

Serenity Club of Saint Augustine  
P.O. Box 5274, Saint Augustine FL 32085  
18 S Dixie HWY, Saint Augustine, FL 32084

Revised  
2018

# Serenity Club of Saint Augustine

## By-Laws

REVISED MAY 21, 2018

# Serenity Club of Saint Augustine By-laws

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## ARTICLE I. MEMBERS

### SECTION 1. ACTIVE MEMBER

An Active Member can be any person interested in the objectives for which this Corporation is organized. Those individuals associated with an alcohol or drug problem will be declared an Active Member upon initial payment of dues as outlined by the Club's Policy. Said individuals agree to comply with the BY-LAWS and LAWFUL POLICIES of this Corporation. Membership is not guaranteed and is granted ~~under the discretion of the Board.~~

### SECTION 2. PROPERTY RIGHTS

No Member will have any vested right, interest or privilege in or to the assets or affairs of the Corporation, or any right, interest or privilege, which may be transferable or inheritable, or which will continue after his/her membership ceases.

### SECTION 3. VOTING MEMBERS

Voting privileges will ONLY be extended to Members who meet all of the following criteria:

- 1) Monthly dues have been paid for each of the three previous months
- 2) Maintained sobriety and remained drug free for the three previous months
- 3) Must not have an active lawsuit or claim against the club

## ARTICLE II. BUSINESS MEETINGS

### SECTION 1. ANNUAL BOARD OF DIRECTORS MEETING

The Annual Business Meeting of the members of this Corporation will be held on the third Monday in May. The general elections will be held at this meeting.

### SECTION 2. MONTHLY BUSINESS MEETINGS

Monthly Business Meeting of the members will be held on the third Monday of every month. The date may be rescheduled by the President, if 48-hour notice is given to the members.

### SECTION 3. LOCATION OF MEETINGS

Meetings of the Members will be held at the SERENITY CLUB OF ST. AUGUSTINE, 18 South Dixie Highway, St. Augustine, Florida. Any Officer unable to attend in person may teleconference.

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## SECTION 4. QUORUM

A Quorum at any Business Meeting of the members will exist if a majority of the Board Members of the Corporation are present in person. It is permissible for Officers to teleconference into the meeting if at least three Officers are present at the meeting. Teleconferencing protocol is governed by current policy of the Corporation.

## SECTION 5. VOTING MAJORITY

A majority of said Quorum and Voting Members present will decide any motion that may come before the meeting, except as may otherwise be provided by law, the Certificate of Incorporation or these BY-LAWS of the Corporation

## SECTION 6. ORDER OF BUSINESS

The Order of Business of the Annual or Monthly Business Meetings will be:

- 1) Call of Roll
- 2) Floor is Opened to any Person recognized by the Chairperson or with prior approval to address the Membership
- 3) Reading and Corrections of the minutes of the meetings
- 4) Reports of Officers and Committees
- 5) Elections
- 6) Unfinished or Old Business
- 7) Motions or New Business
- 8) Adjournment

## ARTICLE III. BOARD OF DIRECTORS

### SECTIONS 1. MEMBERSHIP

The Board of Directors will consist of five Elected Officers of the Corporation. These Officers are: President, Vice-President, Secretary, Treasurer and Activities Director.

### SECTION 2. ELIGIBILITY

A Voting Member of the Corporation will be eligible for election to the Board of Directors when he/she has been sober and drug free for a period of twelve months prior to the date of his/her nomination for a position.

### SECTION 3. POWERS

The Board of Directors will represent the membership in the management of the Corporation business, property and financial assets. The Board of Directors will establish policies subject to

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these BY-LAWS, have control of the checkbook to pay monthly bills and will perform all other properly authorized duties.

## SECTION 4. LIMITATIONS

Policy changes and other matters approved by the Board of Directors will be subject to review and approval of the Members during the Monthly Business Meeting.

## SECTION 5. VACANCY ON THE BOARD

In the event of a vacancy on the Board of Directors due to death, resignation or other cause, including addictive use of alcohol or drugs, the remaining Board Members will continue to manage the affairs of the Corporation until the election of a successor at the next regular Monthly Business Meeting. The successor will complete the full term of office for that position and will then be eligible for election to two full terms in that office.

## SECTION 6. EXCLUSION FROM OFFICE

Persons involved in close personal relationships are prohibited from serving on the Board of Directors and/or as a Trustee during the same term. No one can serve as Board Member or Trustee, if they have an active lawsuit or claim against the club.

