

# GREENBRIAR CLUB, INC.

## BYLAWS

AMENDED - 1965 - 1966 - JUNE 1967 - SEPTEMBER 1968 - DECEMBER 1970 - OCTOBER 1975 - JUNE 1976 - MAY 1978 - DECEMBER 1979 - MARCH 1980 - MARCH 1984 - FEBRUARY 1986 - JUNE 1988 - APRIL 1990 - JUNE 1994 - MARCH 1995 - JUNE 1999 - SEPTEMBER 2000 - MARCH 2002 - JUNE 2008 - DECEMBER 2015

### ARTICLE 1 - NAME AND OBJECTIVE

**Section 1.** The name of this Corporation, not for profit, shall be "The Greenbriar Club, Inc." incorporated under the laws of the State of Florida dated Dec. 17, 1963. It shall operate under a fiscal year from June 1 to May 31 inclusive.

**Section 2.** The predominant nature and objective of the Corporation shall be to organize and provide community services and activities in the subdivision known as Greenbriar in Pinellas County, Florida, and to engage in activities designed for the civic and community betterment of said Greenbriar. The Corporation shall be operated on a non-profit basis. The community activities provided by the Corporation shall be of an educational, social, and civic nature.

### ARTICLE 2 - REQUIREMENTS FOR MEMBERSHIP

**Section 1.** Membership of the Corporation shall consist of persons who are residents in the Subdivision of Greenbriar and who comply with requirements for membership established by the By-Laws of the Corporation including timely payment of dues.

**Section 2.** For those residents of Greenbriar who are not members of the Greenbriar Club, Inc. a condition for membership in the Greenbriar Club shall be that a declaration of restrictive covenants be recorded against the property of the prospective member obligating the present owners and their successors in the title to belong to the Greenbriar Club, Inc. and pay the annual assessments for Club membership. This declaration of covenants shall be on a form provided by the Board of Trustees.

The only exception to this condition for membership shall be for those persons who hold membership in the Greenbriar Club, Inc. as of the 31st day of May 1988, and whose homes do not have such restrictive covenants. These persons shall be allowed to continue as members as long as they meet all of the other qualifications for membership and their membership is not otherwise interrupted. The above exception ceases with the sale or transfer of their property.

### ARTICLE 3 - DUES

**Section 1.** The amount of dues shall be determined by the Board of Trustees each fiscal year for the following fiscal year. Notice shall be posted on the bulletin board and published no later than in the May Bulletin.

**Section 2.** The dues shall be assessed annually and shall be paid in advance on or before June 1<sup>st</sup> each year. Persons who fail to pay dues shall lose their membership rights until the dues owed

have been fully paid. The Board of Trustees will establish a schedule of dues.

**Section 3.** Greenbriar Club, Inc. shall have the right to sue at law for the collection of any unpaid dues (on dues restricted properties), the interest thereon, and all costs of such proceedings.

### Section 4.

- A. Dues for one person over 18 residing alone in a living unit shall be two-thirds the amount of the basic Club dues.
- B. Dues for two persons over 18 plus children under 18 shall be the basic dues.
- C. Dues for each person over 18 in excess of two persons over 18 shall be one-third of the basic dues.
- D. A person over 18 visiting in a member residence for up to 30 days in a fiscal year shall be considered a guest. After 30 days, the dues described in Article 3 shall apply, but may be pro-rated.

### ARTICLE 4 - OFFICERS AND TRUSTEES

**Section 1.** The officers of the Greenbriar Club shall be President, Vice President, Secretary, Treasurer, Assistant Treasurer, and Membership Treasurer. In addition, there shall be six Trustees. All of them together, Officers and Trustees shall make up the Board of Trustees. Officers and Trustees shall be members in good standing for their term in office.

- A. The term of office for members of the Board of Trustees shall be from the first day to the last day of the fiscal year or years for which they were elected.

**Section 2.** The term of office for President and Vice President shall be for one fiscal year. The President and Vice President may not serve for more than two consecutive elected terms. However, Officers filling unexpired terms may stand at the next election by the membership for any elective office for the maximum allowable number of terms.

**Section 3.** The term of office for Secretary, Treasurer, Assistant Treasurer, and Membership Treasurer shall be for one fiscal year. These officers may serve for any number of consecutive terms if so elected.

**Section 4.** The term of office for each of the six Trustees shall be for three fiscal years. A Trustee shall not serve two consecutive elected terms. If, however, a Trustee is appointed by the President to finish the unexpired term of another, as specified in Article 4, Section 8, that Trustee may stand at the next election by the membership for any available office for the maximum allowable number of consecutive terms. If a

current Trustee is nominated for another office, and has not completed his/her term of office at the end of that fiscal year, the Nominating Committee shall nominate a person to fill the remainder of that term of office.

