

**Rise Plant City  
BYLAWS**

As adopted December \_\_, 2017  
RISE PLANT CITY

## BYLAWS

### **ARTICLE I**

#### General

##### **Section 1: Name**

This organization is incorporated under the laws of the State of Florida and shall be known as Rise Plant City.

##### **Section 2: Purpose and Objectives**

Rise Plant City is an organization that seeks to enhance lifestyle, leadership, and professional networking opportunities for those between the suggested ages of 21-42 years of age. By creating an environment that is more friendly to this demographic of citizens through economic development, leadership programming, and networking opportunities, Rise Plant City will have a profound impact on our community.

##### **Section 3: Area**

Rise Plant City is located in Plant City, Florida, in East Hillsborough County, and serves the economic region in the vicinity of greater Plant City.

##### **Section 4: Limitations**

Rise Plant City shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501©(6) of the Internal Revenue Code and shall be nonsectarian, and nonpartisan, and shall take no part in supporting candidates for elective or appointive city, county, state, or federal office.

## **ARTICLE II**

### Membership

#### **Section 1: Eligibility**

Any person having an interest in the objectives of the organization shall be eligible to apply for membership. The Board of Directors may establish voting and non-voting membership classifications in accordance with the provisions of the procedures manual.

#### **Section 2: Election**

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

#### **Section 3: Investments**

Membership investments shall be at such a rate determined by the Board of Directors, paid on a regular schedule.

#### **Section 4: Termination**

- a) Any member may resign from Rise via written or verbal communication to the Board of Directors.
- b) Any member shall be expelled by the Board of Directors by a two-thirds (2/3) vote for nonpayment of dues after sixty (60) days from the date due, unless otherwise extended for good cause.
- c) Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of Rise, after notice and opportunity for a hearing are afforded the member complained against.

#### **Section 5: Voting**

In any proceeding in which voting by members is called for, each member eligible to vote shall be entitled to cast one (1) vote.

#### **Section 6: Honorary Membership**

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

## **ARTICLE III**

### Meetings

#### **Section 1: Annual Meeting**

The annual meeting of Rise Plant City, in compliance with State law, shall be held during February of each year. The date, time and place shall be fixed by the Board of Directors and notice thereof communicated to each member at least ten (10) days before said meeting.

#### **Section 2: Additional Meetings**

- a) The Chairman of the Board may call General Meetings of Rise at any time, or upon petition in writing of any ten percent (10%) of the members in good standing. Notice of special general meetings shall be communicated to each member at least five (5) days prior to such meetings;
- b) Board Meetings, unless otherwise determined by the Board, the Board of Directors shall meet on a monthly basis. Special Board meetings may be called by the Chairman of the Board or by the Board of Directors upon request by three (3) or more Members of the Board. Notice, including the purpose of the meeting shall be given to each director at least one (1) day prior to said meeting;
- c) Committee Meetings may be called at any time by the Chairman of the Board, respective Chairman-Elect, or by the committee's chairman.

#### **Section 3: Quorums**

At any duly called general meeting of Rise, twenty-five percent (25%) of members shall constitute a quorum; at a Board meeting, seven (7) directors shall constitute quorum.

#### **Section 4: Notices, Agenda, Minutes**

Notice of all Rise meetings must be given at least five (5) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings.

## **ARTICLE IV**

### Board of Directors

#### **Section 1: Composition of the Board**

The Board of Directors shall be composed of no fewer than thirteen (13) members whom shall be elected annually to serve for two (2) years, or until their successors are elected. The incoming Chairman of the Board may appoint, subject to the confirmation of the Board, up to two (2) officers to the Board of Directors to serve no more than two (2) year terms. The immediate Past-Chairman shall serve as an officer and member of the Board. The government and policy-making responsibilities of Rise shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

#### **Section 2: Selection and Election of Directors**

- a) Nominating Committee- By the regular October Board meeting, the Chairman of the Board shall appoint, subject to the confirmation by the Board of Directors, a Nominating Committee of not less than five (5) members of Rise. The Chairman of the Board shall designate the chairman of the committee.
- b) By November, the Nominating Committee shall present to the Chairman of the Board a slate of two (2) candidates to serve no more than two (2) year terms. Each candidate must be an active member in good standing and must have agreed, in writing or verbally, to accept the responsibility of a directorship. No Board member who has served two consecutive terms is eligible for election for a third consecutive term. A period of not less than one (1) year must elapse before eligibility is restored.
- c) Publicity of Nominations- Upon receipt of the report of the Nominating Committee, the Chairman of the Board shall, within three (3) workdays, communicate to the Board the names of the persons nominated as candidates for directors and the right of petition.
- d) The Board of Directors shall at its regular December Board meeting declare the two (2) candidates with the greatest number of votes elected.

