

**Bylaws of**  
**The Matlacha Hookers, Inc.**

**A Florida Corporation Not-For-Profit**

**Article I**

**NAME AND FISCAL / MEMBERSHIP YEAR**

**Section 1.1 Name** The name of the Corporation shall be The Matlacha Hookers, Inc., hereinafter called the Organization.

**Section 1.2 Fiscal Year** The fiscal year shall be the calendar year.

**Section 1.3 Membership Year** The membership year shall be October 1 through September 30.

**Article II**

**PURPOSES**

The purposes of this Organization are set forth in paragraph 2 of the Articles of Incorporation.

**Article III**

**MEMBERSHIP**

**Section 3.1 Members** The Membership shall consist of women eighteen years of age or older who support the purposes of the Organization.

All past Presidents shall have honorary memberships for their life, with all rights of regular Members, but they are not required to pay annual dues. The Board may grant other Honorary Memberships for special recognition, subject to approval of the Membership. Honorary Membership shall be for a designated period of time, with the rights to attend meetings and speak but with no rights to vote or make motions.

Otherwise, the annual dues for Members shall be \$20.00. Dues for the upcoming Membership Year are payable beginning August 1st.

New Members joining on or after August 1st of the current year, but before the beginning of the next Membership Year, shall have their membership effective immediately and extended through the end of the upcoming year.

**Section 3.2 Removal**

**3.2.1 For Nonpayment of Dues** With the exception of former Presidents, dues must be

paid annually to remain a member in good standing. Members will be removed from membership for nonpayment of dues after January 1st of the upcoming year.

**3.2.2 For Detrimental Conduct** Any Member may be removed by the affirmative vote of a majority of those physically present at a Special Meeting called for that purpose. Conduct detrimental to the interests and Purposes of the Organization shall be deemed to justify such action. Any Member proposed to be removed shall be notified by certified and first-class mail at least seven (7) days prior to the meeting and shall be entitled to appear and be heard.

**Article IV**

**MEETINGS**

**Section 4.1 Notification** Notification of all meetings shall be timely and delivered to each member electronically, by telephone or by 1st class mail as determined by the Secretary.

**Section 4.2. General Meetings** General Meetings of the membership shall be held monthly unless otherwise designated by the Board.

**Section 4.3 Annual Meeting** The Annual Meeting of the Membership shall be the General Meeting held in November. Members of the Board shall be elected at this meeting

**Section 4.4 Special Meetings** Special meetings, other than those regulated by law, may be called at any time by the President and/or upon receipt of a written request from at least thirty (30) Members, or upon written request of three (3) Members of the Board. Notice of said meeting shall be mailed or e mailed to each Member no less than seven (7) days nor more than thirty (30) days prior to said meeting. No other business than that specified in the notice may be transacted.

**Section 4.5 Voting**

**Section 4.5.1 Quorum** The quorum shall be 20 Members.

**Section 4.5.2 General** Each Member shall be entitled to one (1) vote on any matter. Except as otherwise required by law, the Articles of Incorporation or these Bylaws, elections shall be held and all questions decided by a majority vote of the Members physically present. Voting on all

matters shall be by voice vote or by show of hands unless any Member, prior to the voting on any matter, demands a written vote.

**Section 4.5.3 Board Elections** The Board shall be elected by ballot at the Annual Meeting by Members in good standing. However, new Members must have paid their dues on or before the October General Meeting. Proxies shall not be permitted.

## **Article V**

### **COMMITTEES**

**Section 5. 1 Standing Committees** The Board shall annually review the activities of and appoint and approve Chairs to the following Standing Committees: Membership, Merchandise, Elections, Scholarship, Outreach, Website and Fishing Derby

**Section 5.2 Ad Hoc Committees** The Board shall establish Ad Hoc Committees as necessary and discharge them upon completion of the task and delivery of a final report to the Board.

**Section 5.3 Event Committees** The Board shall annually appoint Committee Chairs to oversee the various activities and events that serve as fundraisers and/or provide community support and assistance.

**Section 5.4 Duties of Chairs** Duties and restrictions of the Chairs/Committees are as stated by the President and/or the Board.

Committee Chairs shall be guided by established Procedures that can be modified as the situation demands. She shall update the Procedures to assist future Chairs.

Procedures and minutes shall be submitted to the Board in a timely manner. The Board can modify the Procedures as necessary.

## **Article VI**

### **BOARD OF DIRECTORS**

**Section 6.1 Duties of the Board** The business of this Organization shall be managed by a Board of Directors. The Board shall act in the name of the Organization when it has been regularly or specially convened. The President shall chair the Board. The Board shall abide by all laws of the State of Florida, Articles of Incorporation, and these By-Laws.

**Section 6.2 Composition & Terms** The eleven (11) member Board shall consist of six (6) Directors serving two-year terms, with three (3) positions ending each year, and five (5) Officers which shall consist of the President (Madam), Vice President, Secretary, Treasurer, and Chaplain, each serving one year terms.