## SECTION 7. MEETINGS

The Board of Directors will hold a minimum of one formal meeting during the last calendar month of each quarter. The Board of Directors will inspect the Corporation's property, review Corporation's policies, examine the financial condition of the Corporation and evaluate the performance of the Officers of the Corporation. The Board of Directors will report their findings to the Membership at the next regularly schedule Monthly Business Meeting.

## SECTION 8. SPECIAL MEETINGS

Special and/or Emergency Meetings may be requested at any time by a member of the Board of Directors by submitting a written request or by phone (followed by a written request) to the Secretary, or President in his/her absence. A posting of the date, time and subject must be displayed and announced no less than 24 hours before the meeting. Only the subject announced will be discussed and decided upon at that meeting.

## ARTICLE IV. OFFICERS & THEIR DUTIES AND RESPONSIBILITIES

### SECTION 1. LIST OF OFFICERS

The Officers of the Corporation will be duly elected Voting Members of the Corporation. They will consist of a President, Vice-President, Secretary, Treasurer, and Activities Director. Each term

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of office is two years. No Officer will be allowed to hold an office for more than two consecutive terms. Exception: If no qualified candidate runs for the position, time in office can be extended until such time that a qualified candidate comes forward, not to exceed an additional term. Officers must keep their membership current while in office, with no payment gap, to remain an Officer.

## SECTION 2. PRESIDENT

The President will preside at all meetings of the Members and meetings of the Board of Directors. He/she will generally supervise and coordinate the affairs of the Corporation, the Board of Directors and the other Officers of the Corporation, pursuant to the BY-LAWS and as may be, from time to time, requested and properly authorized by the Members.

The President will call meetings of the Board of Directors at least once each quarter and report in writing the findings of the Board of Directors to the Members at the next Monthly Business Meeting.

The President will delegate at least one Club Member to be present and host each function or event sponsored by the Corporation. The delegated Club Member will be responsible to ensure safe, timely and effective completion of the function or event.

The President will ensure that a minimum of two Officers have been approved by the Board of Directors to sign checks for the Corporation.

The President will be responsible for ensuring the safety and security of the Corporation property and assets.

## SECTION 3. VICE-PRESIDENT

The Vice-President will assist, as deemed necessary by the President, in the general supervision and coordination of the affairs of the Corporation and the Board of Directors.

The Vice-President will be the main coordinator of all membership drives, maintain and properly update the Membership Board, and maintain a complete and updated list of all Members for roll call at Business Meetings. A current Book of Members including member names, phone numbers, addresses and dues payment records will also be maintained by the Vice-President.

The Vice-President, in the absence or disability of the President, will exercise all the functions of the President.

The Vice-President will also perform such other duties as may be properly required by the BY-LAWS or the Members.

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## SECTION 4. SECRETARY.

The Secretary will keep the minutes of the Corporation, have charge of the Corporate Seal and will execute corporate documents requiring signatures together with the President or Vice-President.

The Secretary will keep all original copies of the minutes in a book and said book will be brought to all Business Meetings for reference. The Secretary will receive a written report of all events and/or functions that occurred during the time between Business Meetings, from the Board member in charge of the event and/or function. The Secretary will distribute copies of the Business Meetings minutes and event reports to all Board Members before the next meeting. The Secretary is responsible for emailing out the minutes to Members, after they have been approved by the Board. He/she will also email Members about events related to the Club.

In the event the President and Vice-President cannot attend a Business Meeting or are absent from the Club for an extended length of time, the duties and powers of the President will fall to the Secretary, with counsel from the President, or Vice-President if the President is not available.

The Secretary will also perform such other duties as may be properly required by the BY-LAWS or the Members.

## SECTION 5. TREASURER

The Treasurer will be responsible for keeping an accurate record of all corporate financial transactions and/or monies, bank deposits and the checkbook of the Corporation as required by the BY-LAWS. The Treasurer will deposit all funds of the Corporation in a bank or banks to be designated by the Members. The Treasurer will keep all cash receipts, deposit slips, checks, monthly bank statements and utility statements for future reference and accounting verification. The Treasurer will maintain an accurate checkbook balance and balance the checkbook with the banks monthly statement. The Treasurer will ensure that the President receives a copy of each monthly bank statement. The Treasurer will distribute a copy of the monthly financial report at Monthly Business Meeting to all Voting Members present and will provide a monthly report of dues paid to the Vice-President.

The Treasurer will assure that all property maintenance expenses are paid. Treasurer will ensure that basic cleaning supplies are on hand at all times, this task may be delegated to the Activities Director. The Treasurer will verify all cash receipts before paying out any funds.

The Treasurer will perform such other duties as may be properly required by the BY-LAWS or the Members.

