

By-Laws
Forgotten Coast Fitness and Wellness Center
Approved and Implemented 9/14/2020

Mission Statement:

To effect long-lasting change that will positively impact citizens and visitors to Franklin County by providing a means to achieve and maintain wellness and fitness goals.

Goals:

- (A) Operate a community-based Fitness and Wellness Center
- (B) Improve quality of life in Franklin County by expanding awareness and improving fitness.
- (C) Partner with health and nutrition organizations and individuals within and outside the community to provide information and services regarding overall health and wellness.

General:

The Forgotten Coast Fitness and Wellness Center (FCFWC) is a Not-for-Profit independent Community Initiative. The facility is self-supporting, operated and managed by a volunteer Board of Directors and paid staff.

Article 1 - Membership

- (A) Access to the facility is available to residents of and visitors to the Forgotten Coast.
- (B) The facility is for use by all members of the community and visitors on a Fee-For-Use basis.
- (C) Membership fees are set by the Board consistent with fiscal and operational needs.
- (D) Membership fees will be used to cover the purchase and maintenance of equipment, salaries, facility upkeep and maintenance, and other Board approved initiatives.
- (E) Subject to Board approval, discounts in membership fees may be offered as promotions and to encourage membership by individuals or groups.

Article 2 - Board of Directors

- (A) Overall management and ongoing oversight of FCFWC operations and management is vested in the Board of Directors (hereinafter referred to as the Board).
- (B) All Officers and Board members must be current paying members of the FCFWC and maintain their membership to the Fitness Center for the duration of their term.

Amended 9/14/2020: Section (B) is amended to provide for emergencies. In the event of an emergency closure (due to natural or weather-related disaster or emergency, a pandemic, a national or local civil emergency, or any other emergency closure) the composition of the board will remain intact regardless of paid/unpaid membership status until the board has decided (quorum) the emergency situation is over. Exceptions to board membership remaining unchanged during an emergency include but are not limited to (1) the death or resignation of a board member; or (2) removal of a board member in accordance with procedures set forth in Article 2 (K) of these By-Laws; or (3) the incapacitation or unavailability of a board member which interferes with their participation in Board activities.

- (C) Board members are volunteers, do not receive discounted memberships, and are not compensated for their services.
- (D) A prerequisite for serving on the Board (and being an Officer) is a willingness to perform duties without compensation and to actively participate in FCFWC management. We are a self-governing group of volunteers.
- (E) The Board shall consist of at least 5 but not more than 9 members
- (F) Each Board member has one vote per candidate/position or issue being voted upon
- (G) All FCFWC members are eligible for Board positions.
- (H) Board members are chosen based on a majority of votes.
- (I) Board members serve two-year terms initially and may be re-elected based on membership preferences and desire to serve.
- (J) The Board may take action to fill unplanned vacancies as vacancies occur
- (K) Board members may be asked to resign by the Board. Officers and Board members may be removed by a majority vote for cause such as inappropriate behavior as determined by the Board, excessive absences (i.e. 3 absences from Board meetings without notice in a 12-month period), or inability or availability to continue active participation on the Board.

Article 3 - Nomination / Election of Board

- (A) A Nominating Committee will be formed in September of each year. The committee will consist of 3 current Board Members and will be tasked with the identification and recruitment of potential Board Members.
- (B) During the November meeting, potential Board Members will be presented to the existing board for discussion.
- (C) At the December meeting, the current Board will vote on each individual potential Board Member. Those members approved will be asked to attend Board meetings starting in January
- (D) A current Board Member may not vote for themselves

Article 4 - Officers

- (A) Board Officers are one President, one Vice President, one Treasurer, and one Secretary.
- (B) The Board will, by majority vote, select officers at the February Board meeting following the board election

Article 5 - Duties of Officers

- (A) The President of the Board shall call and facilitate regular Board meetings. The President is the FCFWC point of contact with the City of Apalachicola, the media, and others.

Amended 9/14/2020: Section (A) is amended and assigns responsibility for facilitating meetings to either the President or another Board approved designee.

- (B) The Vice President shall preside in the absence of the president.
- (C) The Treasurer shall keep, maintain and secure the financial records of the FCFWC, deposit and disperse all monies in accordance with the best accounting practices and submit appropriate financial reports as required by the Board of Directors.

