

N14000005532

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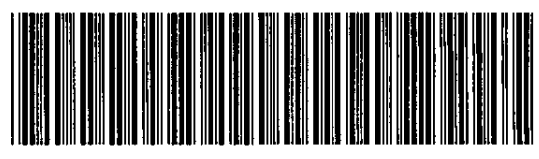
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2015 APR 27 AM 10:22

Amend/cc
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@ 5/5/15

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Springtime Club, Incorporated

DOCUMENT NUMBER: N14000005532

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Yolanda Goodloe Cowart

(Name of Contact Person)

The Springtime Club, Inc.

(Firm/ Company)

1509 South Washington Avenue

(Address)

Clearwater, Florida 33756

(City/ State and Zip Code)

yolandac@springtimeclub.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Yolanda Goodloe Cowart at (727) 906-5299

(Name of Contact Person)

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed) |
|--|--|---|---|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 APR 27 AM 10:22

The Springtime Club, Incorporated

(Name of Corporation as currently filed with the Florida Dept. of State)

N14000005532

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

The Springtime Club, Incorporated
1509 South Washington Avenue
Clearwater, Florida 33756

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

The Springtime Club, Incorporated
P.O. Box 6965
Clearwater, Florida 33758-6965

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Yolanda Goodloe Cowart

1509 South Washington Avenue

(Florida street address)

New Registered Office Address:

Clearwater

(City)

Florida

33756

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

| | | |
|--|-----------|--------------------|
| <input checked="" type="checkbox"/> Change | <u>PT</u> | <u>John Doe</u> |
| <input checked="" type="checkbox"/> Remove | <u>V</u> | <u>Mike Jones</u> |
| <input checked="" type="checkbox"/> Add | <u>SV</u> | <u>Sally Smith</u> |

| <u>Type of Action</u> (Check One) | <u>Title</u> | <u>Name</u> | <u>Address</u> |
|--|----------------------------|-------------------------------|--|
| 1) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | <u>President & CEO</u> | <u>Yolanda Goodloe Cowart</u> | <u>1509 South Washington Avenue</u> <u>Clearwater, Florida 33756</u> |
| 2) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | <u>Vice President</u> | <u>Donna Evans</u> | <u>914 Eldridge Street</u> <u>Clearwater, Florida 33755</u> |
| 3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove | <u>Vice President</u> | <u>Tammy Walker</u> | <u>709 16th Avenue NW</u> <u>Apartment B</u> <u>Largo, Florida 33756</u> |
| 4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove | <u>Secretary</u> | <u>Marva McWhite</u> | <u>1560 Carroll Street</u> <u>Clearwater, Florida 33755</u> |
| 5) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove | <u>Secretary</u> | <u>Annette Douglas</u> | <u>14330 58th Street South</u> <u>Apartment #1606</u> <u>Clearwater, Florida 33760</u> |
| 6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove | <u>Treasurer</u> | <u>Charlene Lane</u> | <u>P.O. Box 5501</u> <u>Clearwater, Florida 33758</u> |

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Address

11411 Ulmerton Road

 Remove

Marketing Committee Chair

Remove

601 Rosery Road NE

Apartment 4202

Largo, Florida 33770

4) Change

Add

Remove

5) Change

Add

 Remove

6) Change

Add

Remove

E. If amending or adding additional Articles, enter changes here:
(attach additional sheets, if necessary). (Be specific)

ARTICLE I
NAME & PURPOSE

CHANGES: AMENED and revised Section 1 to reflect organizations core service and ADDED Section 3 Dissolution Clause.

Section 1: The name of this organization is The Springtime Club, Incorporated, a non non-for-profit auxiliary that serves as community advocates in the City of Clearwater.

Section 2: The Springtime Club is organized exclusively for charitable, civic, and educational purposes, to promote culture and improve Clearwater and its surrounding communities.

Section 3: Upon winding up and dissolution of the corporation after paying or adequately providing for debts and obligations of the corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501c-3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II
MISSION

CHANGES: AMENED and revised Mission Statement to reflect the organization's core service.

The Springtime Club, Incorporated has a mission to BUILD A SAFER COMMUNIUNITY, INTRODUCE CRIME PREVENTION STRATEGIES, AND PROMOTE VICTIMS' RIGHTS THROUGH EDUCATION, OUTREACH, SERVICE AND ADVOCACY.

