



BYLAWS HEARTS of MIROMAR

ARTICLE I – NAME AND DESIGNATION

The name of the organization shall be Hearts of Miromar (“Hearts”/HOM). The Hearts of Miromar is designated as a 501(c)(7) nonprofit. This designation is reserved for nonprofit social clubs. (It **does not provide tax deduction** status to its members for any checks or payments made directly to “Hearts” regardless if the intent is to support a charitable organization.)

ARTICLE II - OBJECTIVE

The objective of the Hearts of Miromar is to create a social club affording the women of Miromar Lakes Beach and Golf Club a forum to foster new friendships, strengthen current friendships and promote community goodwill. HOM may support Southwest Florida charities, or other designated non-profit organizations, through donations and/or volunteerism.

ARTICLE III - MEMBERSHIP

- (A) A member must either reside or own non-leased property within the Miromar Lakes community, reside within the Miromar Lakes community as a tenant or be a member in good standing in the Miromar Lakes Golf Club.
- (B) Members must have paid current dues to be a member in good standing.
- (C) The HOM fiscal year is October 1 through September 30. Annual dues are payable by October 1, after which there will be a 31-day grace period. Any member who has not paid her dues by October 31 will not be considered a member in good standing and privileges associated with membership (i.e., attendance at luncheons, involvement in clubs, access to password protected HOM information, Weekly Updates, etc.) will no longer be available to said “member”. Upon receipt of the membership dues, privileges will be reinstated.
- (D) Dues will not be prorated. However, first-time “Hearts” joining in the months of June through September will have their membership extended through the next fiscal year.
- (E) If a member is no longer a resident (owner or tenant), they will not be considered a member per Article III – Membership, Section A. Should said individual return to the Miromar Lakes Community within the same fiscal year, the individual’s membership will be reinstated with no additional membership charge.
- (F) Political, commercial and religious solicitations shall be prohibited at all functions by

both members and guests. The membership roster shall not be used for any personal, political, commercial or religious purpose.

ARTICLE IV – EXECUTIVE OFFICERS

Section 1. Executive Officers

The Executive Officers shall be identified as President, Vice President, Secretary and Treasurer. Executive Offices may be held by co-Officers. All candidates for Executive Office positions, including co-Officers must comply with the criteria spelled out in Article VII - Section 2.

Section 2. Roles and Responsibilities

President

The President shall be the chief officer and shall preside over all Executive Sessions, Board of Director Meetings and Monthly Membership Meetings. The President has the authority to call an Executive Session and/or additional Board of Director meetings, at will and with proper notification. (See General Guidelines.) She will prepare an agenda for all Executive Sessions and Board of Director meetings. Additional responsibilities and/or requirements are addressed in the General Guidelines under Job Descriptions.

Vice President

The Vice President shall preside over the Board of Directors meeting and the Monthly Membership Meetings in the absence of /request of the President. In addition to providing support to the President, the Vice President will be responsible for overseeing the Program Director(s), who in turn will be responsible for the identification and scheduling of programs. Additional responsibilities and/or requirements are addressed in the General Guidelines under Job Descriptions.

Secretary

The Secretary shall keep full and accurate minutes of Executive Sessions and Board of Directors meetings. She will be responsible for correspondence as requested by the President. Additionally, the Secretary will chair the Standing Planning Committee (availing herself of resources she deems appropriate). The Standing Planning Committee is responsible to oversee governance of the organization by reviewing the HOM Bylaws, General Guidelines and Job Descriptions at the end of each term, or as needed, to make certain they properly reflect the composition of the board, roles and responsibilities and the appropriateness of the protocols by which the board conducts its business. Additional responsibilities and/or requirements are addressed in the General Guidelines under Job Descriptions.

Treasurer

The Treasurer shall be responsible for presenting a report at each Board Meeting showing itemized receipts and expenditures. In addition, the Treasurer shall be responsible for the compliance of all tax filings including but not limited to the IRS and Florida Annual Filing. Additional responsibilities and/or requirements are addressed in the General Guidelines under Job Descriptions.

