

1. Name

1.1 Effective 1st January 2016 the organization shall be known as the Brits 'n' US Club.

1.2 Naming conventions herein:

The following definitions are used for brevity and clarification throughout the BY-LAWS

- THE CLUB - Brits 'n' US Club
- BY-LAWS - the most recent approved version of this document
- EC - the Executive Committee as defined in Section 5
- OFFICER - a MEMBER who holds a position as an Officer of the EC as defined in Section 5
- IPP - Immediate Past President as defined in Section 5
- RLG - Resident Lifestyle Group of The Villages
- GM - general meeting as defined in Section 6
- MEMBER - a person in good standing with THE CLUB as per Section 4
- YEAR - the operational and fiscal year of THE CLUB - which is the calendar year
- IN WRITING - shall also mean by email
- APPROVE/APPROVAL/APPROVED - authority by minuted agreement at Annual GM, Extraordinary GM, or EC meeting.

2. Purpose

To provide social activities and events for persons with common interest in history, cultures, places, hobbies and customs of the peoples of the British Isles and The Commonwealth.

3. Governance and Financial Controls

THE CLUB shall be governed solely by its BY-LAWS, operate within RLG guidelines and be managed by an EC.

3.1 Changes to the BY-LAWS require a vote of more than two-thirds of MEMBERS present at a GM.

3.2 Proposals for changes to the BY-LAWS can be made by any of the following:

- a) The EC;
- b) A MEMBER supported by a further five (5) MEMBER signatories submitted in writing to The Secretary;
- c) As the subject of an Extraordinary GM.

3.3 THE CLUB shall be a tax exempt, non-profit organization as defined within the Internal Revenue Code of 1986, Section 501(c) 3 or any future provision of the code as may be applicable.

3.4 THE CLUB shall not APPROVE any activity which could jeopardize the non-profit status.

3.5 The Treasurer will provide a financial report to the EC at each EC meeting.

3.6 The Treasurer will present an unaudited financial statement at the Annual GM.

3.7 The IPP shall supervise the audit of the financial records. In the event of no existing IPP for the YEAR, MEMBERS shall appoint an auditor at the Annual GM who is neither an OFFICER of the current or previous YEAR.

3.8 Audited records and original financial documents shall be retained for a period of seven (7) years.

3.9 Final audited accounts shall be submitted to the EC by March 31st of the following YEAR and subsequently be available to the membership upon request.

3.10 All receipts shall be deposited into an account in the name of THE CLUB at an FDIC insured local bank.

3.11 All disbursements or other payments shall be made by check and no check shall be written to "Cash".

3.12 All checks shall bear one out of the three signatures of the Treasurer, President or Secretary. The nominee and the signatory shall not be the same person.

