

ITEMS IN RED are (1) the changes that were discussed and possibly approved, but never formally adopted by the membership. These changes are specifically outlined in a summary that reference meetings that occurred in August of 2015, 2016 and 2017; (2) the changes required pursuant to IRS guidelines for 5013c entities; (3) the addition of a Junior Director to the Board of Directors and (4) changes for clarification or updating.

ITEMS IN BLUE are changes to the wording where there were grammatical issues, sentence structure and clean-up, but does not change the integrity of the provision.

The membership is being asked to review these amendments and cast their vote to approve on their membership application after September 1st. When the majority of members have submitted their application and cast their vote, if/when approved, we will date this document, reprint it in black, and post it on the website.

**CONSTITUTION AND BY-LAWS OF
THE FLORIDA WHIPS
To be effective as of _____, 2021**

ARTICLE 1
NAME AND OBJECTIVES

- SECTION I The name of the club shall be THE FLORIDA WHIPS, INC., **hereinafter the “Club”**.
- SECTION II The Club is a not-for-profit club and shall not be conducted or operated for profit or for the benefit of any member or groups of members.
- SECTION III The objectives of the Club shall be to promote all aspects of equine **carriage driving by encouraging good will, providing education and training opportunities with an emphasis on safety through clinics, competitions and pleasure drives.**

BY-LAWS

ARTICLE I
MEMBERS

- SECTION I All persons, families and organizations interested in, and willing to support the objectives of THE FLORIDA WHIPS, INC., **(hereinafter the “Club”)** are invited to become members of the Club.
- SECTION II **Membership and Dues:**
- A. Categories: There are four categories of membership:
1. Individual
2. Family: Direct family members living in a single household

3. Business and/or corporate: One designated member from the entity will have membership privileges.
 4. Reciprocal: With other organizations. Membership is free with no voting privileges.
- B. A Membership form and payment of the annual fee ("dues") submitted either electronically or by paper, shall, be automatic upon receipt of same by the Club, excluding Reciprocal Membership. Termination of membership will occur as a result of voluntary resignation, non-payment of dues, or by expulsion for cause by a 2/3rds vote of the Board of Directors, to include cruelty, unbecoming behavior and failure to observe safety rules. A member so expelled may, within 45 days of receiving notice of the expulsion, request to contest the expulsion.
- C. Dues are payable on or before September 1st and payment of such is a requisite for the right to vote, hold office, serve on committees and for retention of membership. Membership will be terminated if not paid within 30 days.

ARTICLE II

MEETINGS AND VOTING

SECTION I **Club Year:** The Club's fiscal /accounting year shall follow the tax year from January 1st through December 31st. The Club's operational year shall begin immediately at the close of the annual meeting for elections and shall continue through the close of the next such annual meeting.

SECTION II **Meetings of the general membership:** There shall be a minimum of one Annual Membership Meeting. A meeting for the election of officers shall be held in the month of May or June. Newly elected officers shall take office immediately upon close of this meeting. Another membership meeting may be held at the discretion of the Board of Directors.

- A. The site and date of the annual meetings shall be established by the President with the concurrence of the Board of Directors.
- B. Notice of the date and site of the meetings shall be published in the newsletter and on the Club's website not later than 30 days prior to the meeting date and shall be placed on the calendar immediately upon determination of the date.

SECTION III **Special Membership Meetings** may be called by the President with concurrence of two-thirds of the Board of Directors or may be called by written request to the President signed by 50% of the membership. The site date and purpose of all special meetings shall be noticed in writing at least 20 days prior to the time scheduled for the meeting.

SECTION IV **Regional Planning Meetings** shall be called by each Regional Director in May, June or July but no later than the end of the first week in August. Notice of which shall be done by publication in the Newsletter, by email, regular mail or by phone at least 14 days prior to the meeting.

SECTION V Board of Directors Meetings may be called and must be noticed in writing to each Director 14 days prior to the meeting unless such notice is specifically waived by each Director. The Annual Planning Meeting shall be held by August 17th of each year. Emergency Meetings may be called by the President or by 50% of the Board of Directors. Attendance may be in the form of physical or electronic, i.e., email, telephone or by text.

SECTION VI **Voting.** Each membership, i.e. individual, family or business/corporate, is entitled to one vote at all meetings. Determinate voting on issues before the membership requires affirmation by at least 51% of the votes cast, including written proxies and or ballots from absentees. Voting for officers will be made in secret written ballot and shall include those by written proxy and ballots from absentees. Determinate voting for other than officers may be by voice or show of hands and must also include proxies and absentee ballots. Determinate voting at Board of Directors meetings shall be by 51% of all the Directors. Electronic voting may be performed in place of voting at Membership or Board Meetings. Survey Monkey or direct emailing can be used. 51% of all votes cast, is still required to pass a vote.

