

**MIDDLE TENNESSEE SEMINOLE CLUB**  
**Bylaws**  
**As Amended on January 19, 2010**

**Charitable Goals**

1. The Middle Tennessee Seminole Club has been organized as a Public Benefit Corporation in the State of Tennessee and is to be operated as a charitable organization under Section 501(c)(3) of the Internal Revenue Code. The Club will strive to fulfill the Purposes stated in Article II of the Articles of Constitution under which it was founded. In furtherance of those purposes, the Club will conduct fund raising at all meetings, functions and events where members gather as a group. The Club Members will from time to time extend the fund raising beyond those meetings, functions and events in an effort to generate participation by the local community.

2. The Club will at all times maintain no less than one fund raising project to support a local charitable project or event that has been organized under Section 501(c)(3) of the Internal Revenue Code. This local charitable project must be approved by the current year board and it is suggested to be in connection with a stated current or past objective of the Florida State University Alumni Association. The amount of funds raised for this project each year will be disbursed timely at the end of the campaign and Club Dues or other club funds may be added to the amount raised at the discretion of the Board of Directors.

3. The Club will at all times maintain an ongoing fund raising project to fund a Scholarship Program for one or more "Returning" students from the Middle Tennessee area to attend Florida State University. This project's goal is to provide funding of a general support scholarship to assist but not fully fund the selected student(s). The amount and number of scholarships to be granted will be determined each year by the amount of funds available from the fund raising conducted. It will be the goal of the Club to have funding accumulated such that at least one year of scholarship funds be held in reserve. Should funds not be sufficient from fund raising, then Club Dues shall be applied.

4. The Club will set dues to be paid by Members. Those dues will be used to fund the operating expenses of the Club, but will at no time be used to pay a salary to an officer or Board Member. The dues may be used to provide funding of a social event when participate assessments is not sufficient to pay the total cost of a Board approved special event, such as a Holiday Party or Annual Picnic. All monies collected from dues held at the end of any accounting year will be applied to one of the above two types of fund raising within the next year or put into a reserve fund to provide a rainy day fund for the Scholarship Program.

## **Meetings**

1. Meetings shall be run according to Robert's Rules of Order.
2. The Middle Tennessee Seminole Club will hold an "Annual Meeting" which will be for announcing of Board and Officer Recommendations. This "Annual Meeting" will be open to all members and shall include a social component. The Club may pay the full costs of this meeting for the Officers and Board Members, new as well as outgoing and all guest speakers. The Club may pay no more than one-half of the expected cost of the event for all other Members and guests. Additionally, open nominations for the Board may occur at the annual meeting if needed due to lack of upcoming board members to fill open positions. If the number of nominees equals the number of open positions, then no club wide voting is required. If there are more nominations than open positions, a club vote must occur within 14 days of the annual meeting. Votes will be recognized as official if they are sent in to the appropriate MTSC email address or if they are presented in writing to one of the existing Board Members, including mail to the official MTSC mailing address.
3. The Middle Tennessee Seminole Club shall schedule club meetings, events or gatherings, no less frequently than quarterly and total annual meetings should be no less than 12 meetings for the purpose of enabling the activities noted in the Articles of Constitution Article II - Purpose. These meetings shall be scheduled, when possible, to match scheduled sports events. These meetings will be the main method of promoting all Charitable and Fund Raising activities of the Club. During appropriate NCAA sport seasons, such as football and basketball, these meetings will be called "Game Watching Parties" to distinguish them as being in connection to a televised sport event. These meetings/events should be much more frequent when possible and may be in the form of lunches, happy hours, etc. depending on the availability of scheduled televised sporting events.
4. In months not including football game watching parties, the Club will schedule a "Business Luncheon", open board meeting and/or other club meetings.
5. All the meetings noted above will be posted as "Coming Events" (or similar) on the Club's web page and will be communicated via mass email to the club at large as well as any other appropriate methods, including popular social networking sites. The purpose of this shall be to make an open invitation to any person interested in the furtherance of Florida State University or the Club's stated purposes.
6. The Middle Tennessee Seminole Club shall have club meetings/events at least once in each calendar quarter during traditionally non-working hours, such as weekends and/or weekday evenings.

7. Additional meetings may be held at the discretion of the President and/or Board Majority.

8. Board Meetings may be held virtually via email and/or other virtual methods at the discretion of The President and/or Board Majority.

9. Proxy voting is acceptable if a Board Member has given limited proxy authority in writing (email communication is acceptable) on a specific topic to The President or another Board Member ahead of time.

## **Officers**

1. Officers shall be elected for a term of one (1) year beginning at the "Annual Meeting" each year. Officers include President, President-Elect, Vice President for Academic Advancement, Secretary and Treasurer. Additional officer positions may be created by the President for the extent of their term as needed to further the club.

2. All Officer Nominees must have served on the board for at least one year before moving into an Officer position. If no existing Board Members are willing to serve as an Officer, the existing board may recommend any of the Board Nominees to fill an open Officer position.