Section 3. Term of Office

- (A) The election for Vice President will be held annually. She will serve a one (1) year term and then with the approval of a majority vote of the Board of Directors, the VP shall assume the role of President for one term, which is one (1) year. NOTE: The Vice President's commitment is a two (2) year commitment, serving a one (1) year term as Vice President and a one (1) year term as President. If the Vice President is not approved to move forward into the President's position or other extenuating circumstances prevail, the Nominating Committee will be first required to seek acceptance of nominations / self-nominations of previous Officers in good standing. Assuming there is more than one previous Officer who agrees, the Nominating Committee will then present a slate of those who have agreed to serve a one (1) year term for the office of President to the full membership for a vote. If only one previous Officer agrees, she will automatically assume the position. Should there be no previous Officers willing to accept a nomination, the outgoing President will be asked to serve an additional one (1) year term. If one of the Co-Vice Presidents is not approved to move forward into the President's position or other extenuating circumstances prevail, the remaining Vice President will determine if she will hold the office of President by herself or if she wants the vacant position filled. If the position is to be filled, the above noted process will be implemented.
- (B) If there are no candidates identified through the nomination process (Article VII – Section 1) willing to take the office of Vice President, then all past Officers who are HOM members in good standing will be contacted with the anticipation that one of them would be willing to be appointed to said position for the specified term. The appointment would be made with the approval of the current Executive Officers. However, if there is more than one (1) past Officer willing to take said position, all past Officers willing to take said position will have their names put on the slate of nominees.
- (C) If there are no candidates identified through the nomination process (Article VII – Section 1) willing to take the position of Vice President and all past Officers who are HOM members in good standing have been contacted and are unwilling to be appointed to said position for the specified term, all current Board members who are HOM members in good standing will be contacted with the anticipation that one of them would be willing to be appointed to said position for the specified term. The appointment would be made with the approval of the current Executive Officers. However, if there is more than one (1) current Board member willing to take said position, all current Board members willing to take said position will have their names put on the slate of nominees.
- (D) If there are no candidates identified through the nomination process (Article VII – Section 1) willing to take the position of Vice President, and all past Officers who are HOM members in good standing have been contacted and are unwilling to be appointed to said position for the specified term, and all current Board members who are HOM members in good standing have been contacted and are unwilling to be appointed to said

position for the specified term, the President will appoint any HOM member from the full roster to said position with the approval of the current Executive Officers.

- (E) The terms for Treasurer and Secretary shall be two (2) years and the elections for each office will take place alternately on odd years for Secretary and on the even years for Treasurer.
- (F) The Offices of Secretary and Treasurer are limited to one (2-year) term.
- (G) If there are no candidates identified through the nomination process (Article VII – Section 1) willing to take the Offices of Treasurer or Secretary, then the Officer currently holding said position, if willing, shall be eligible to be appointed to said position by the current Executive Officers for a second term.
- (H) If there are no candidates identified through the nomination process (Article VII – Section 1) willing to take the position of Secretary or Treasurer and the current Officer is not willing to be appointed for an additional term, then all past Officers who are HOM members in good standing will be contacted with the anticipation that one of them would be willing to be appointed to said position for the specified term. The appointment would be made with the approval of the current Executive Officers. However, if there is more than one (1) past Officer willing to take said position, all past Officers willing to take said position will have their names put on the slate of nominees.
- (I) If there are no candidates identified through the nomination process (Article VII – Section 1) willing to take the positions of Treasurer or Secretary and the current Officer is not willing to be appointed for an additional term, and all past Officers who are HOM members in good standing have been contacted and are unwilling to be appointed to said position for the remaining term, then, all current Board members who are HOM members in good standing will be contacted with the anticipation that one of them would be willing to be appointed to said position for the remaining term. The appointment would be made with the approval of the current Executive Officers. However, if there is more than one (1) current Board member willing to take said position, all current Board members willing to take said position will have their names put on the slate of nominees.
- (J) If there are no candidates identified through the nomination process (Article VII – Section 1) willing to take the positions of Treasurer or Secretary and the current Officer is not willing to be appointed for an additional term, and all past Officers who are HOM members in good standing have been contacted and are unwilling to be appointed to said position for the remaining term, and all current Board members who are HOM members in good standing have been contacted and are unwilling to be appointed to said position for the remaining term, the President will appoint any HOM member from the full roster to said position with the approval of the current Executive Officers.

Section 4. Unexpired Term of Office

In the event an officer or co-officer vacates her position prior to the expiration of her term, the following actions shall prevail:

- (A) President: If the Office is held by a single President, the office of President shall be filled immediately. All past Officers who are HOM members in good standing will be contacted with the anticipation that one of them would be willing to be appointed to said position for the specified term. The appointment would be made with the approval of the current Executive Officers. If no past Officers who are HOM members in good standing are willing to be appointed to said position for the specified term, then the office of President shall be filled immediately by the Vice-President or one (1) of the co-Vice

President's, if applicable, for the remainder of the term. The remainder of the term will not be counted as part of an "elected" term of office. The vacant Vice-President or co-Vice-President will be filled as defined below in Article 4, Section 4, (C) & (D) respectively.