- 3.13 Payments of more than \$200 to any one nominee or for the supply of any one product or service between meetings of the EC shall require APPROVAL of the EC in advance.
- 3.14 No future expenditure shall be APPROVED that cannot be covered by present uncommitted funds.
4. Members and Membership
- 4.1 Attendees to any Club event held on or in a property owned by The Villages, are required to show either their Villages Resident ID or their Villages Guest ID with a photo identification.
- 4.2 For each event, THE CLUB shall publish any membership dues and event fees in advance.
- 4.3 Membership shall fall into two categories:
- a) MEMBER: Full Membership shall be open to any person with a Villages Resident ID upon completion of MEMBER Registration Form and full payment of annual dues.
 - b) Guest Member: Any person who attends an activity or event who is not a MEMBER, shall pay over and above any specific event fees, a one-day membership fee that shall not accumulate to any subsequent membership dues.
- 4.4 Renewal Membership dues must be paid promptly by the first attended event of the new YEAR.
- 4.5 All MEMBERS shall at all times agree to be bound by the BY-LAWS and the behavioral standards laid out by the RLG guidelines.
- 4.6 Any MEMBER may put IN WRITING to The Secretary a request for a hearing before the EC.
- 4.7 THE CLUB shall maintain a list of the MEMBERS and make that list available to The Villages at all times upon request.
- 4.8 All records (membership, By-Laws, financial, operating procedures , etc.) shall be open to inspection by any MEMBER upon request IN WRITING to The Secretary.
- 4.9 All records are the property of THE CLUB and shall not be publicly distributed.
5. Executive Committee
- To consist of the President, VP, Secretary, Treasurer and other OFFICERS of THE CLUB as defined in 5.3 below and the IPP. A quorum of the EC shall be four OFFICERS. For the purpose of approving motions in the EC, only OFFICERS have a vote. Any OFFICER can hold more than one position but only has one vote on the EC. The Chair only has a casting vote.
- 5.1 General Purpose:
- a) To set policy, enforce BY-LAWS and have ultimate responsibility for day-to day management and operations of THE CLUB.
 - b) To monitor and maintain financial stability and recommend future budgets and dues to the Annual GM for its APPROVAL.
 - c) To review and/or APPROVE recommendations of its OFFICERS and sub-committee teams.
 - d) Shall appoint MEMBERS to temporarily fill any vacancies of OFFICERS during the YEAR.
 - e) Shall establish sub-committee teams of MEMBERS, when required, to assist in management of THE CLUB during the YEAR.
- 5.2 EC Meetings:
- a) Shall be chaired by the President and in the absence of the President, shall be chaired by the VP, IPP or Secretary.
 - b) The EC shall meet at least six times throughout the YEAR and at least every three months.
 - c) EC members shall be notified of the agenda of a meeting at least 48 hours prior to the meeting.

- d) Shall generally be open to any MEMBERS at the discretion of the Chair.
- e) Any person may submit a request to the President or Secretary to address a future meeting. The President may solely agree to request or defer to a decision of the EC.
- f) Shall only be addressed by EC members unless other persons are invited by The Chair for a specific item on the agenda.
- g) Standing Agenda and Order of Business of the EC shall be in the form of:

1. Roll Call & Apologies for Absence
 2. Minutes of previous meeting
 3. Items Arising
 4. OFFICERS' Reports
 - a. President
 - b. Secretary
 - c. Treasurer
 - d. Membership Director
 - e. Publicity Director
 - f. Events Director
 - g. Webmaster
 5. Social Committee Report & Calendar of EVENTS review
 6. Other Committee Reports
 7. MAIN TOPIC OF THIS MEETING
 8. Any Other Business
 9. Next Meeting
- ADJOURNMENT

h) In the event of a motion not receiving a general consensus of the attending OFFICERS a majority vote will be sought for approval. The Chair shall have only a casting vote.

5.3 Duties of OFFICERS:

In an effort to effect the most efficient team, OFFICERS shall be expected to carry out areas of responsibilities and report back to each EC meeting. They should forward to the EC any suggestions and/or concerns voiced by MEMBERS. In the event that an OFFICER is unable to attend an EC meeting they should make every effort to submit their report in advance. Each OFFICER should seek EC APPROVAL in advance of any proposed expenditure. The EC shall consist of eight OFFICERS APPROVED by the membership at the Annual GM, plus the Immediate Past President.

Prior to the Annual GM, prospective OFFICERS for the following YEAR should submit their nomination IN WRITING to The Secretary seconded by a MEMBER.

The OFFICERS and the IPP's primary duties are as follows:

- a) The President should lead and motivate THE CLUB, ensuring that club members feel valued, inspired and connected to each other. The President's duties also include:
 - monitoring operations of THE CLUB and ensuring OFFICERS conduct their duties effectively;
 - when invited represent THE CLUB at gatherings of other organizations or designate another OFFICER to represent THE CLUB at a given gathering;
 - chairing the Annual GM and any Extraordinary GM with only a casting vote.
- b) The Vice President shall have such duties as the EC and/or President may direct and shall assume the powers of the President as needed. The Vice President shall also:
 - in the absence of the IPP carry out the IPP's duties;
 - assist the President in running THE CLUB ;
 - appoint a person or persons to be THE CLUB's Sunshine Representative(s) whose duties shall include:
 1. making contact with any Brits'n'US MEMBER who is hospitalized, has a serious illness or suffers an immediate family bereavement;
 2. where appropriate a card should be sent or delivered by the Sunshine Representative.

c) The Secretary has the primary responsibility to formally announce meetings and to prepare, distribute and maintain records of the topics discussed and decisions agreed upon at EC and general membership meetings.