Our mission is to reduce the impact of crime on victim survivors by promoting victims' rights and providing victims outreach with respect and responsibility in a caring, compassionate, and dedicated manner. We are actively engaged in our community and serve as community leaders to improve our neighborhoods, as well as victim advocates united in an effort to increase awareness for victim rights. We prioritize collaboration to educate the community on the long lasting effects of crime, promote healing for crime victims' survivors, and remain focused on bringing justice for the cold case victims in our community.

E. If amending or adding additional Articles, enter changes here:
(attach additional sheets, if necessary). (Be specific)

ARTICLE III

GOALS

Our goal is to serve as community advocates promoting culture and programs that provide access to opportunities to enhance our community. We strive to partner, collaborate and cooperate with civic organizations and community associations to improve our community's growth and development. Our goal is to make an impact in our community by creating activities, events, and services that benefit the people we serve, our neighborhoods and its surrounding areas. We strive:

- A. To provide comprehensive leadership in The Springtime Club and to enhance our community and its surrounding neighborhoods.
- B. To encourage and promote the spirit of Springtime through advocacy, membership, networking, conferences, seminars, public-private partnerships, voluntary institutions, and local civic organizations.
- C. To serve as advocates and exchange media of information on all community matters pertaining to The Springtime Club activities, programs and services.
- D. To encourage and conduct pertinent studies, workshops and research relevant to our program goals and objectives.
- E. To stimulate and perpetuate sensitivity and awareness for our community with citizens and stakeholders to insure the accurate reflection of the history, culture, and heritage of the community through cultural programs and activities.
- F. To maintain high standards of professional ethics.
- G. To accurately reflect the history and culture of The Springtime Club.
- H. To continue to interpret and uphold the mission, values, vision, and goals and objectives of The Springtime Club.

ARTICLE VI

MEMBERSHIP

CHANGES: AMENED Article to include the new Code of Ethics and Code of Conduct.

Section 1: Members changing their addresses and telephone numbers shall notify the Recording Secretary of such change.

E. If amending or adding additional Articles, enter changes here:

(attach additional sheets, if necessary). (Be specific)

Section 2: Any female, without regard to race, color, sex, disability, religion, age, or national origin, who is 21 years of age or older as of the 1st of January of the current year may become a member of this club.

Section 3: To become a member, a person must fill out an application, attend the annual spring orientation, attend three club meetings, complete a 6 month probationary period, **and agree to abide by the CODE OF ETHICS and CODE OF CONDUCT.**

ARTICLE V

DUES AND FEES, TAXES AND ASSESSMENTS

Section 1: Each new club member will be required to pay a \$25.00 joining fee and all members will be required to pay an annual renewal fee of \$15.00. The new member fees are due at joining and the renewal fee will be due in January. *These fees will be placed in a Ways and Means account string and used to assist the Club with its Annual Retreat.*

Section 2: Members are expected to pay dues and make charitable contributions by volunteering and participating in Club's community service projects.

Section 3: Dues are \$120.00 per year (\$10.00 monthly). *The monthly dues shall be placed in the treasury general revenue account to cover operating expenses.*

Section 4: The Club may agree by majority vote to assess the membership fees for special events, activities, and causes.

Section 5: No member shall be allowed to be in arrears more than three months. A member can fall behind under special circumstances, such as undue hardships, and if the arrears are caused by reason of protracted illness. Under these conditions the member shall remain active and be placed on an alternative installment plan until their dues are brought current.

Section 6: Money is allowed to be accepted outside of meetings and should be given directly to the Treasurer only.

Section 7: Club members will receive financial cards to monitor the Club's dues and track payment history.

ARTICLE VI

DRESS CODES

Section 1: The Club will dress in all black business attire for the Club's business meetings.

Section 2: The Club has shirts, designated colors and dress codes for socials, special occasions, and events. Members out of appropriate attire as designated and voted on by the club majority will be fined and assessed \$5.00 for non compliance.

E. If amending or adding additional Articles, enter changes here:
(attach additional sheets, if necessary). (Be specific)

ARTICLE VII
MEETINGS

Section 1: Members will receive meeting reminders in an email/text from the Recording Secretary or Club Coordinator. Meeting notifications can also be found on Facebook in the Springtime Club Group.

Section 2: The club will meet regularly to conduct business. Meetings will be held twice a month, no less than 12 times during the year. Any major decision of the club must be voted upon by 2/3 of the membership and shall be implemented by a majority vote.

Section 3: All members are expected to attend meetings. If Club members have (3) consecutive unexcused absences without having properly notifying the Recording Secretary or Club Coordinator the member will be placed on probation. If obsessive absences persist than steps will be taken to remove the member from the roll and terminate membership. Members will be excused for work, illness, religious obligations, family emergencies, vacations any other circumstances deemed appropriate.