**Section 5.** The affairs of the Greenbriar Club, Inc., shall be managed by the Board of Trustees, composed of not more than twelve Officers and Trustees elected or appointed as herein described.

- A. The Board shall faithfully protect and maintain the physical and financial assets of the Corporation.
- B. The Board shall be responsible for making and implementing all policy for the Corporation.
- C. The Board, at any regular or special meetings, may not consider any motion the passage of which would be in conflict with these Bylaws.

**Section 6.** The President, Vice President, Treasurer, Assistant Treasurer, and Membership Treasurer shall be bonded with the cost of the bond paid for by the Greenbriar Club, Inc.

**Section 7.** In the event that any member of the Board resigns or is unable to carry on his or her duties, the following procedure applies:

- A. If the President resigns or is unable to carry on his or her duties, the Vice President will succeed to that office. If the Vice President is not available, the Board of Trustees shall elect a President and or Vice President from the membership of the Club to fill the unexpired terms.
- B. If any other member of the Board resigns or is unable to carry on his or her duties, the President shall appoint a member of the Greenbriar Club to finish the unexpired term. The appointment is subject to the approval of the Board of Trustees.

**Section 8.** A committee consisting of the President, Vice President and two Trustees shall be empowered to act in an emergency. A report of any action taken shall be made to the Board of Trustees at its next meeting for inclusion in the minutes.

**Section 9.** Any member of the Board who fails to attend meetings of the Board of Trustees or fails to carry out the duties of his or her office, after having been accorded the privilege of a hearing before the Board of Trustees, may be removed from office by a two-thirds vote of the entire board of Trustees.

## ARTICLE 5 - ELECTIONS

**Section 1.** The Nominating Committee shall consist of all Past Presidents of the Greenbriar Club, including the outgoing President if he or she does not intend to serve another term or is ineligible to serve another term, and who are all members in good standing, and who are willing to serve. The nominating committee shall consist of seven members-at-large, also members in good standing, to be appointed by the current President who shall also appoint a member of the committee to be Chairman. The President, if serving on the Nominating Committee, shall not serve as Chairman. The Nominating Committee will be announced at the January meeting of the Board of Trustees. The Nominating Committee shall nominate a slate of Officers and Trustees, chosen from the members of the Greenbriar Club, Inc. who are homeowners. The slate of officers shall be presented to the Board of Trustees at the March Board of Trustees meeting and to the general membership at the March General

Membership meeting. This slate shall be posted on the bulletin board at that time and published in the April or May Bulletin.

**Section 2.** Any other member wishing to be considered for election as a Trustee or Officer shall file a petition stating the position for which he or she wishes to stand. For the convenience of members who wish to file petitions to stand for election to a position on the Board of Trustees, the Club shall make available a petition suitably worded and obtained from the Secretary upon written request. The petition(s) shall bear the signatures of at least thirty members with their addresses and be filed with the Secretary not later than April 10<sup>th</sup>. The Secretary shall notify the President of the filing of the petition(s) and the finding of thirty valid signatures. The President shall have the name(s) of the petitioner(s) posted on the bulletin board, printed in the May Bulletin, and printed on the official ballot in the proper position.

**Section 3.** If there are no candidates, other than the slate nominated by the Nominating Committee, the President shall declare the slate to be elected, and publish it on the bulletin board and in the May Bulletin.

**Section 4.** If an election is needed, on or before April 20<sup>th</sup>, the President shall appoint an Election Board consisting of a Judge, a Secretary, and two Tellers. Each candidate upon written request to the President may appoint one watcher. This Election Board shall be in complete charge of the election, distributing the ballots, safeguarding, collecting, and tabulating the completed ballots. It shall submit a written report of the results to the President who shall then post the results on the bulletin board and have the results printed in the June Bulletin.

- A. The Officers and new Trustees shall be elected by ballot on the first Monday in May. The polls shall be open from 9:00 a.m. to 11:00 a.m., from 2:00 p.m. to 4:00 p.m. and from 7:00 p.m. to 8:00 p.m.
- B. Persons eligible to vote shall be members in good standing 18 years or older at the date of the vote.

## ARTICLE 6 - FINANCES

**Section 1.** Checks, issued in payment of accounts of proposed expenditures, shall be signed by the Treasurer or Assistant Treasurer and by the President or Vice President. Expenditures, which are under an amount established by the Board of Trustees, may be paid if included within the budget limits without waiting for a meeting of the Board of Trustees. Expenditures for amounts in excess of this shall be approved by the Board of Trustees in meeting assembled. The receipts for all expended funds shall be presented to the Treasurer. Any action that would obligate the Club to an indebtedness must be presented to the General Membership for approval.