3. The President shall not serve more than two full consecutive terms. The second consecutive term as President shall only be allowed if the President-Elect is unable or unwilling to advance into the office of President.

4. The President-Elect shall be automatically advanced to the office of President when the President has completed his/her term or if the President should become unable or unwilling to complete their term. Should the President-Elect advance to complete an unfinished term of the President, this partial term will not be counted in the two consecutive terms noted for the President in #2 above.

5. The President shall appoint a Nominating Committee of not less than three persons, which shall include at least one Officer/Board Member. This Committee shall submit nominations at the Annual Meeting for all Officers except the position of President. After the Nominating Committee has made their nominations for Officers, nominations shall also be received from the floor at the annual meeting or other Board approved event.

6. When a vacancy occurs in the board and/or any office other than President-Elect, the President shall appoint a Club Member to fill the unexpired term. Whenever possible, an existing Board Member should fill any open Officer positions and only filled by the club at large if no existing Board Members are willing to serve as an

officer. This appointment must be approved by a majority of the Board Members in attendance at a regular or called meeting of the Board.

7. When a vacancy occurs in the office of President-Elect, the President shall appoint a Nominating Committee as noted in #4 above. This Committee shall submit nominations of not less than two individuals at a regular or called meeting of the Club.

8. The duties of each Officer are as follows:

a. The President shall preside at all meetings and shall have general supervision of all the affairs of the Club. The President shall be the official representative of the Club on all occasions except when otherwise designated. The President shall designate the exact or approximate time for the next meeting at each meeting. The President is responsible for ensuring all Board Members are supplied with a copy of the current bylaws, amendments, Robert's Rules of Order and the Board Members Duties and Responsibilities document.

b. The President-Elect shall perform the duties of the President in his/her absence. The President-Elect shall act as liaison between the Club and the Florida State Alumni Association as well as with the Seminole Booster club, encouraging membership in both the Florida State Alumni Association and Seminole Boosters, Inc.

c. The Vice President for Academic Advance shall act as liaison between the Club and the FSU Foundation, Inc., and will plan all Club activities pertaining to Florida State Academics, including Student Receptions and academic guest speakers, as well as liaison with the Admissions Coordinator. This Officer will serve as the Chair of the Scholarship Committee and oversee all activities of that Committee. This Officer should schedule, coordinate and participate in local college recruiting activities to promote Florida State University in the local community.

e. The Secretary shall keep an accurate record of all Club and Board meetings and shall keep a list of memberships of the Club with the address and telephone number of each Member. The Secretary shall assist the Treasurer in receiving all monies in payment of dues and record dues to insure a correct listing of "Dues Paid Members" for purposes of all elections. The Secretary shall conduct and/or review all official correspondence of the Club. This Officer shall furnish the Seminole Club Coordinator of the Alumni Association the names of all new Officers immediately after election. The Secretary shall make available the Club records to any active Club Member on request.

f. The Treasurer shall receive all monies of the Club, including dues monies from members and/or the Secretary, and deposit these monies in a bank approved by the Officers. The Treasurer shall prepare checks for payment of all Club debts. The Treasurer shall submit a financial status report at every board meeting.

The Treasurer shall file the annual financial report with the Seminole Boosters, Inc. as required by the NCAA as well as all state and federal required filings.

g. The Vice President of Athletic Advancement shall act as liaison between the Club and the Seminole Boosters, Inc. and will plan all Club activities pertaining to Florida State sports and Seminole Boosters, Inc.

11. All bank accounts shall have no less than three (3) Board Members (voting or non-voting members) and must include at least two (2) Officers as authorized to sign on all checks.

12. All Officers of the Club shall be members of the Florida State Alumni Association and/or the Seminole Boosters, Inc.

13. All Officers and Board Members, must be 18 years of age or older.

14. If someone from the current voting Board of Directors cannot fulfill their responsibilities for any reason, the President may promote a non-voting board member to voting status.

### **Board of Directors**

1. The Board of Directors shall consist of the above-named Officers, the immediate Past President of the Club and enough additional Members of the Club to create a governing board of 11 Members. All Members of the Board of Directors shall be elected for a term of one year.

2. The Club's earliest elected serving Past President remaining in the local area shall serve on the Board of Directors and be given the title of Senior Past President for as long as he/she demonstrates willingness to serve and remain on the Board. The Senior Past President will serve as 1) an advisor to the President and President-Elect; 2) a special liaison with the Alumni Association. Additionally, the Senior Past President may be the legal Resident Agent for annual filing with the State of Tennessee and/or the Internal Revenue Service. Upon the retirement of a Senior Past President from the Board, the longest actively serving and willing Past President will be appointed to this position.

3. In addition to the Board of Directors, the Club will also maintain a non-voting board of advisors. This board is intended to be a training ground for upcoming members, contain members interested in actively participating in the leadership of the club and/or club events and/or contain members that provide special skills, connections, wisdom or other assets that can be utilized to further the advancement of the club and its direction. All members of this Advisory Board will not have voting rights on club

business, but will be welcome to attend any board of directors meeting, unless specifically directed otherwise by the President. The current President may appoint individuals to this non-voting Board of Advisors. Additionally, any past president that fully served their term and left in good standing is automatically eligible to participate on this board for as long as they desire. Any member of the Advisory Board may be removed from their position for the remaining term year at the discretion of the President or by a board majority vote.