Section 4: Members must attend a minimum of (2) regularly scheduled meetings per quarter, (1) social, (1) service project, and participate in at least (1) fund raiser per quarter to remain in good standing. The Board of Directors shall review the reasons for absences to determine if a member is in good standing and whether a member's name should be removed from the roll.

Section 5: The Board of Directors may be required to call meetings to disseminate communication and special circumstances of the Club. These meetings may be held at any time with advance and proper notification.

Section 6: Standard regularly scheduled meetings are held 2nd and 4th Saturday of the month from 9:00 AM - 11:00 AM at the Springtime Elks Lodge in Clearwater. Meetings can be held at an alternate location with advanced and proper notification.

Section 7: Club Officers and Chairs are responsible for attending all meetings. Club Officers shall notify the President or Club Coordinator of conflicts in their schedules and planned absences.

Section 8: Order of Business: Opening and Call to Order, Chaplin Pray, Reading of the Minutes, Report on Membership Applications, Treasurer's Report, Bills Against The Club, Report of Various Committees, Unfinished Business, New Business, Closing Club Meeting, Ending Pray.

All Club minutes and records are property of the Springtime Club and are open records to the membership. Members, officers and club chairs that is not present for meetings should secure a copy of recorded minutes and financial statements from the Recording Secretary.

E. If amending or adding additional Articles, enter changes here:
(attach additional sheets, if necessary). (Be specific)

ARTICLE VIII
ANNUAL MEETINGS

Section 1: Annually there shall be a minimum of 12 club meetings to begin promptly at 9 a.m. of the 2nd and 4th Saturday of each month.

Section 2: Excused absences will be given for illness and other extenuating circumstances as approved by the Executive Committee, provided they are explanatory and reported in accordance with the guidelines set forth in this Constitution & Bylaws.

Section 3: Members will be required to attend club meetings, committee meetings, service projects and socials in accordance with the club membership requirements, in accordance with guidelines set forth in this Constitution & Bylaws.

Section 4: Annual Meeting. The date of the regular annual Club Retreat shall be set by the Board of Directors who shall also set the time and place.

Section 5: Members will receive an annual calendar to help them prepare and plan for Club meetings, activities and events. Members will receive an email/text from the Recording Secretary or Club Coordinator as a reminder of meetings. Meeting notifications can also be found on Facebook in the Springtime Club Group in accordance with guidelines set forth in this Constitution & Bylaws.

ARTICLE IX
BOARD OF DIRECTORS

CHANGES: AMENED Article to change the structure of the Club's leadership. Changed from elected officers to a Board of Directors and revised leadership from an elected body to an appointed body.

Section 1: The Springtime Club, Incorporated Board of Directors is the group of people responsible for the strategic management of The Springtime Club.

Section 2: The Board of Directors shall be appointed by The Springtime Club's Founder. It can consist of members of that our apart of the membership and others outside of the organization with the skill set needed to improve the organization and future its purpose.

Section 3: The Springtime Club's Board of Directors shall run the business activities of the organization and oversees the day-to-day operations. The Board operates by The Springtime Club's Incorporated Constitution & Bylaws, the set of rules and guidelines that governs how the organization pursues its mission and activities.

E. If amending or adding additional Articles, enter changes here:
(attach additional sheets, if necessary). (Be specific)

ARTICLE X

BOARD OF DIRECTORS DUTIES AND RESPONSIBILITIES

CHANGES: AMENED Article to reflect the duties and responsibility of the Board of Directors. This Article was revised from the role of elected officers to the roles of the appointed Board of Directors.

Board of Directors: A board of directors is the group of people responsible for the strategic management of a for-profit or nonprofit corporation. Depending on the size of the board, the members might run the business activities of the organization or oversee office staff that handles the day-to-day duties. The board operates by following the corporation's bylaws, a set of rules that governs how the organization must pursue its mission and activities.

Chairman of the Board/President: The top position of a board is the chairman, chairperson or sometimes simply chair, who often serves as the president of the organization. In her chairman's role, the board member runs board meetings, appoints committees and performs other duties as directed by the bylaws. As president, this individual represents the organization in public by giving speeches, writing articles and attending functions on behalf of the organization.

Vice Chair/Vice President: Serving directly under the chair is the vice chair or vice president. This person is often next in line to become the chair and serves as the board's leader when the chair is not present, such as during official board meetings. Some organizations have multiple vice presidents comprising an executive committee. In that case, this position is known as the first vice president.