**Section 2.** A monthly report consisting of receipts, expenses, and the cash on hand shall be made to the Board of Trustees at their next regular meeting by the Treasurer. Additionally, a similar monthly report of the budget, showing total expenditures to date for each budget account, shall be made to the Board of Trustees by the Chairman of the Budget and Finance Committee.

**Section 3.** The financial records of the Greenbriar Club shall be audited by the Auditing Committee at the end of each quarter of the fiscal year presented at the next General Membership meeting. The auditor's report for the current fiscal year shall be published in the Bulletin.

**Section 4.** At the end of each fiscal year, the Annual Financial Report of the Treasurer and the budget, approved by the Board of Trustees for the following year, shall be posted on the bulletin board and copies mailed or delivered to all members in accordance with Florida State Statutes 617.1622.

#### **ARTICLE 7 - STANDING COMMITTEES**

**Section 1.** The Membership Welcoming Committee shall welcome new residents and encourage their participation in the Greenbriar Club. The Membership Treasurer shall chair the committee.

**Section 2.** The Budget and Finance Committee shall include the Treasurer and Assistant Treasurer. It shall formulate and present to the Board of Trustees the budget for the ensuing fiscal year and advise the Board of Trustees as to how any surplus funds are to be invested for income.

**Section 3.** The Auditing Committee shall audit the financial records of the Greenbriar Club. No member of the Board of Trustees shall serve on this committee.

**Section 4.** The Building and Grounds Committee shall be responsible for the repair and maintenance of the Clubhouse and buildings and the maintenance of the grounds owned by the Greenbriar Club.

**Section 5.** The Bulletin Committee shall include the Editor, Assistant Editor, and Circulation Manager. This committee shall be responsible for preparing and publishing the Greenbriar Club Bulletin and delivering it on a monthly basis, except for the months of July and August.

**Section 6.** The House Committee shall maintain the schedule of activities as they pertain the normal use of the Clubhouse and facilities and attendant social activities in conjunction with the Chairman of the Social Committee. The House Committee shall supervise the use of the facilities and the equipment of the Clubhouse.

**Section 7.** The Social Committee shall be responsible for the planning for, and provision of, a wide variety of events and entertainment for the Club membership, including various types of parties and dances at which refreshments or meals may be served. The cost of these events may be subsidized in part or in full through the use of Club funds. The purpose if these activities will be to promote and maintain a high level of interest in the Club by the membership.

**Section 8.** The Trips and Tours Committee shall be responsible for planning and coordinating trips and tours.

**Section 9.** The Civic Committee shall devote its efforts to civic affairs affecting the welfare of Greenbriar and be responsible for informing the membership of such matters. It shall, under the direction of the Board of Trustees, be responsible for enforcing the restrictions, to the extent permissible. The Committee shall be comprised of 14 members: one each from II units in Greenbriar and one each from the three condominium units. Another function of this committee shall be to communicate resident's problems and concerns to the Board for consideration and action.

A. It shall be in the scope of this Committee's responsibilities to hold Condominium and Home Owner's meetings in the Clubhouse for all residents within the various units for the purpose of discussing the general problems facing the Greenbriar Community.

**Section 10.** The planning committee shall engage in long range planning which will consist of identifying and presenting potential solutions to problems. Their action shall consist only of reports to the Board of Trustees at regular Board meetings. The committee shall be comprised of one trustee from each class chosen by the President, with two members-at-large chosen by the committee from the membership of the Club.

**Section 11.** The Swimming Pool Committee shall be responsible for the maintenance and upkeep of the swimming pool and the enforcement, with the aid of each and every Club member, of the pool regulations approved by the Board of Trustees and posted at the swimming pool.

**Section 12.** The Education Committee shall be responsible for developing appropriate educational programs and classes for the benefit of the members.

**Section 13.** The President shall appoint Chairmen for all Committees. No member shall be Chairman of more than one Standing Committee concurrently.

**Section 14.** The President of the Greenbriar Club shall be a member ex-officio of all committees except the Auditing and Nominating Committees.

**Section 15.** The President shall review Job Descriptions for Standing Committees. The Nominating Committee shall similarly review Job Descriptions for the Trustees and Officers. This shall be done in even-numbered years. All changes are to be approved by the Board of Trustees at their March meeting.

#### **ARTICLE 8 - MEETINGS**

**Section 1.** Unless otherwise ordered by the Board of Trustees, regular General Memberships meetings shall be held on the second Monday in the months of June, October, January, and March.

**Section 2.** The June meeting shall be the Annual Meeting, at which time the annual reports of the Officers and the Standing Committees shall be submitted, and the new Officers and Trustees shall be installed.

**Section 3.** The President, or at least six members of the Board of Trustees, may call a special meeting of the General Membership. The notice and reason shall be posted on the bulletin board and published in the Bulletin before the scheduled meeting.