- (B) If the President's Office is held by co-Presidents, the remaining co-President has the option to continue as sole President or if she would like to have a co-President to complete the term, all past Officers who are HOM members in good standing will be contacted with the anticipation that one of them would be willing to be appointed to said position for the specified term. The appointment would be made with the approval of the current Executive Officers. If no past Officers who are HOM members in good standing are willing to be appointed to said position for the specified term, then the office of President shall be filled immediately by the Vice-President or one (1) of the co-Vice Presidents, if applicable, for the remainder of the term. The remainder of the term will not be counted as part of an "elected" term of office. The vacant Vice-President or co-Vice-President position will be filled as defined below in Article IV, Section 4, (C) and (D) respectively.
- (C) Vice President: If the Office is held by a single Vice President, the office of Vice President shall be filled immediately. All past Officers who are HOM members in good standing will be contacted with the anticipation that one of them would be willing to be appointed to said position for the specified term. The appointment would be made with the approval of the current Executive Officers. If all past Officers who are HOM members in good standing have been contacted and are unwilling to be appointed to said position for the specified term, all current Board members who are HOM members in good standing will be contacted with the anticipation that one of them would be willing to be appointed to said position for the specified term. The appointment would be made with the approval of the current Executive Officers. However, if there is more than one (1) current Board member willing to take said position, all current Board members willing to take said position will have their names put on the slate of nominees. The position will be filled from the slate of nominees by recommendation of the President and approved by the current Executive Officers. Said appointment shall be for the remainder of the term of the vacated position. The remainder of the term will not be counted as part of an "elected" term of office.
- (D) If the Vice President Office is held by co-Vice Presidents, the remaining co-Vice President has the option to continue as sole Vice President or if she would like to have a co-Vice President to complete the term, all past Officers who are HOM members in good standing will be contacted with the anticipation that one of them would be willing to be appointed to said position for the specified term. The appointment would be made with the approval of the current Executive Officers. If all past Officers who are HOM members in good standing have been contacted and are unwilling to be appointed to said position for the specified term, all current Board members who are HOM members in good standing will be contacted with the anticipation that one of them would be willing to be appointed to said position for the specified term. The appointment would be made with the approval of the current Executive Officers. However, if there is more than one (1) current Board member willing to take said position, all current Board members willing to take said position will have their names put on the slate of nominees. The position will be filled from the slate of nominees by recommendation of the President and approved by the current Executive Officers. Said appointment shall be for the remainder of the term of the vacated position. The remainder of the term will not be counted as part of an "elected" term of office.

(E) Other Officers: The offices of Secretary and/or Treasurer will immediately be filled through recommendation by the President and approved by the current Executive Officers. Candidates must comply with criteria established in Article VII, Section 2. Said appointment shall be for the remainder of the term of the vacated position. This remainder of term will not be counted as part of an “elected” term of office.

ARTICLE V – DIRECTORS

Section 1: Director Positions

The Officers shall review and approve the Board of Director positions / job descriptions each year and will modify them based on what is deemed appropriate at the time. Director positions may be held by co-Directors; however, the position will be entitled to one collective vote.

Section 2. Terms

The Office of Vice President/President is limited to one (2-year) term.

The Offices of Secretary and Treasurer are limited to one (2-year) term.

After an absence from an Executive Board position of at least one (1-year), an ex-Board member is eligible to run for a Board seat which she has previously held.

Director terms are one (1) year terms and each Director position can only be held for a maximum of three (3) years. If after three (3) one-year terms, no member is willing to take the Director’s position, the incumbent is permitted to remain in the Office for an additional one (1-year) term with the approval of the current Executive Officers. Said Director may continue in said position for an unspecified number of terms if there are no members willing to take the Director’s position, as determined on an annual basis.

Directors may be contacted by the President to vacate their position before their term is fulfilled for just cause as outlined below:

1. Non-performance/untimely performance of duties.
2. Excessive absences from Board Meetings without representation by a co-Director present.
3. If there is no co-Director, the Director should prepare and submit a report to the President if they are unable to attend.

