

MOTION 2024-01-A: AMEND THE CONSTITUTION

The following motion is submitted for the agenda of the January Board meeting, where it will be read and, if seconded, will be automatically tabled by rule until the February meeting. **if passed, this motion will become effective on March 1, 2024.**

Moved: To replace Constitution Articles I and II in their entirety as follows:

ARTICLE I. EXECUTIVE

- A. The executive authority for 3905 Century Club, Inc. in accordance with the laws of the State of Florida is hereby vested in a Board of Directors, composed of 11 Directors as specified in the Articles of Incorporation. The Board of Directors may delegate its authority to persons or groups, on either an ad hoc or permanent basis but it must retain the overall responsibility for any such delegated authority.
- B. All corporate powers must be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in the articles of incorporation.
- C. Each Area Director may appoint an Assistant Area Director to serve in the absence of the Area Director. The Assistant Area Director may vote in place of the Area Director.
- D. Matters appropriately presented to the Board of Directors are decided by a simple majority, requiring votes from one-half or more of the eligible Club Officers participating in the vote.
 - 1. Motions that specify an implementation date shall become effective on that date.
 - 2. Motions that do not state an effective date become effective on the first day (UTC) of the following month which begins at least 15 days following the date of the adoption.
- E. A member of the Board of Directors elected by special election, special circumstances election, or appointed, to fill a vacancy on the board, shall become eligible to vote on issues brought before the board immediately after confirmation by the Board of Directors, of his or her election or appointment.
- F. A meeting of the Board of Directors will be deemed to have a quorum if seven or more members are present, including Club Officers eligible to vote, Assistant Area Directors representing their respective Area Directors, and proxy representatives or proxy documents for the President, Vice President or Area Directors.

ARTICLE II. ADMINISTRATIVE

- A. The Club shall be administered by a group of officers and directors as specified in the Articles of Incorporation:
 - 1. Eleven Area Directors, one representing each US call area and one representing DX, each having one vote on the Board of Directors.
 - 2. A President, who shall represent the Club administration before the Board of Directors, and who has one vote with the Board, exactly as if the President were an elected Area Director.
 - 3. A Vice President, who shall act in the President's stead during the President's absence, and who has one vote with the Board, exactly as if the Vice President were an elected Area Director.
 - 4. A Secretary.
 - 5. A Treasurer.
- B. Any Club officer elected under Articles I and II above, may be further elected or appointed to any other Club position, BUT, in no case shall one person concurrently hold more than one voting office.
- C. The Board of Directors shall not appoint any of their own members to a position whose term continues beyond the expiration date of the Board which makes the appointment, except that the tenure of Secretary and Treasurer may be extended up to two weeks during the Board transition at the beginning of each fiscal year.
- D. Other Necessary Functions:
 - 1. A Club Registered Agent, who shall reside in and provide the registered office address in the state of Florida, where the Club is Incorporated. Performs duties as provided in Florida Statutes.
 - 2. Other volunteer positions as described in the Bylaws.

SUMMARY SHEET

AMENDMENT TO CONSTITUTION OF ARTICLE I. EXECUTIVE AND ARTICLE II. ADMINISTRATIVE- 07 January 2024

ASSUMPTION: The Board of Directors (BoD) will approve this proposed Amendment to Constitution Article I. Executive and Article II. Administrative to align with the Articles of Incorporation and Florida Statute 617.

Link for Florida Statute:

http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&URL=0600-0699/0617/0617.html

This amendment formed the basis for updates to Bylaws Article I. Board of Directors and Bylaws Article II. Officers, Volunteer Positions, and Standing Committees and is based on request for guidance to the BoD.

Overview:

Replaced "shall" with "must" throughout the Articles to align with Florida Statutes. Must suggests an absolute obligation while shall is ambiguous.

Removed extraneous language where words did not add meaning or clarity.

EXAMPLE: "decide to delegate" to simply "delegate".

Reformatted ARTICLE II. ADMINISTRATIVE to remove artifacts from previous amendment . Two subparagraphs only had "(Deleted)" for an entry and one paragraph had no heading.

PREAMBLE: Unchanged.

ARTICLE I. EXECUTIVE

Paragraph A: (Authority and number of Area Directors composing the board).

- Defined that the Board of Directors consists of 11 Area Directors per the Articles of Incorporation. This was previously implied but not stated.
- Removed extraneous adjectives and modifiers from text.

Paragraph B: (New paragraph from Florida Statutes).

- Added paragraph B to state "All corporate powers must be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in the articles of incorporation." This is the definition for Board of Director powers and authority from the Florida Statute.

Paragraph C: (Appointment of Assistant Area Directors).

- Renumbered from previous paragraph B.
- Changed language to allow for only one Assistant Area Director appointment per call area. Current Constitution language allows an untold number of assistants to be appointed by an Area Director.
- Specified that the Assistant Area Directors represent and vote for the Area Directors in their absence. Current language required that the Area Director had to designate which of the potential multiple Assistant Area Directors in a call area would vote.

Paragraph D: (Previously stated that business conducted at a meeting could be implemented no earlier than the first day of following month beginning at least fifteen days after the meeting).

- Renumbered from previous paragraph C.
- Clarified matters are decided by a majority vote of a quorum.
- Removed 15 day implementation restriction on all board actions when a motion includes an implementation date.
- Motions that do not state an effective date remain under the 15 day rule for implementation.

Paragraph E: (Previously part of the 15-day rule paragraph – originally paragraph C – which created an exception to the 15-day rule for filling Area Director vacancy).

- Moved the second part of previous paragraph C to its own paragraph. This was the language about when an Area Director filling a vacancy would be eligible to vote.
- Added "special circumstances election" to the passage for completeness.

Paragraph F: (Definition of a quorum).

- Renumbered from paragraph D.

- Added proxies to the consideration of a quorum to agree with both current and proposed Bylaws.

Overview - II. ADMINISTRATIVE:

Deleted former paragraph A.2.f.” Other officers. as the Board of Directors, may from time to time, may appoint. “ This paragraph conflicted with the Articles of Incorporation which specifies the club officers.

Paragraph A:

- Added “as specified in the Articles of Incorporation” to the end of the opening sentence. Previous sentence appeared to have lost part of its content as there was no period or colon at the end.

Paragraph A.1.

- Moved the 11 Area Directors and definition from the bottom of the officer list to the beginning of the list to present a hierarchical view.
- Renumbered due to reformat.

Paragraph A.2

- President - replaced pronouns with “the President”.

Paragraph A.3

- Vice President -Removed hyphen from title for consistency
- Renumbered due to reformat.
- Replaced pronouns with “the Vice President”.
- Added "exactly as if the Vice President were an elected Area Director" to parallel the language describing the President.

Paragraph A.4

- Secretary - No change.
- Renumbered due to reformat.

Paragraph A.5.

- Treasurer - Deleted "who may be the same person as the Club Secretary". Redundant as well as situational. Multiple offices are addressed in the following paragraph II.B. of the Constitution as well as Florida Statutes.
- Renumbered due to reformat.

Paragraph B:

- Club Officer holding multiple offices - No change.
- Renumbered due to reformat

Paragraph C:

- Board of Directors appointments - Added exception "except that the tenure of Secretary and Treasurer may be extended up to two weeks during the Board transition at the beginning of each Fiscal Year." This is to avoid a "dead period" and provide for ongoing functions between the end of the FY and the first BoD meeting.
- Renumbered due to reformat.

Paragraph D: Other Necessary Functions -

- Added the word "address" to the Registered Agent text to comply with Florida Statute.
- Added "other volunteer positions as described in the Bylaws.