ARTICLE III DIRECTORS AND OFFICERS

SECTION I **The Board of Directors** shall consist of the President, Vice President, Secretary, Treasurer, Regional Directors, **Junior Director** and Membership Chairman, Non-voting ex-officio members shall be, but not limited to, the Newsletter Editor and Web Master and Alternate Regional Directors.

A. **Terms of Office** – All Officers and Directors shall be elected for two-year terms. All members of the Board may be reelected to succeed themselves for one time only, and may be reelected to the same office after a two year hiatus. Partial terms shall not be included in term limits. All members may be elected to another position on the Board at the expiration of their normal term of office or resignation.

B. Vacancies on the Board

1. Should the office of President become vacant the Vice President shall assume the duties and office of the President until the normal expiration of the term.
2. Should the office of Vice President become vacant, the Board of Directors will appoint a Regional Director to assume the duties until the normal expiration of the term.
3. Should the office of Secretary or Treasurer become vacant, the Board of Directors will appoint a successor who will serve the remainder of the term.
4. Should the office of a Regional Director become vacant, the Alternate shall assume the position until the normal expiration of the term or the region meets to hold a new election.

5. Should the Junior Director or the Membership Chair become vacant, the Board of Directors will appoint a successor who will serve until the next election.

C. Election of Officers

1. The President, Vice President, Secretary, Treasurer, Junior Director and the Membership Chair shall be elected by the membership at the annual meeting. The President, Vice-President, Junior Director and Membership Chair in even years, the Secretary and Treasurer in odd years.
2. The Regional Director shall be elected by a majority of the members of the region present, including written proxies and/or ballots, prior to the annual planning meeting of the region. The schedule for the different regions will be found in the Club's policies.
3. The Regional Alternate shall be elected at the regional planning meeting on the same schedule as the Regional Director.

- D. **Duties of the Board of Directors.** The Board of Directors are entrusted with the general management of the Club's affairs and makes policy regarding financial activities, the activities calendar and interaction with other clubs. The Board of Directors meet at the call of the President. Attendance at Board Meetings may be in the form of physical presence or electronic attendance. Absence from three consecutive meetings is cause for automatic removal from office. The Board shall review and revise Club policies and protocols each year at the planning meeting.

1. **Officer Removal from Office.** Officers of the Club may be removed from office by a majority vote of the membership at a general meeting or by a 75% vote of the Board of Directors at any of their meetings. In addition, a Regional Director may be removed from office by a majority vote of the regional membership. Grounds for removal from office include malfeasance, misfeasance, absenteeism or for actions bringing discredit or harm to the Club.

- E. **Duties of the President.** The President shall preside at all meetings of the Club and of the Board of Directors, and shall have the duties and powers normally assigned to the office of President in addition to those particularly specified in this document, or designated by the Board of Directors.

- F. **Duties of the Vice President.** (this is being deleted "The Vice President or appointed representative shall attend all regional planning meetings") The Vice President shall have the powers and exercise the duties of the President in case of the President's absence, incapacity or death. The Vice President shall also serve as coordinator of the Club's statewide drives and is in charge of the calendar.

- G. **Duties of the Secretary.** The Secretary oversees the legal affairs of the Club. This officer sends out appropriate notices of all meetings, keeps a record of all general meetings of the Club and all meetings of the Board of Directors, to include minutes

of the proceedings and a record of attendees. Minutes from the regional meetings will also be submitted to the Secretary to be kept in the official records. The Secretary shall keep a record of all motions made by the Board of Directors, (including those motions made by the Board electronically.) and membership and the results of said motions. The Secretary shall also maintain a formal List of Policies adopted by the members and the Board at formally called general membership or board meetings. Additionally the Secretary handles the insurance affairs of the Club.

- H. **Duties of the Treasurer.** The Treasurer is responsible for the financial affairs of the Club. This officer establishes bank accounts, deposits all funds received, disburses funds as required and maintains books accurately showing the financial activity and status of the Club. The books shall be available for inspection by the Board and the Audit Committee. The Treasurer will make whatever reporting is required by the law regarding the Club's financial affairs and is authorized to employ legal and auditing expertise to accomplish same. The Treasurer will submit a written financial report to the membership at the annual meeting, **and to members by special request or on an as needed basis. (This shall be deleted: and shall submit a written report for publishing in the newsletter.)**

Pursuant to IRS guidelines, so long as the Club maintains its 5013c status, the Treasurer will make available for public inspection, the Application for Exemption and supporting documents, IRS Determination Letter and 990 Forms. An email request may be made to the Treasurer for this purpose.