ARTICLE VI - MEETINGS

Section 1. Executive Sessions

Executive Sessions can be called by the President at will, given proper notice (See General Guidelines). The agenda for these meetings is limited to discussion of legal and administration matters. These meetings are usually limited to Executive Officers unless other attendees are

invited to participate. The quorum for this meeting will be three (3) of the four (4) Executive Officers. The President is allowed to vote.

Section 2. Board of Directors Meetings

The Board of Directors Meetings shall be held prior to the Monthly Membership Meetings. Meetings shall be open to all Executive Officers and Directors. The quorum required to vote on a motion shall be a minimum of two (2) Executive Officers and a minimum of five (5) Directors. Adoption of the motion shall be the majority vote of those who vote, assuming a quorum is present. A meeting may be attended in person or electronically. All Officers and Directors are allowed to vote. The President will vote only to break a tie. Each Officer and Director position is entitled to one vote.

Section 3. Monthly Membership Meetings

- (A) The Monthly Membership Meeting shall be held on the first Monday of each month, unless otherwise decided by the Board and due notice is provided to the membership.
- (B) The format of this meeting is informative with no intention of transacting business other than the possibility of collecting donations for charity; consequently, no quorum is necessary.
- (C) Guests are permitted to attend these meetings. Restrictions may apply and are outlined under General Guidelines and/or on the website.
- (D) Members shall be held responsible for their own (and those of their guests) reservations, payments and/or cancellations made for the monthly membership meetings. Deadlines and Reservation Policies are outlined under General Guidelines and/or on the website.

ARTICLE VII – OFFICER NOMINATIONS AND ELECTION

Section 1. Nomination Committee

- (A) The chairperson of the Nominating Committee shall be appointed by the President.
- (B) The Nomination Committee Chair shall appoint other committee members.
- (C) All members of the Nominating Committee must be active HOM members in good standing.
- (D) The Nominating Committee shall consist of a minimum of three (3) members.
- (E) Should a member of the Nominating Committee become a candidate for office, said member must excuse herself from the committee and a replacement appointed.
- (F) It shall be the duty of this committee to vet all of those who have been nominated/self-nominated by informing them of the job responsibilities associated with the position for which they have been nominated, requesting a bio or summary of relevant experiences and to seek their willingness to serve in said position.
- (G) It is the duty of this Committee to present a slate of viable (vetted) candidates to the general membership for the purposes of an election.

Section 2. Eligibility for Officers

- (A) All candidates must be HOM members in good standing, have served on the Board of Directors for at least one year and must have been an active member of Hearts for the

year prior to the year in which their nomination takes place. Additionally, they must have been active in the organization by having participated in activities/events and have attended luncheons in the current year.

(B) All candidates must be Florida residents or spend the majority of their time in Florida.

(C) Candidates should be identified based on their knowledge of the Hearts of Miromar and possess relevant expertise/experience/skills for the office for which they are being nominated in accordance with these Bylaws and the additional responsibilities and/or requirements for said position, as addressed in the General Guidelines under Job Descriptions.

Section 3. Nomination Process and Timeline

The committee shall adhere to the following timeline in order to provide ample time for identifying candidates, creating a slate of nominees and for voting:

- No later than May: Formation of the committee and solicitation for candidates
- No later than June: Generate a slate of nominees
- No later than July: Distribute the slate of nominees to the membership through an online service for the purpose of voting
- No later than August: Announce the new officers at the monthly membership meeting
- October: New officers take office

Section 4. Election of Officers

All HOM members shall be eligible to vote. Voting shall be conducted using an online service. The majority vote of all those who vote (voters) during the designated period of 2 weeks shall carry the election.

ARTICLE VIII – CHARITIES

The Board of Directors must approve all charitable organizations that have been identified by the Philanthropy Director/other Directors to be the recipient of the HOM donations and/or for whom HOM is requested to sponsor and/or pledge volunteers. No charities of a political or religious nature should be considered as recipients of HOM donations.

ARTICLE IX - AMENDMENT OF BYLAWS

Section 1. Proposed Amendments

Proposed amendments to the Bylaws shall be submitted in writing to the Board for their approval prior to presenting to the general membership for their vote.

Section 2. Amending the Bylaws

Once approved by the Board, the proposed amendment(s) shall be presented to the entire membership for approval. The membership shall have a fifteen (15) day period to review, seek

clarification and vote (using an online voting program) on the recommended amendment(s). A majority vote of those who vote (voters) is needed to pass the amendment(s).

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Originated March, 2008
Amended December 2009
Amended June, 2013
Amended June, 2015
Amended June, 2016
Amended October, 2020