



THE HAPPY WANDERERS, INC. BY-LAWS

ARTICLE I. PURPOSE

The Happy Wanderers, Inc. (the Corporation) has been formed to operate as a volunteer, non-profit corporation to improve the social welfare of the community through sponsoring non-competitive walking events. Walking activities shall be open to all individuals without regard to age, place of residence, or membership in the Corporation. Operation of the Corporation shall be governed by applicable Laws of the State of Florida pertaining to non-profit corporations and the requirements in I.R.C. Section 501c4.

ARTICLE II. LOCATIONS

The principal office of the Corporation, at which the general business of the Corporation will be transacted and where the documents of the Corporation shall be kept, will be at such place in the State of Florida where the President of the Corporation shall reside.

ARTICLE III. MEMBERS

Section 1 – Membership is open to all individuals who desire to pursue an active, healthy lifestyle through regular non-competitive walking exercises.

Section 2 – There will be only one class of members with no special consideration or privileges due to past or present positions held.

Section 3 – No compensation will be paid to any member for any position held within the Corporation.

ARTICLE IV. BOARD OF DIRECTORS

Section 1 – The Board of Directors shall consist of the Corporation Officers and two elected board Members at Large (MAL) from the Club membership. The MALs represent the membership interests in all board meetings.

Section 2 – Board members represent the membership and will share the mission and goals of the Corporation. The Corporation is committed to a policy of fair representation on the Board of Directors, which does not discriminate on the basis of race, physical handicap, sex, religion, sexual orientation, or age.

Section 3 – The term of office for each Member at Large shall be two fiscal years (July 1 – June 30) and shall coincide with the term of the Officers.

Section 4 – When a board member dies, resigns, or is removed for cause; the President will be required to appoint a replacement in a timely manner, with majority consent of the remaining board members.

Section 5 – Any Member at Large may be removed from the Board of Directors for just cause by an affirmative vote of a simple majority of members present at an official meeting of the Board. Notice of the proposed removal will be given to board members along with notice of the meeting. The Member at Large involved will be given an opportunity to be present and to be heard at the meeting at which that individual's removal is considered.

Section 6 – No compensation will be paid to any member of the Board for services as a member of the Board. Verified "out-of-pocket" expenses as a result of being on the Board or representing the best interests of the Corporation will be reimbursed, not to include expenses incurred for attendance at board meetings. Reimbursements for a non-budgeted "out-of-pocket" expense must have prior approval by the President and the Treasurer.

ARTICLE V. MEETINGS OF THE MEMBERSHIP

Section 1 – An annual meeting of the membership shall be held each year for the purpose of electing officers and/or conducting the necessary business of the Corporation. Location of such meeting will be designated in the notice of the meeting.

Section 2 – Regular meetings of the membership shall be held at least three (3) times in a calendar year at such place as may be designated in the notice of the meeting.

Section 3 – The annual and regular meetings of the membership shall consist of four (4) meetings in a calendar year and shall be scheduled quarterly in such calendar year.

Section 4 – Special meetings of the membership may be called at any time by the President of the Corporation or by a request for same from a majority of the membership or a majority of the Board of Directors.

Section 5 – Notice of annual or regular meetings shall be via email or posting on the official Corporation website at least seven days prior to the scheduled meeting.

Section 6 – At all meetings, each member present shall be entitled to cast one vote on any motion/candidate coming before the meeting. Ten percent of the membership, including officers, will constitute a quorum.

Section 7 – Proxy voting will not be permitted.

Section 8 – Robert’s Rules of Order will be the authority for all questions of procedure at any meeting.

ARTICLE VI. OFFICERS

Section 1 – The officers of the Corporation will be a president, vice president, secretary, and treasurer.

Section 2 – Officers will be elected every two years by the membership at its annual meeting.

Section 3 – Any officer may be removed, for cause, by a super majority (two thirds) vote of the members present. The matter of removal may be acted upon at any meeting of the membership, provided that notice of such intention of removal has been given to each member and to the officer affected at least 30 days previous

Section 4 – A vacancy in any office shall be filled by anyone chosen by the president, with the consent of a majority of the remaining board members for the unexpired term of such office.

Section 5 – The president will be the chief executive officer of the Corporation. It will be the duty of the president to preside at all meetings of the Board and to have general supervision of the affairs of the Corporation. The president shall execute, on behalf of the Corporation, all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board for the proper and necessary transaction of the business of the Corporation.

