) Program
- (c) Membership
- (d) Publicity
- (e) Hospitality
- (f) Plant Sales
- (g) Nominating
- (h) Bylaws and Operating Manual
- (i) Budgeting and Auditing
- (j) Gibberellic Acid Sales
- (k) Historical Record
- (l) Mentoring
- (m) Newsletter
- (n) Annual Workshop
- (o) Propagation
- (p) Garden Tours
- (q) Annual Dinner
- (r) Education, Consultation, and Plant Identification

The President may name members of such committees, or the President may name only a chairman and authorize that chairman to select other members. The President shall be an ex officio member of any committee, including the Nominating Committee. A committee may function as a single position or office, such as the Historian or Newsletter Editor, with such assistance as may be needed by that individual.

Section 2: The expiration of term of office of all committee chairmen and members shall coincide with that of the President. The President shall also have the authority to fill any vacancies on committees occurring during the existence of any committee.

Section 3: Any individual in the Club is eligible to be named to any committee and may serve as chairman of any committee.

Section 4: A committee consisting of at least two members and the outgoing President shall annually review the Club's Bylaws and recommend any changes to the Board of Directors.

ARTICLE VI MEETINGS

Section 1: The Club shall normally hold a regular meeting the third Tuesday evening of each month, except in December when the regular meeting shall normally be held the Tuesday before the Club's show. The March meeting may be the Club's annual end-of-year and awards banquet. No regular meeting will be held by the Club during the months of May, June and July. Special meetings of the Club may be called by the President, and all meetings may be scheduled at such alternative times and places as the Board of Directors may determine.

Section 2: The Board of Directors shall hold at least six meetings each year at a time and place specified by the President. Normally, the Board will meet one or two weeks prior to the Club's regular meeting in order to plan for that meeting and monthly newsletter.

Section 3: Committee meetings shall be held at such time and place as the chairman of the committee shall designate.

ARTICLE VII

NOMINATIONS AND ELECTIONS

Section 1: By December 1st of each year the President shall appoint a Nominating Committee, consisting of a chairman and two additional members. The committee shall include at least two past presidents of the club. Members of the Nominating Committee are ineligible for nomination to the office of President.

Section 2: The Nominating Committee shall prepare and submit to the membership a single slate of officers and directors proposed for the coming year at the regular January meeting.

Section 3: Election of officers and directors shall be conducted at the Club's regular meeting in February. Additional nominations from the membership may be made at least one week before the meeting and with the prior consent of the nominee.

Section 4: Election of officers and directors may be made by voice vote provided no nominations in addition to the slate submitted by the Nominating Committee are made.

Section 5: If nominations in addition to the slate submitted by the Nominating Committee have been made, then the election for the position for which there are two or more nominees shall proceed by secret written ballot. The chairman of the Nominating Committee shall be in charge of the election process.

Section 6: Officers and directors will be installed in the office to which elected at the March meeting. The terms of each office shall be until the March meeting of the following year or until their successor shall be elected and installed.

ARTICLE VIII

QUORUMS

Section 1: Ten (10) members in good standing and eligible to vote shall constitute a quorum of the Pensacola Camellia Club, Inc.

Section 2: At any meeting of the Board of Directors of the Club, seven (7) members shall constitute a quorum.

ARTICLE IX PROCEDURES

Section 1: The parliamentary procedure rules contained in *Roberts Rules of Order (Revised)* shall govern the conduct of all meetings of the Club, including committee meetings, unless they are not consistent with these Bylaws.

ARTICLE X REVISION AND AMENDMENTS

The Bylaws of the Pensacola Camellia Club, Inc. may be adopted, amended, or suspended by a two-thirds vote of the members of the Club present and voting at any regular or specially-called meeting. New bylaws or bylaw amendments must first be approved by the Board and then presented to the membership of the Club for consideration at a regular meeting of the Club and may then be submitted (with any corrections or revisions deemed appropriate) for a vote at the next month's regular meeting.

APPROVED AND ADOPTED by the Club at its regular meeting on the 17th day of February, 2015