The regular terms of office of the Directors of the Board and Officers shall commence upon installation at the January General Meeting.

**Section 6.3 Elections** The General Membership shall elect the Officers, and three (3) Board members each year at the Annual Meeting. Members of the Board may reside in or outside of the State of Florida. Absentee Ballots shall be available from the time the Official Ballot is established up to ten (10) days prior to General Election. Absentee Ballots must be returned and in hand to the Elections Committee five (5) days prior to General Election. Proxies not allowed.

### **Section 6.4 Board Meetings**

**Section 6.4.1 Scheduling** The Board shall schedule its meetings to occur prior to the monthly General Meetings. The date, time and location of said meetings shall be designated by the Board and published. The order of business shall be set by the Board. Special Meetings of the Board may be called by the President or by the written request of any three (3) members of the Board of Directors. Notice of Special Meetings does not have to comply with Section 4.4 of these Bylaws

**Section 6.4.2 Quorum** A quorum shall consist of a majority of the members of the Board. Each member shall have one vote. Voting may not be conducted by proxy.

**Section 6.4.3 Action by Special Vote** If required, the President may take action through a vote by phone, e-mail, or personal contact. The President shall submit in writing the number of Members contacted and result of the vote to the Secretary for attachment to the minutes of the following Board Meeting.

**Section 6.5 Vacancy** Any Board Member may resign by giving written notice to the President. The Board shall fill any vacancy through appointment. The newly approved board member shall hold office and serve until the next Annual Meeting at which directors are elected unless a Special Election is held and called to order by following the procedures set forth in Section 4.4.

**Section 6.6 Removal** Any Board Member shall be removed by either an affirmative vote of two-thirds (2/3) of the full Board or of the Membership at a Special Meeting duly called for said purpose. At least seven (7) days before said meeting, the Board Member to be removed shall be so informed in writing by certified and first-class mail and shall be entitled to appear before and be heard at said meeting.

**Section 6.7 Financial Provisions** Only the Board of Directors may authorize any Member to enter into any contract or execute any instrument in the name of and on behalf of the Organization. No loans or indebtedness shall be issued or contracted unless authorized by the Board

**Section 6.7.1 Compensation** No Members of the Organization shall receive financial compensation other than reimbursement for reasonable out-of-pocket expenses incurred in connection with activities of the Organization.

**Section 6.7.2 Budget** The outgoing Board shall approve and submit a budget to the incoming Board

**Section 6.7.3 Reimbursements** Extraordinary or unusual out-of-pocket expenses submitted for reimbursement shall require Board approval. Chairs of committees shall insure expenditures are within their budget.

**Section 6.7.4 Operating Expenses** The Treasurer shall have authority to disburse funds for recurring operating expenses with approval from the President.

**Section 6.7.5 Non-budgeted Expenditures** Approval of a majority of the General Membership in attendance at a meeting shall be required for requests for expenditures greater than \$1000.00, unless otherwise provided for herein. Such expenditures shall require the signatures of two authorized signers.

**Section 6.7.6 Dedicated Financial Disbursements** Board approval shall be required for disbursements of net proceeds from Dedicated Fundraisers.

**Section 6.7.7 Banking Institutions** All funds of the Organization shall be deposited to the credit of the Organization in such banks as may be determined by the Board.

**Section 6.8 Duties of the Board** Officers, Directors and the Board as a whole shall be guided by

Procedures established for each position that can be modified as situations demand.

The incoming Board shall adopt a budget after reviewing one submitted by the previous Board, appoint Chairs of the Committees, monitor all committee expenses and reimbursement requests.

**Section 6.8.1 President** the President shall preside at all meetings of the Board. The President shall have and exercise general charge and supervision of the affairs of the Organization and shall have all powers incidental thereto. The President shall perform such other duties as may be assigned by the Board.

The President shall ascertain that all books, reports and certificates required by law are properly maintained or filed, as described in her Procedures.

One member of the Board shall serve as the Organization's Public Relations spokeswoman. She shall be appointed by the President and confirmed by a majority vote of the Board.

The President shall be the Organization's Agent of Record and shall file the Annual Report with the State of Florida.

**Section 6.8.2 Vice President** The Vice President shall, in the absence or disability of the President or at the direction of the President, perform the duties and exercise the powers of the President. If both the President and the Vice President are absent or unable to perform their duties, the Secretary shall perform the duties and exercise the powers of the President.

The Vice President shall oversee and chair the Membership Committee and shall perform such other duties as may be assigned by the President and as described in her Procedures.

**Section 6.8.3 Secretary** The Secretary shall perform all duties incidental to the office of Secretary, and shall perform such other duties as may be assigned by the President and as described in her Procedures.

The Secretary shall have custody of and affix the corporate seal when required.

The Secretary shall ensure that copies of the official documents specified by Florida State Statutes and the IRS are maintained in the permanent Corporate Record Book and in an electronic format that can be converted to print. She shall keep a permanent Scholarship Information file.