Section 6 – The vice president shall act in the absence of the president. The vice president will act as the parliamentarian at all meetings, in accordance with Article V, Section 8, of these By-Laws.

Section 7 – The secretary shall be responsible for keeping the Corporation records, copies of the presidents’ documents, and reports of the treasurer. The secretary will give or cause to be given all notices of the meetings of the membership and all other notices required by law or by these By-Laws. The secretary will be the custodian of all the books, correspondence, and papers relating to the business of the Corporation, except those of the president and the treasurer. The secretary will present, at each annual and regular meeting of the membership, a full report of the transactions and affairs of the Corporation, and will also prepare and present to the Board such other reports as it may desire and request. The Board, at its discretion, may elect an assistant secretary, not necessarily a member of the Board, to perform the duties and assume the responsibilities of the secretary, as set forth under the general direction of the secretary, or president.

Section 8 – The treasurer will have general charge of the finances of the Corporation. When necessary and proper, the treasurer will endorse, on behalf of the Corporation, all checks, drafts, or notes, and other obligations and evidences of the payment of money to the Corporation or coming into the treasurer’s possession, and will deposit the same, together with all other funds of the Corporation, in such bank as may be selected by the Board. The treasurer will keep full and accurate account of all receipts and disbursements in the Corporation’s books, which will be open at all times to the inspection by the Board. The treasurer shall present, to the membership, at all annual and regular meetings, a treasurer’s report showing the financial status of the Corporation. The treasurer will compare expense requests with budget and pay all necessary expenses provided they do not exceed budget by \$100.00. The treasurer will report to the president to obtain approval for amounts that exceed the budget by \$100.00.

Section 9 – Any officer of the Corporation, in addition to the duties conferred upon him or her by these By-Laws, shall perform such additional duties as may be prescribed from time to time by said Board.

ARTICLE VII. COMMITTEES

Section 1 – The Board of Directors may designate one or more Ad Hoc committees. Committee members may be members of the Board of Directors or the membership. The Chair of the committee will be appointed by the president. The studies, findings, and recommendations of all committees will be reported to the Board for consideration and action, except as otherwise ordered by the Board. Committees may adopt such rules for the conduct of business as are appropriate and are not inconsistent with the By-Laws, the Articles of Incorporation, or State law.

Section 2 – The Board of Directors may have the following standing committees:

Executive Committee. This committee shall be chaired by the president and will consist of all other officers of the Corporation. It shall serve as the central planning and advisory group.

Budget and Finance. The committee will be chaired by the treasurer and will oversee and monitor the fiscal operations of the Corporation, develop an annual budget to include all estimated expenses and estimated income for all functions of the Corporation for recommendation by the Board, and develop and assist in the implementation of funding strategy for the Corporation

Audit Committee. This committee shall be chaired by a representative not responsible for the financial transactions of the Corporation. The purpose of this committee is to provide an independent review of the Corporation’s books and records. An audit will be initiated immediately upon a change of either the President or Treasurer of the Corporation or every three years.

ARTICLE VIII. MISCELLANEOUS

Section 1(a) – The Corporation will be known as The Happy Wanderers Walking Club for the purpose of publicity and marketing.

Section 1(b) – The Corporation shall have the power to indemnify and hold harmless any director, officer, or volunteer from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in their capacity as a director, officer, or volunteer (except in cases involving willful misconduct). The Corporation shall have the power to purchase or procure insurance for such purposes.

Section 2 – The fiscal year of the Corporation shall be July 1 through June 30.

Section 3 – All books and records of the Corporation may be inspected by any member, or the member's duly appointed agent or attorney, for any proper purposes, at any reasonable time.

Section 4 – Any member of the Board of Directors may request to amend these By-Laws. Upon written notice of at least thirty (30) days previous, any number of amendments or an entire revision may be submitted and voted upon at any meeting of the membership, and will be so adopted upon receiving a super majority (two thirds) vote.

Section 5 – Dissolution of the Corporation shall be done as directed in The Florida Statutes pertaining to non-profit Corporations and / or any applicable Sections of the Internal Revenue Service Code.

Dated: September 26, 2012

Approved:

Michael Duhlstine
President

William K. Ellis
Vice President

Bridget Marorrotte
Secretary

Salley Hobling
Treasurer