This responsibility also includes:

- provide the EC and membership with appropriate information in timely fashion;
- prepare and publish all agendas and minutes of ECs and GMs in a timely fashion;
- maintaining all correspondence, documentation and other non-financial records of THE CLUB and such records shall be retained for a minimum of seven YEARS;
- in the absence of the President and Treasurer be a signatory to checks.

d) The Treasurer should maintain up to date financial records and ensure the EC and membership are aware that THE CLUB is continuing to operate within its financial resources. Other responsibilities include:

- ensuring THE CLUBS financial controls are maintained as outlined in Section 3 above;
- receive and disburse funds and maintain the financial records of THE CLUB;
- issue and be a signatory, when available, to all checks on THE CLUB bank account;
- ensure that APPROVED OFFICERS are registered with THE CLUB's financial institution;
- provide a draft annual financial report to the EC at the EC meeting immediately prior to the Annual GM;
- ensure all records are up-to-date and made available for audit each YEAR.

e) The Membership Director shall act as a host to all visitors, MEMBERS, guests and potential new MEMBERS at functions and keep appropriate records or assure that these duties are delegated. Other responsibilities include:

- ensure completion of Online Membership Registration Form for each new MEMBER;
- at Recreation Center events ensure the latest membership list is provided to enable the correct admission fees to be collected;
- provide the EC with statistics on MEMBER and guest attendance at events; also the latest information on new membership, total paid membership and guest payments
- ensure all monies are properly collected, receipted, recorded and forwarded to the Treasurer.

f) The Publicity Director shall co-ordinate with other OFFICERS to publicize events & CLUB affairs via media, email and the website. Other responsibilities include:

- ensuring that the logo, name and content are presented in a consistent font, layout and color scheme in all communications viewed by the public;
- ensuring all publicity and notifications are reviewed before production to maintain a high quality of presentation;
- ensuring that all events are promoted and reported in an appropriate and timely manner;
- ensuring that the Webmaster is supplied with edited content in a timely manner;
- looking for every opportunity to promote THE CLUB;
- fostering a positive relationship with the local media, The Villages' management and other clubs.

g) The Events Director shall create and maintain a calendar of social events to provide a variety of entertainment and challenging activities with budgets agreed with the EC. Other responsibilities include:

- appoint an assistant Events Director
- recruit members to form an Events Committee;
- liaise with the Publicity Director to advertise and promote event information;
- subsequently submit a report to the EC of each event including overall costs;
- account for and manage inventory and equipment obtained and held by THE CLUB.
- appoint a person from the Events Committee to:
 - 1) be the coordinator prior to, at and throughout the event;
 - 2) select and lead a team of volunteer MEMBERS for the running of that event;
 - 3) liaise with The Villages Recreation Dept. re: organization of any space, facilities and equipment;
 - 4) liaise with any 3rd-party location and service providers as necessary;
 - 5) supervise food collection and distribution;
 - 6) assist in laying out seating and tables, as necessary;
 - 7) monitor any agreed entertainment;
 - 8) ensure any funds from fund raising activities (e.g. 50/50) are collected, and forwarded to the Treasurer.

h) The Webmaster shall ensure that THE CLUB has a secure and reliable website that adequately supports those functions that the EC chooses to conduct online. Other responsibilities include:

- advise the EC on information technology matters and recommend optimum solutions that take into account THE CLUB's needs and budget;
- acquire software and services as APPROVED by the EC;
- arrange for initial setup and subsequent upgrades to THE CLUB's website platform;
- define standards and methods for maintaining website in a consistent and efficient manner;
- manage the day to day running of the website, posting items in a timely manner;
- ensure that the website is secure and is regularly backed up and can be recovered;
- respond to website issues within a reasonable time period, so as to minimize website outages;
- ensure form and content posted to the website is APPROVED by the Publicity Director.

