

**BYLAWS**  
**OF**  
**ATLANTIC BEACH COUNTRY CLUB TURTLE FOUNDATION, INC.**

Updated - 4/1/22

**ARTICLE I: Name**

The name of the corporation is “The Atlantic Beach Country Club Turtle Foundation, Inc.”

**ARTICLE II: Purpose**

- a) The Atlantic Beach Country Club Turtle Foundation (“Turtle Foundation”) is organized and shall be operated exclusively for charitable and educational purposes consistent with an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “*Code*”), and that are described in Sections 170(c), 2055(a), and 2522(a) of the Code. More specifically, but without any limitation of the foregoing, the Foundation is dedicated to the support of Atlantic Beach Country Club staff and their families to include educational & personal development stipends and crisis relief assistance, and other charitable individual and community opportunities in the surrounding Atlantic Beach area.
- b) The Turtle Foundation will collect tax-deductible contributions from the members of Atlantic Beach Country Club (ABCC) and others who are interested in supporting ABCC employees and their families in need and other charitable community opportunities.
- c) Consistent with the purposes above, the Turtle Foundation may make distributions to ABCC employees and other Atlantic Beach community initiatives for purposes that qualify under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code including, but not limited to, educational stipends for courses and degrees after high school from schools and programs accredited by the U.S. Department of Education.

**ARTICLE III: Membership**

- a) The Board of Directors (the “Board”) are the only members of the Turtle Foundation.
- b) The President may appoint a Committee from among the Directors to vet and propose new members for the Board from among ABCC members who have expressed interest and dedication to the mission of the Turtle Foundation. All proposed members will be discussed and presented for a vote by the Board.

#### **ARTICLE IV: Board of Directors**

- a) The Board shall manage the affairs and property of the Turtle Foundation.
- b) The Board shall have no less than three (3) nor more than nine (9) Directors. New members of the Board and Committee(s) must be approved by a majority of the current Directors.
- c) Each Director shall be an ABCC member in good standing and shall serve a three-year term. A person may be elected to a second three-year term for a total of six years as a Director.
- d) Each year, upon reasonable notice, the Board shall hold at least eight (8) meetings at a time and place designated by the President. Online/electronic notice and meeting attendance are permissible.
- e) Each Director must attend six (6) Board meetings and contribute at least one-hundred dollars (\$100) each year to the Turtle Foundation.
- f) The Board shall hold an Annual Meeting for donors and interested parties no later than May 31<sup>st</sup> of each year at a time and place designated by the Board.
- g) Special meetings may be called upon reasonable notice by the President or any two (2) Directors. Online/electronic notice and meeting attendance is permissible.
- h) A majority of the Directors is necessary to constitute a quorum at any meeting to transact business. An action approved by a majority of the quorum shall be considered an act of the Board, unless these Bylaws or the law requires a larger number. Directors may participate in a meeting by any means that enable the Directors to hear each other at all times (e.g., conference phone call, Zoom meeting or similar communications equipment).
- i) Directors may resign at any time by delivering written notice to the Board. Vacancies on the Board shall be filled by a majority vote at a regular meeting.
- j) Directors receive no compensation.
- k) Directors and members of all Committees shall use discretion, empathy and consideration for privacy concerns before disclosing information about a recipient or a recipient's needs. When in doubt, Directors and Committee members shall err on the side of confidentiality.
- l) A Director who fails to contribute one hundred (\$100) or more to the Turtle Foundation by April 1 each year shall automatically forfeit their seat on the Board. Any Director may be removed, with or without cause, by an affirmative vote of three-quarters (3/4) of the remaining Directors if they believe the best interests of the Turtle Foundation would be served by the removal. A Director will be given an opportunity on reasonable notice to appear before the Board and be heard before a removal vote is taken.