- I. **Duties of the Membership Chairman.** The Membership Chairman shall maintain a complete list of members, receive applications for membership, maintain the applications and liability release forms, send out dues notices and provide mailing lists. Additionally, the membership Chair will work closely with the newsletter editor and secretary to ensure that all members receive notices, ballots, newsletters, etc., as required.
- J. **Duties of the Junior Director.** The Junior Director shall promote educational activities, clinics and events geared towards encouraging junior drivers to join the Club, as well as bringing new ideas and fresh concepts to the organization to encourage and retain such members for the future.
- K. **Duties of the Regional Directors.** The Regional Directors shall be responsible for calling the annual regional planning meeting to plan a calendar of activities for the year and to hold the biannual election of the regional director. They shall also keep the editor of the newsletter and the Vice President informed as to the calendar or regional activities, any changes in the calendar and reports on those activities. The Regional Directors (or Alternates) should attend all functions in their Region when possible.

- L. **Duties of the Regional Alternates.** The Regional Alternates shall attend events and meetings when the Regional Director cannot, including Board meetings and will have voting power when the Director is not in attendance. The Alternate shall also keep the minutes of Regional Meetings.

ARTICLE IV COMMITTEES

SECTION I All committees shall be defined and the chairperson shall be appointed by the Board of Directors. The committee membership may vary from one upwards. Its functions and authorities will be shown in the Board minutes that created the committee. The President is an Ex-Officio member of all committees with the exception of the Nominating Committee on which the President does not serve.

SECTION II Other Committees. The following committees are optional based on need:

- A. Nominating Committee. Consists of two directors and three members and nominates candidates to serve as Directors and Officers. The affairs of the committee to be kept secret.
- B. Audit Committee. Consists of the President, one director and one non-Director member and reviews the books and financial affairs of the Club.
- C. By-Laws and Policy Committee. The Board of Directors shall appoint the Chairperson. The committee shall review the By-Laws and List of Policies each year before the annual meeting and make recommendations to the membership and the board at the Annual Meeting.
- D. Education Committee. Consists of at least one person from each region and liaison with Vice President.

ARTICLE V REGIONS

SECTION I **Regions.** The Club will be subdivided geographically into **as many regions as needed to logistically carry out the regional activities. (to be deleted: "three or more regions")**. The regions will be named and delineated by the Board of Directors and each will have an elected Regional Director. The delineations, names of and voting schedule for the regions are to be found in the Club's List of Policies.

- A. Members residing on or near the borders between regions may be assigned to the adjacent region at their request.
- B. Members may participate in all activities (other than voting) of all other regions.

ARTICLE VI
AMENDMENTS

SECTION I The By-Laws of this Club or any portion thereof may be altered, amended or rescinded by the Board of Directors with the changes to be presented to the membership at the General Membership Meeting and posted on-line for the entire membership to examine over the summer months. A vote on the changes will be included with the membership renewals for the following September. This vote is required for the completion of the renewal application and a 2/3rds majority approval of all renewing members will be considered sufficient to adopt the new by laws.

SECTION II **Revoking Prior By-Laws.** Any and all prior By-Laws of this Club in force and effect at the time of the adoption of these By-Laws are expressly, revoked, rescinded and annulled.

ARTICLE VII
DISSOLUTION

SECTION I The Club may be dissolved at any time by the written consent of not less than 2/3rds of the members. In the event of the dissolution of the Club, whether voluntary or involuntary or by operation of law, none of the property of the Club, nor any proceeds thereof, nor any assets of the Club shall be distributed to any members of the Club, but after payment of the debts of the Club, its properties and assets shall be given to one or more charitable organizations for the benefit of horses selected by the Board of Directors.

ARTICLE VII
ORDER OF BUSINESS

SECTION I All meetings shall be conducted under Robert's Rules of Order, Revised, except in cases where they do not apply or [are inconsistent](#) with these By-Laws.

SECTION II At meetings of the Club, including meetings of the Board of Directors, the order of business, so far as the character and nature of the meeting may permit shall be as follows:

- Roll Call
- Minutes of Last Meeting
- Report of President
- Report of Vice President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Election of Officers (at Annual Meeting)
- Unfinished Business
- New Business
- Adjournment