Amended 3/4/2020: Section (C) is amended to require that prior to final appointment to an officer position on the Board, nominees with financial responsibility will undergo formal

background investigation to determine their suitability for disbursement of monies and management of financial matters.

(D) The Secretary shall take notes of each meeting and distribute to Board Members in a timely manner. The Secretary shall maintain and manage the membership database as well as monitor the FCFWC Email account.

Amended 9/14/ 2020: Section (D) is amended to assign responsibility for maintaining and managing the membership database and monitoring the FCFWC Email account to a Board approved designee.

Article 6 - Duties, Roles, and Responsibilities

(A) The Board has authority to set policy, adopt plans, hire and terminate employees and private contractors, and otherwise conduct business on behalf of the FCFWC.

(B) Board members and officers are volunteers. Duties, responsibilities, and work performed by the Board are assigned on a volunteer basis.

(C) A quorum is a majority of Board members (includes Officers and Board members) and is required for board decisions.

(D) When a quorum is present or otherwise available, decisions are determined by a simple majority. Decisions can be made during Board meetings or via audit-trail producing processes (such as Email).

(E) Board decisions, except changes to the By-Laws, will be made by voice vote (yay or nay) or the raising of hands (signifying yay or no vote) by voting Board members.

(F) Board members will be assigned duties to conduct the business of the FCFWC. The duties will include, but not be limited to management of staff; contractor management or oversight; facility maintenance and improvement; equipment maintenance, repair, purchase, and disposal; marketing and publicity to include Social Media & Website Management; and supplies.

(G) Other recurring duties may be assigned to board members as the need arises

(H) Special committees and workgroups may be created as needed

Article 7 - Policies and Procedures

(A) The Board is responsible for establishing and maintaining FCFWC Policies and Procedures and ensuring compliance by members and staff.

(B) Board members will be provided copies of all Policies and Procedures.

(C) Policies and Procedures will be distributed to employees of FCFWC.

(D) Changes to or the creation of new policies or procedures can only be approved by a majority of Board members.

(E) Policies and procedures will be posted on the FCFWC website, Facebook page, and posted in the facility as appropriate.

Article 8 - Fitness Classes and Personal Training

(A) Persons or organizations wishing to start a class or conduct fitness and wellness related business in the FCFWC or on behalf of the FCFWC can only do so with prior Board approval.

(B) Fees for classes or training sessions will be set by the contractor, subject to Board Approval

(C) Payment for classes or personal training will be made to FCFWC for deposit.

Article 9 - Meetings

- (A) Board Meetings: The Board will normally meet on a monthly basis. Board meetings may be more or less frequent depending on business/agenda items subject to the availability of a quorum of Board members. Special Board Meetings will be called as necessary. Board meetings are facilitated by the President or a Board approved designee. Board meeting minutes shall be taken and maintained by the Secretary or a Board approved designee.
- (B) General Membership Meetings: The Board, at its discretion, may hold General Membership Meetings.

Article 10 - Financial

(A) The President, the Treasurer, and one additional board member are authorized to sign checks for payment/purchase of board approved expenditures or expenditures not requiring board approval.

(B) The FCFWC President and Treasurer will develop an annual budget that identifies and lists anticipated projected expenses for the next calendar year. The budget will identify at a minimum line items for salaries, rent, facility physical upkeep and maintenance, utilities, equipment purchase, replacement, and repairs, facility cleaning supplies and equipment, and bathroom cleaning supplies.

Amended 9/14/2020: Section (B) is amended to require that the FCFWC President and Treasurer develop an annual budget at the end of each year that identifies and lists known and anticipated expenses for the upcoming calendar year.

(C) The Budget will be presented at the January meeting for Board approval (or other action).

(D) Board action (approval or disapproval) is required on expenditures exceeding \$100.00 which have not been identified as expenditures in the FCFWC annual budget.

(E) When total non-budgeted expenditures during a calendar year exceed \$300.00 for any board member/Officer, all future proposed expenditures will be brought to the Board for approval or disapproval.

(F) Financial Records may only be audited by a CPA. The frequency of financial audits will be determined by the Board. Upon completion of any audit, documents will be available for review upon request.

Article 11 - Amendments

(A) The By-Laws may only be amended as necessary as decided by the Board.

(B) Changes to the By-Laws require a two-thirds vote of all current board members.