## ARTICLE V: Officers

- a) There are officers who are elected from among the current Directors: President, Vice-President, Secretary and Treasurer. The officers are elected by the majority vote of the Directors then serving one week prior to the Annual Meeting for a one-year term that begins at the conclusion of the Annual Meeting. There shall be no limit on the number of terms a Director may serve as an officer.
- b) The President has the powers and duties usually vested in the office of the President including, but not limited to, the following:
- Preside at all Board meetings
  - Actively manage the business of the Committee(s)
  - Ensure that the Board resolutions are properly recorded
  - Supervise and direct the other officers to ensure their duties are properly preformed
  - Submit an annual report of operations to the Board no later than April 1<sup>st</sup> of each year beginning with full calendar year 2022.
  - Be an ex-officio member of all committees
  - Ensure the selection of recipients for Turtle Foundation disbursements is done in a fair, consistent and fiscally responsible manner.
- c) The Vice-President has the President's powers and duties in the absence of the President. The Vice-President also manages the receipt and any special arrangements relating to gifts over five thousand (\$5,000).
- d) The Secretary makes arrangements for Board meetings and the Annual Meeting. The Secretary records the votes and minutes of all Board meetings. The Secretary handles official correspondence from the Board. The Secretary shall ensure that the Board and the Turtle Foundation follow best practices in corporate governance procedures including, but not limited to:
- Proper parliamentary order at meetings
  - Recordation of Board decisions through proper resolutions
  - Documentation of corporate actions
  - Maintenance of the annual conflict of interest certifications in Article VII.
- e) The Treasurer shall:
- Submit for Board approval all expenditures of funds in excess of \$1,000
  - Present a complete and accurate report of the Turtle Foundation finances
  - Assist third-party auditor with annual audit for presentation to Board by April 1<sup>st</sup> of each year beginning with audit for full calendar year 2022.
  - Be responsible for financial affairs, including bank relationships and accounts
  - Ensure that disbursements and expenditures greater than \$1,000 are signed by two Directors

## **ARTICLE VI: Committees**

- a) The Board may create Committees as needed, e.g., nominating, scholarship, fundraising, finance, etc, which may be composed of Directors or other members of ABCC. The President appoints the Committee chairperson. Members of a Committee receive no compensation and have no vote with respect to Board matters.
- b) The officers serve as the Executive Committee, which has the full powers of the Board (except the power to amend the Articles of Incorporation and Bylaws) but is subject to the direction and control of the Board.

## **ARTICLE VII: Conflict of Interest**

- a) The purpose of the conflict-of-interest policy is to protect the Turtle Foundation when it enters an arrangement that might benefit the private interest of a Director. The policy supplements but does not replace any state or federal law governing conflict of interest for nonprofit charitable organizations, as may be enacted by the Turtle Foundation or otherwise.
- b) A Director must disclose to all the other Directors the full extent to which the Director's private interests might benefit from an arrangement being considered by the Turtle Foundation. After full and timely disclosure, the decision whether the Turtle Foundation enters the arrangement shall be made solely by the other Directors.
- c) A financial interest does not necessarily create a conflict of interest. The other Directors shall decide whether a conflict of interest exists.
- d) If the Board believes a Director has failed to disclose a conflict of interest, the Board will give the Director an opportunity to be heard. If the Board determines there has been a failure to disclose to the detriment of the Turtle Foundation, the Board may take appropriate action.
- e) Each year the Directors shall sign a statement confirming they understand and will comply with the conflict-of-interest policy.

## **ARTICLE VIII: Indemnification**

- a) The Turtle Foundation shall indemnify any Director against expenses actually and necessarily incurred in defending a claim or lawsuit based on the Director's performance of duties under these Bylaws, unless the Director is found liable for negligence or misconduct in the proceeding.
- b) The Director's expenses (including reasonable attorney's fees) may be paid before the final disposition if authorized by the Board.



- c) The Turtle Foundation may purchase insurance to cover its indemnification obligation under this Article VIII.

**ARTICLE IX: Dissolution**


Upon dissolution, the assets of the Turtle Foundation shall be distributed to another qualified 501(c)(3) organization of similar purpose as determined by the Board.

**ARTICLE X: Books and Records**

The Articles of Incorporation and the Bylaws may be amended by a majority vote at any meeting of the Board provided the Directors shall have been given at least a three (3) day notice of any proposed amendment.

**Certification**

We, the undersigned, are the President and Secretary of the Atlantic Beach Country Club Turtle Foundation, Inc. We certify that the preceding pages are the Bylaws of the Atlantic Beach Country Club Turtle Foundation, Inc. duly adopted by the Board of Directors as of April 1, 2022.



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ATTEST: Bryan Croft, President – Atlantic Beach Country Club Turtle Fund, Inc.



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ATTEST: Andrew Pitler, Secretary – Atlantic Beach Country Club Turtle Fund, Inc.

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