**Section 4.** The President, or at least six members of the Board of Trustees, may call a special meeting of the Board by letter or by telephone, provided all board members have been solicited.

**Section 5.** The Board of Trustees shall meet once a month on a date and time set by the President, except that meetings in July and August may be waived by the Board of Trustees. Any Board member who is unable to attend a Board meeting shall so advise the President in advance. Any Greenbriar Club member, wishing to present a matter to the Board of Trustees, may request permission from the presiding officer at least one week prior to the scheduled meeting.

#### **ARTIUCAL 9 - CLUB ACTIVITIES AND GROUPS**

**Section 1.** Any organized Club activity sponsored and approved by the Board of Trustees shall have a chairman

appointed by the President or upon nomination by the participants. All use of the Clubhouse will be in accordance with the adopted policies of the Board of Trustees.

**Section 2.** Any group of members may use the Clubhouse and its facilities as scheduled by the House Committee.

**Section 3.** Fund-raising activities by any group using the facilities of the Greenbriar Club must be approved in advance by the Board of Trustees. Financial statements of such activities shall be presented to the Board of Trustees and posted on the bulletin board. Funds, so raised for outside charitable organizations, shall be turned over to the Greenbriar Club Treasurer for disbursement with suitable recognition given to the fund-raising group.

**Section 4.** The funds of any group in the Greenbriar Subdivision, which uses the facilities of the Greenbriar Club and ceases to function for a period of one year, shall be turned in to the treasury of the Greenbriar Club.

## **ARTICLE 11 - USE OF CLUBHOUSE FACILITIES**

**Section 1.** The use of the facilities of the Clubhouse and attendance and participation in any Club sanctioned activity at the Clubhouse, shall be limited to members and guests when accompanied by a host member for the duration of the activity, except for certain specific exemptions, spelled out as follows:

- A. An exception to this provision shall be granted allowing other guests invited by members to participate in a scheduled affair or event after, and only after, full opportunity has been given for member-attendance up to the legal or practical capacity of the facility. No member shall be denied attendance in favor of a non-member.
- B. Another exception to this provision is that single members may invite a guest to accompany them to an activity.
- C. Member children under 18 must be accompanied by a member over 18 or a person approved by the parent. Safety and proper conduct of children and guest are the responsibility of the member.

**Section 2.** The Board of Trustees, upon written request from a sponsoring member, and with the approval of the Education Committee, may waive the above restrictions if and when the required minimum number of persons needed for an adult education class sponsored by the Club or conducted by tax-supported entity (e.g. Pinellas County, St. Petersburg Jr. College, etc.) cannot be secured from Club members only. However, A majority of the class attendees must be Club members.

**Section 3.** The Board of Trustees, upon written request from the host member, may waive the above restrictions for such activities as an anniversary, birthday, block or card parties. While a majority of those attending this activity need not be members, the unused portions of the Clubhouse shall remain open for normal use by the membership. In addition, a security deposit and use contract covering clean up and security of the Clubhouse will be required of the host member. The Board will determine the amount of security.

**Section 4.** There shall be no smoking permitted in the Clubhouse.

## **ARTICLE 11-AMENDING THE BYLAWS**

**Section 1.** The Bylaws of the Greenbriar Club may be amended by two-thirds vote of the members present at any regular or special meeting of the Greenbriar Club, provided proposed changes in the Bylaws have been previously submitted to and approved by a two-thirds vote of the Board of Trustees present, and a notice including the proposed changes, placed on the bulletin board thirty (30) days before the meeting and published in the issue of the Bulletin for delivery not less than thirty (30) days prior to the meeting.

## **ARTICLE 12 - QUORUM**

**Section 1.** Forty members of the Greenbriar Club, Inc. shall constitute a quorum for the meeting of the membership. Lacking a quorum new member may be introduced, a program may be presented, members may engage in a discussion of Club interest, but no official action may be taken.

**Section 2.** A quorum for official Board meetings shall be a majority of the Board members.

## **ARTICLE 13 - CONDUCT OF MEETINGS**

**Section 1.** Robert's Rules of Order shall be the Greenbriar Club, Inc.'s final authority on all questions of procedure and parliamentary law, not provided for in the Bylaws.

## **ARTICLE 14 - SUSPENSION OF MEMBERSHIP PRIVILEGES**

**Section 1.** A member may be denied the use of the Club's facilities for a period of time to be determined by the Board of Trustees for refusing to comply with the rules, regulations and Bylaws established by the Board of Trustees or for reasons as stated in Robert's Rules of Order.

**Section 2.** The accused member shall be accorded the privilege of a hearing before the Board of Trustees and any action to be taken shall require the vote of two-thirds of the Board members present at the meeting at which the suspension was considered.