i) Immediate Past President (an honorary non-voting MEMBER of the EC) shall advise and assist OFFICERS to maintain continuity in operations of THE CLUB and shall also:

- take the Chair at GMs in the absence of the President;
- take the Chair of the EC in the absence of both the Vice President and President;
- chair the Nominating Committee each YEAR to nominate candidates for OFFICERS for the following YEAR to be presented at the Annual GM;
- chair the By-Laws committee;
- chair an Audit Committee.

5.4 Tenure of OFFICERS:

All OFFICERS will be elected for a minimum tenure of one YEAR. There is no limit on the number of times a MEMBER can be elected to office.

6. GENERAL MEETINGS

Annual GMs of MEMBERS are held to enable MEMBERS to receive reports from its OFFICERS including on its financial status, and to elect OFFICERS and consider changes to its BY-LAWS and fees structures. An Emergency GM may be called to address an exceptional action of the EC or raise an exceptional or urgent subject not addressed at the Annual GM. Should an Extraordinary GM be called when an Annual GM is due, the Extraordinary GM will immediately precede the Annual GM.

6.1 An Annual GM shall be held as close to the end of the YEAR as is practicable. The Secretary or an alternative OFFICER appointed by the President shall notify all Members and OFFICERS of the place, date and time at least 30 days prior to the meeting. The standing agenda and order of business shall be of the form:

1. Call to Order
 2. Roll Call and verification of Quorum.
 3. APPROVAL of minutes of previous YEAR's Annual GM
 4. President's report
 5. Review and APPROVE changes to By-Laws (if any)
 6. Treasurer's report
 7. Review and APPROVE MEMBERS' dues and fees
 8. Election of OFFICERS
 9. Appoint Auditor
 10. Announcements and Adjournment
- After adjournment The Chair shall invite discussion from the floor.

6.2 An Extraordinary GM may be requested by:

- a) a petition proposed and supported with the signatures of a minimum of ten(10) members IN WRITING to the President or Secretary of THE CLUB;
- b) a decision of the EC.

The Extraordinary GM will be scheduled within thirty(30) days and then all MEMBERS shall be notified IN WRITING of the place, date, time and order of business of the Extraordinary GM within fifteen(15) days of request for the Extraordinary GM with the agenda:

1. Call to Order
2. Roll Call and verification of Quorum
3. Subject of Extraordinary GM as requested, naming petitioner when applicable
4. Adjournment

6.3 Quorums:

- a) a quorum at a GM must be 20 MEMBERS or 20% of the membership whichever is greater, which must include four (4) OFFICERS, one of whom shall be the President, Vice President, Secretary or Treasurer;
- b) an Extraordinary GM shall require the attendance of the petitioner and at least one of the signatories to the petition;
- c) if the initial conditions of the quorum are not met, a further meeting shall be called with a minimum of 15 days' notice, requiring only a quorum of four OFFICERS and 12 MEMBERS.

6.4 All present MEMBERS may vote except The Chair who has only a casting vote.

7. Prohibited Activities

7.1 THE CLUB is not intended for operating functions of a political, religious or charitable nature.

7.2 THE CLUB may not sell alcoholic beverages or distribute them for group consumption.

8. Dissolution

In the event of a dissolution having been decided at a GM all residual assets of any kind shall be donated to an organization that qualifies as a recognized Charity.

9. Laws of Order

These will be interpreted under the Laws of the USA within the State of Florida. Unless explicitly defined within these By-Laws, "Robert's Rules of Order" shall set the procedure of conduct at all EC and GMs and govern any situation not explicitly covered herein in the operation of THE CLUB.

APPROVED AT GENERAL MEETING - DATE: 1/21/17

IN THE CHAIR: John Ellis , President

SIGNED BY SIGNATURE: _____
Allan McFarlane, Secretary

DATE OF SIGNING: 1/21/17