4. The Government of the Club and the direction of its activities shall be vested in the Board of Directors.

5. The Board of Directors shall meet as follows:

a. Monthly when possible, but no less frequently than once in each calendar quarter

b. Any time the President has reason to call a special meeting.

6. The Board of Directors, excluding the President, shall vote on all motions presented and properly seconded. The President will only vote in the case of a tie vote by all voting Board Members.

7. The Board of Directors shall not convene any meeting until a quorum of voting Members are present.

8. All committees shall be appointed by the Board of Directors and shall have a Board Member as the chairperson.

9. A meeting of the Board of Directors must be called by the President upon the written request of three Members of the Board of Directors, or by request of six Club dues paying Members.

10. The Officers and Board of Directors may remove any Officer or Board member that has failed to attend three consecutive regular or called meetings without giving advance reasonable notice to the President and/or Secretary of reasons for their absence for each meeting. The Officers and Board of Directors, by way of majority vote, may also remove any board member that is not fulfilling their duties as defined in this document and/or the current version of the Board of Directors Expectations and Responsibilities Document.

11. Any Officer or Board Member that resigns their position for any reason other than relocation out of the area, medical or family emergency will not be eligible to serve as an Officer or Board Member for a period of at least two full years from the

date of their resignation. This restriction can be waived or reduced by a two-thirds vote of the Board of Directors.

12. All Board Members and Officers are required to pay their MTSC dues within 90 days of the beginning of the club's fiscal year. If dues are not paid, the offending board member may be removed from the board as just cause according to point 9 above.

## **Committees**

The Middle Tennessee Seminole Club activities will be organized and conducted by the various committees. The Club will have need from time to time for special temporary committees and those will be appointed as needed by the President. The Club will have need of several standing and regular committees. These committees must be chaired by a current Board Member, but may contain non-voting Advisor Board members as well as volunteers. A listing of suggested standing and regular committees is as follows:

### **1. Membership and Attendance Committee**

a. The Chairperson of the Membership and Attendance Committee shall be the Club Secretary or other Club Officer as directed by the President.

b. Secure a list of graduates and former students from the Alumni Association and keep it up to date;

c. Inform the Association of all additions and deletions to the list, and thereby keep it accurate;

d. Assist the Association in tracing alumni names and addresses within the Club area;

e. Conduct an annual membership drive;

f. Contact all alumni moving into the Club area and acquaint them with the Club; and

g. Organize a telephone committee to contact Members concerning Club activities and meetings. A written announcement and publicity will not always do the job.

### **2. Finance Committee**

- a. Receive all financial reports prepared by the Treasurer;
- b. Review all financial reports prepared by the Treasurer;
- c. Compare bank statements and records prepared by the Treasurer to insure correctness;
- d. This Committee shall operate to insure that financial reports are sufficient without requiring the services of an auditor; and
- e. Report to the Board of Directors anything that needs correction or explanation by the Treasurer.

### **3. Nominating Committee**

- a. Prepare nomination list in advance of meeting;
- b. Contact nominees in advance to determine interest and willingness to serve;
- c. When possible, nominations should insure that the Board of Directors includes a balance of male/female and younger/older members;
- d. This Committee shall nominate a Board Member or any past President that wishes to continue serving on the Board and has been an active participant in Club events and Board meeting during the past term;
- e. The Club's first elected President, Perry Register, will be given the title of and recognized as the Founding President and may remain as a voting or non-voting member of the Board as long as he wishes. The Founding President will serve the role of Senior Past President as described above; and
- f. This Committee must nominate the immediate Past President as a Board Member for at least one year after their most recent term unless they indicate a lack of interest in continuing to serve on the Board.

### **4. Scholarship Committee**

This Committee will be chaired by the Vice President for Academic Advancement and shall supervise all matters relating to the Middle Tennessee Seminole Club Scholarship Program.

5. Other committees will be created at the discretion of the President and/or Board. Other committees are suggested in the Seminole Club Handbook, but may not

be warranted in light of the distance of our Club from the School. Those committees will be created if the President and/or Board determine there is a need.

### **Dissolution**

Upon dissolution of this corporation, any accumulated funds that remain will be distributed in equal portion to the Florida State University Alumni Association (a Florida 501(c)(3) corporation) for the purpose of continuing the Scholarship Program created by the Club and to the most recent local charitable project supported by the Club as defined under "Charitable Goals" in these bylaws.

If, for any reason, the Florida State University Alumni Association is unable to receive the funds or continue the stated purpose, the funds will be distributed to Florida State University (part of State of Florida Department of Higher Education) for the purpose of continuing the Scholarship Program created by the Club.

If, for any reason, the Florida State University is unable to receive the funds or continue the stated purpose, then the funds will be donated in full without restrictions to the most recent local charitable project supported by the Club as defined under "Charitable Goals" in these Bylaws.