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## SECTION 6. ACTIVITIES DIRECTOR

The Activities Director will plan, coordinate, promote and/or advertise Corporation meetings, functions, social events and holiday observations/decorations. The Activities Director will assist the Vice-President with Membership drives and advise/assist groups using the Serenity Club property in matters related to group social activities.

The Activities Director will assure that all groups and Club functions have appropriate time allotted for their activities. The Activities Director will have primary responsibility for the condition of the building and property, including safety, security and appearance. The Activities Director also will be responsible for the general supervision of the custodian and of all maintenance or repairs to the building or property. Activities Director is responsible for any community service workers on the property.

The Activities Director will also perform such other duties as may be properly required by the BY-LAWS or the Members.

## SECTION 7. ADDITIONAL OFFICERS.

Additional Officers may be elected by the Members, from time to time, to represent the Corporation in specific functions. The duties of such Officers will be prescribed in writing no later than the next Monthly Business Meeting of the Corporation. The term of additional Officers will not exceed the time to perform his/her specific function or one year, whichever is less.

## SECTION 8. ELECTIONS

The President and Secretary will be elected at the Annual Business Meeting on the ODD years and the Vice-President, Treasurer, and Activities Director will be elected at the Annual Business Meeting on the EVEN years. The elections will be based on a written ballot. Nominations will be opened at the Business Meeting in April (or the month preceding the election) for all eligible Members at the meeting and closed before the ballots are collected. The deadline for ballots to be turned in and/or received is the May Business Meeting (or the next meeting following the nominations meeting).

## ARTICLE V. ADVISORY COMMITTEE

### SECTION 1. SELECTION

The Membership may elect, or the Board of Directors may appoint, one or more Active/Voting Members to serve on one or more Advisory Committees, to advise on any matters concerning the Corporation. Committee Members may include Officers of the Corporation.

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## SECTION 2. DUTIES

The Advisory Committee will hold meetings to study matters, make outside contacts and initiate other actions necessary to accomplish its/their assigned function. Each such committee will prescribe the rules and procedures for the call and conduct of the meetings of the committee and other matters relating to its duties.

## SECTION 3. LIMITATIONS

Each Advisory Committee will limit its activities to the specific purpose for which it was established. It will perform its duties subject to approval of the Board of Directors and/or the Members of the Corporation, whichever established it.

## SECTION 4. TERMINATION

Each Advisory Committee will terminate:

- 1) Upon the completion of its specified function and advisory duty
- 2) When abolished by the Board of Directors and/or the Members of the Corporation, (whichever established it)
- 3) At the one-year anniversary of its conception

## ARTICLE VI. TRUSTEES

### SECTION 1. OBJECTIVE

It is the objective of the Trustees of the Serenity Club to advise, assist and monitor the activities of the Corporation and the Officers.

### SECTION 2. SELECTION

There will be three Trustees selected from the Voting Members of the Corporation. The Trustees will consist of prior Members of the Board of Directors whenever such persons are available. Otherwise, Voting Members of long sobriety will be chosen.

### SECTION 3. TERM OF OFFICE

The term of Office will be three years.

### SECTION 4. MEETINGS

The Trustees will meet at least once each quarter.



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## ARTICLE VII. REMOVAL AND WITHDRAWAL

### SECTION 1. REMOVAL

Any Officer, member of an Advisory Committee or Trustee may be removed from office or position held by a two-thirds majority vote of the Voting Members at an Annual or Monthly Business Meeting for: addictive use of alcohol or drugs, malfeasance in office, gross mismanagement, failure to pay dues for more than two months, non-attendance<sup>1</sup> of three consecutive Business Meetings without good cause or other justifiable reason (e.g. mental instability, imprisonment) or marriage to another Officer of the Corporation.

### SECTION 2. WITHDRAWAL

Any member of the Board of Directors or Trustee may withdraw from the office or position held in the Corporation by presenting his/her resignation, in writing, to the Secretary or President of the Corporation.

### SECTION 3. RESIGNATION FOR ANOTHER OFFICE

An Officer or Trustee must resign his/her position in the Corporation to run for another Office. This resignation must be done before the nomination for another office is accepted. If not elected to the new position, they will not be eligible to run for any office until the next regular annual election. They will, however, be eligible to take a Trustee position three months after the election.