### **Section 3: Seating of New Directors**

All newly elected Board members and officers shall take office in January and shall be seated at the regular January Board meeting. All newly appointed Board members shall be seated upon confirmation by the Board of Directors. Retiring directors and officers shall continue to serve until the end of the fiscal year, or until their successors are duly sworn and installed in office.

### **Section 4: Vacancies**

A member of the Board of Directors who shall be absent from three (3) consecutive or a total of four (4) regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless the Board approves such absence. Notification of an absence is required within twenty-four (24) hours of the meeting.

Vacancies on the Board of Directors shall be filled by the Chairman of the Board, subject to confirmation by the Board of Directors; the Board of Directors shall fill vacancies among the officers, and those directors or officers selected shall serve the balance of the respective unexpired terms.

### **Section 5: Policy**

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in writing, which shall be reviewed annually.

### **Section 6: Indemnification**

Rise may, by resolution of the Board of Directors, provide for indemnification by Rise of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or members of Rise, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

## **ARTICLE V**

# Officers

## **Section 1: Determination of Officers**

The Board of Directors, at its December meeting, shall elect its officers for the coming year. The Nominating Committee for Directors shall also nominate officers each year. At this meeting, the Board shall elect the Chairman of the Board, Chairman-elect, Secretary and the Treasurer. Except for the Chairman of the Board, who is automatically elevated from Chairman-elect to Chairman, and the Chairman, who becomes immediate Past-Chairman, officers may be elected from either current or newly elected members of the Board. All officers shall take office on or after the first day of the new fiscal year and shall serve for a term of one (1) year or until their successors assume the duties of office. They shall be voting members of the Board of Directors.

## **Section 2: Duties of Officers**

- a) Chairman of the Board- The Chairman shall serve as the chief elected officer of Rise and shall preside at all meetings of the membership, Board of Directors and Committees. The Chairman of the Board shall assign Vice Chairmen to divisional or departmental responsibility, subject to Board approval. The Chairman of the Board shall determine all committees, select all committee chairmen, and assist in the selection of committee personnel.
- b) Chairman-Elect- The Chairman-elect shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the Chairman.
- c) Past Chairman- The duties of the past chairman shall be such as their titles by general usage would indicate, as well as those duties that may be assigned by the Chairman of the Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.
- d) Treasurer- The Treasurer shall be responsible for the safeguarding of all funds received by Rise and for their proper disbursement. Except for those checks requiring two (2) signatures, corporate checks are to be signed by the Chairman, or by any officer, except the Treasurer. The Treasurer shall cause a monthly financial report to be made to the Board.
- e) Secretary- The Secretary is responsible for taking meeting minutes to be completed no more than seven (7) days prior to the following Board of

Directors meeting. The Secretary is also responsible for other administrative duties as deemed necessary.

## **ARTICLE VI**

### Committees

#### **Section 1: Appointment and Authority**

The Chairman of the Board, by and with the approval of the Board of Directors, shall appoint all committees and committee chairmen. The Chairman of the Board may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the mission of Rise. Committee appointments shall be at the will and pleasure of the Chairman of the Board and shall serve concurrent with the term of the appointing Chairman of the Board, unless the Board of Directors approves a different term.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

#### **Section 2: Limitation of Authority**

No action by any member, committee, division, employee, director, or officer shall be binding upon, or constitute an expression of Rise until it shall have been approved or ratified by the Board of Directors.

The Chairman of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees shall discharge committees.

#### **Section 3: Testimony**

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairmen or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

#### **Section 4: Divisions**

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations, as it deems advisable to handle work of Rise.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds.

Divisions, bureaus, departments, councils, or subsidiary corporations having shall take no action or resolution of any kind bearing upon or expressive of Rise, unless approved by the Board of Directors.

## **ARTICLE VII**

### Finances

#### **Section 1: Funds**

All money paid to Rise shall be placed in a general operating fund, or such separate funds deemed appropriate by the Treasurer, subject to approval of the Board of Directors.

#### **Section 2: Disbursements**

Upon approval of the budget, the Chairman of the Board is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors, subject to such limitations as the Board may establish. Disbursement shall be by check.

#### **Section 3: Fiscal Year**

The fiscal year of Rise shall close on December 31.

#### **Section 4: Budget**

Prior to the December meeting of the Board of Directors a budget for the coming year will be adopted.

#### **Section 5: Annual Audit**

The accounts of Rise may, at the discretion of the Board of Directors, be audited annually as of the close of business on December 31 by a certified public accountant. The audit shall at all times be available to members of Rise.

## **ARTICLE VIII**

### Dissolution

#### **Section 1: Procedure**

Rise shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of Rise. On dissolution of Rise, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501©(3).

## **ARTICLE IX**

#### **Section 1: Parliamentary Authority**

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of Rise.

## **ARTICLE X**

### Amendments

#### **Section 1: Revisions**

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at the annual meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

These BYLAWS were approved \_\_\_\_\_.