**Section 6.8.4 Treasurer** The Treasurer shall submit a proposed budget for the up and coming year for approval by the outgoing Board. She shall have custody of all funds, property, securities and other assets of the Organization, subject to such rules and regulations as may be stipulated by the President or the Board. The Treasurer shall perform all duties incidental to the office of Treasurer subject to the control of the President and the Board in conjunction with all Statutes, Federal, State and IRS laws or regulations or any corresponding provisions of any future revenue laws, and upholding the provisions of Article 12 of the Articles of Incorporation.

She shall serve as the chief liaison with the Organization's Certified Public Accountant.

When necessary or appropriate, the Treasurer may endorse on behalf of the Organization for collection, checks, notes and other obligations and shall deposit within five (5) business days the same to the credit of the Organization at such banks as the Board may designate

The Treasurer shall maintain copies of the official documents and compile/file the Annual Records specified in her Procedures

**Section 6.8.5 Chaplain** The Chaplain shall serve as the Membership's primary liaison to the Board and shall strive to foster the morale of the membership and promote their spiritual, emotional, and psychological well-being. The Chaplain shall do and perform such other duties as may be assigned by the Board and specified in her Procedures. The Chaplain shall chair the Outreach Committee

## **Article VII**

### **INVESTMENTS**

The Organization shall have the right to retain in whole or in part any securities, property assets acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a trustee is or may be permitted by law to make or by any similar restriction, provided, however, that no action shall be taken by or on behalf of the Organization if such action is a prohibited transaction or would result in the denial of an exemption from U.S. Federal Income Tax under Code Section 503 or Code Section 507 and Article 12 of the Articles of Incorporation.

## **Article VIII**

### **LIMITATIONS/ DISSOLUTION**

**Section 8.1 Limitations** No Member, Board Member or member of a Committee, or any person connected with the Organization, shall promote her business operation during any meeting.

**Section 8.2 Dissolution** Upon dissolution, the Board shall distribute the assets of the Organization exclusively to organizations which qualify under the provisions of Code Section 501(c)(3) and which have purposes similar to this Organization and described under Article II, 2.1., and Article XIII of the Articles of Incorporation.

## **Article IX**

### **AMENDMENTS**

**Section 9.1 Adoption** Amendments to these Bylaws or to the Articles of Incorporation can be proposed either by the Board or from the Membership. Any proposed amendments can be submitted to the Board. Proposals will be reviewed from time to time to time. An Ad Hoc Committee shall be appointed, if necessary, to review any proposed amendments. Approval of amendments shall require a two-thirds (2/3) vote of the Board.

One (1) General Meeting prior to voting, the proposed amendment(s) shall be presented to the General Membership. Adoption shall require a majority vote of the Members present and be immediately effective unless otherwise specified in the Amendment.

**Section 9.2 History** It is duly noted that by majority rule of the General Membership of The Matlacha Hookers, Inc, the Bylaws were adopted on April 16, 2001. It is duly noted that by majority rule of the General Membership of the Matlacha Hookers, Inc, the Bylaws have been amended on July 22, 2002 and January 8, 2007. It is duly noted by a majority vote of the General Membership of the Matlacha Hookers, Inc, the Bylaws have been amended February 5, 2009 and are effective immediately. Be it duly noted by a majority vote of the General Membership of the Matlacha Hookers, Inc, the Bylaws have been amended over a period of October through January 2025 and are effective immediately.

criminal, administrative or investigative to to the full extent permitted by any applicable portion of these Bylaws that shall not have been invalidated.

#### **Article X.**

#### **PARLIAMENTARY PROCEDURE**

**Section 10:** The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern all meetings of the Organization in all cases to which they are applicable and in which they are not inconsistent with the Florida State Act, these bylaws and any special rules of order the Association may adopt. The current edition of Robert's Rules of Order, Newly Revised, shall be the authority for procedures not covered in the Bylaws or the rules of the organization

#### **Article XI.**

#### **INDEMNIFICATION**

**Section 11. Definition.** Compensation for harm or loss or security against legal liability for one's actions.

Subject to the restrictions of these Bylaws and the Corporation's conflict of interest policies and procedures, the Corporation shall indemnify and hold harmless the members, directors, officers and volunteers of the Corporation to the fullest extent permitted or authorized by law or any future legislation or by any current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, and expenses, including attorneys' fees, whether or not the Corporation would have the legal power to indemnify any such person directly against such liability. Subject to the restrictions of these Bylaws and the Corporation's conflict of interest policies and procedures, costs, charges and expenses (including attorneys' fees) incurred by a person potentially entitled to indemnification hereunder, in defending a civil or criminal suit, action or proceeding may, upon the Board's approval, be paid by the Corporation in advance of the final disposition thereof advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by these Bylaws.

If these Bylaws or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, the Corporation shall nevertheless indemnify and hold harmless each person indemnified pursuant to these Bylaws as to costs, charges and expenses (including attorneys fees), judgments, fines and amounts paid in settlement with respect to any action, suit or or proceeding, whether civil,