## ARTICLE IIX. ASSETS AND CAPITOL

### SECTION 1. OBTAINING

As a means of accomplishing the foregoing purposes, the Corporation will have the powers to accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects or purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

## ARTICLE IX. COMPENSATION

No Officer, member of the Board of Directors, member of an Advisory Committee or member of the Corporation will receive compensation for the performance of his/her duties. However, expenses incurred in the performance of legally authorized duties may be refunded. Receipts will

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<sup>1</sup> attendance is either in person or by teleconferencing

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be required. The only waiver allowed to this rule on compensation would be when a member of the Corporation is also an authorized employee of the Corporation.

## ARTICLE X. CONTRACTS

The Board of Directors may execute and deliver any contracts, approved by the Membership, which are not prohibited by these BY-LAWS. The Board of Directors may delegate its contracting authority to any Officer or agent to act on behalf of the Corporation. This delegation of authority may be general or limited to a specific instance. Except as stated above in this article, no Officer, agent or employee will have any power or authority to bind the Corporation by any contract or engagement, or power to pledge its credit, or to render it liable for any purpose or for any amount.

## ARTICLE XI. BANKING

### SECTION 1. FUNDS

The funds of the Corporation will be kept in such bank or banks as may, from time to time, be designated by the Members of the Corporation. The monies received will be deposited in such depository, intact, in the form in which received.

The funds will be subject to withdrawal only upon checks signed by any two Board Members approved by a majority of the Board for the payment of authorized expenditures.

EXCEPTIONS: In order to expedite the payments of expenditures, the following checks are exempt from this stipulation.

- 1) Electric
- 2) Government fees
- 3) Water
- 4) Fire assessment
- 5) Cleaning supplies
- 6) Wages
- 7) Phone/Cable/Wi-Fi
- 8) Documented expense receipts
- 9) Insurance

All other checks will be made out and signed in accordance with the By-Laws at the Monthly Business Meeting.

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## ARTICLE XII. FACILITIES

### SECTION 1. HOUSING

The Corporation may purchase, build, own, lease, rent or acquire by gift, any building or portion thereof for the purpose of holding or allowing to be held, meetings or fellowships devoted to any person faced with an alcohol and/or drug problem.

### SECTION 2. CLUBROOM

In addition to the above, the Corporation may keep and maintain a clubroom for the relaxation and convenience of its Members. Said clubroom will be open to persons faced with an alcohol and/or drug problem who are Members or those who are accompanied by a member of the Corporation. All persons must conduct themselves in an orderly manner on these premises or may be: 1) asked to leave 2) legally removed from the property 3) barred from the property - including meetings (for a time designated by a vote of Voting Members present at the Monthly Meeting). No alcohol, drugs and/or paraphernalia or weapons and/or firearms may be brought onto the property.

## ARTICLE XIII. CORPORATE SEAL

The Corporate Seal of the Corporation will consist of an encircled SERENITY CLUB OF ST. AUGUSTINE, FLORIDA, 1983 inscription.

## ARTICLE XIV. AMENDMENTS

These BY-LAWS (except Article XVI Section 2) may be amended, rescinded or altered (in whole or in part) by a two-thirds majority vote of the Voting Members at a Business Meeting if all of the following conditions are met: 1) an old copy, a proposed copy and an explanation of all changes is distributed to all Members present at the Business Meeting 2) all changes are discussed at the following Business Meeting 3) changes are approved by a two-thirds majority vote of the Voting Members present at the Business Meeting.

A copy of the newly approved BY-LAWS will be distributed at the following Business Meeting.

## ARTICLE XV. EXEMPTION

Amendments to the Articles of Incorporation must comply with the Department of the Treasury, Internal Revenue Service requirements for exemption from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, and may be accomplished by a majority vote of the Members of the Board of Directors especially called for such purpose.

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## ARTICLE XVI. DISSOLUTION

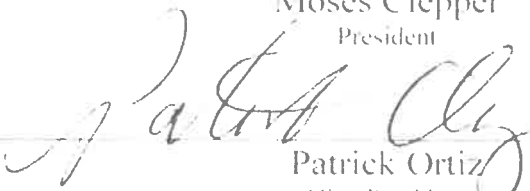
### SECTION 1. HOW DETERMINED

Subject to the provisions of the existing law, the dissolution of the Corporation may be accomplished at any time upon a two-thirds majority vote of the Voting Members present at a meeting of Members called for that purpose.

### SECTION 2. DISPOSITION OF ASSETS

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations, which themselves, are exempt as organizations described in Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the federal, state or local government, this property may only be used for the purpose relating to the recovery or persons affected by an alcohol or drug addiction.

  
Moses Clepper  
President

  
Patrick Ortiz  
Vice-President

  
Robert Brisbane  
Secretary

  
Bobbie Terry  
Treasurer

  
Jody Black  
Activities Director