Secretary: The secretary of a board takes notes, called minutes, at board meetings, and then submits those minutes for amendment or approval by the board. If the organization does not have a business office, the secretary keeps its records and its non-financial legal documents, including its bylaws, articles of incorporation and minutes of historical meetings.

Treasurer: The treasurer of a board keeps the organization's financial records, unless the organization has a professional accountant or business manager. In that case, the treasurer keeps copies of the main financial records, sign checks the business manager or accountant writes, approves purchases and invoices and otherwise oversees and keeps an eye on the organization's

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(attach additional sheets, if necessary). (Be specific)

finances. The treasurer also prepares and delivers a treasurer's report at each of the board's official meetings and approves the organization's annual tax filing. Many smaller organizations combine the secretary and treasurer positions, giving this position the title of secretary/treasurer.

Marketing Committee Chair: The Board Marketing Committee Chair is responsible for overseeing and guiding ongoing marketing efforts of The Springtime Club, Inc. The Chair will help develop the organization's brand throughout supporting the major functional marketing efforts (e.g. brand recognition, advertisements, media relations, publicity) in external communication activities, and, most of all, managing the Club's social media platform and campaign to execute all of the above.

Board Members: Board members who do not have one of the previously discussed roles often volunteer to head committees such as a marketing or website committee. These board members attend meetings, receive updates and vote on board matters. They have the right to make motions, discuss them and vote on them. These positions come with a chairperson title, such as a marketing committee chair. After serving as a board member, these individuals might ascend to the secretary, treasurer, vice chair and eventually chairman of the board positions. Some board members represent specific geographic areas, often when the organization is a nonprofit with members. For example, a board might have northern, southern, eastern and western districts, with a board member required to reside within the boundaries of her district.

In order for a Club member to hold a seat on the Board of Directors, she has to be in good standing with The Springtime Club, Incorporated. This means dues and assessments are up to date and that the Club member maintains a Score Card average with an appropriate level of commitment and contribution.

**ARTICLE XI
DUTIES OF MEMBERS**

CHANGES: ADDED NEW ARTICLE to clarify the duties and responsibility of the Club members.

Membership in The Springtime Club, Incorporated is one of dignity and importance. Members are a part of one of the most unique grass roots organizations and community advocacy groups in the world. The Springtime Club, Incorporated offers members the opportunity to provide community service, take part in worthwhile projects, fulfill a need for personal growth, and contribute to society. In selecting membership and participating in this organization, Club members undertake a

E. If amending or adding additional Articles, enter changes here:

(attach additional sheets, if necessary). (Be specific)

responsibility which is not to be assumed lightly nor carelessly discharged.

Membership obligations and duties are divided into the following categories: responsibilities, accountability, and service; as follows:

A. Responsibilities

Section 1: In order to maintain membership in The Springtime Club, Incorporated a member has to be in good standing. This means dues and assessments are up to date and that the Club member maintains a Score Card average with an appropriate level of commitment and contribution.

Section 2: All members are expected to attend meetings. If Club members are absent from (3) consecutive meeting without having properly notifying the Recording Secretary or Club Coordinator; and they are unexcused absences or unacceptable reasons the member will be placed on probation. If obsessive absences persist than steps will be taken to remove the member from the roll and terminate membership.

Section 3: Members must attend a minimum of (2) regularly scheduled meetings per quarter, (1) social, (1) service project, and participate in at least (1) fund raiser per quarter to remain in good standing.

B. Service

Section 1: Members of The Springtime Club, Incorporated are charged with the duties of seriously and resolutely furthering the objectives of The Springtime Club, Incorporated.

Section 2: With The Springtime Club, Incorporated Constitution & Bylaws as the guide, Members of The Springtime Club, Incorporated must be willing and ever ready to exercise the functions of the membership with which you are entrusted.

Section 3: Members of The Springtime Club, Incorporated are actively engaged in the day-to-day operations of the organization, toward the end that in each matter considered, every member who wishes to speak shall be heard, and the best opinion, option, solution shall prevail, with the best course of action followed.

E. If amending or adding additional Articles, enter changes here:
(attach additional sheets, if necessary). (Be specific)

C. Accountability

Section 1: Complete the new orientation and training.

Section 2: Actively participate in fundraising activities by attending scheduled fundraisers, making monetary and other donations to The Springtime Club, Incorporated.

Section 3: Exercise appropriate fiduciary responsibility, providing oversight and input regarding financial matters.

Section 4: Become knowledgeable about the issues surrounding victims' rights, the impact of crime on the community, and victims' advocacy.

Section 5: Become an advocate for the community.

Section 6: Become a recruiter for The Springtime Club, Incorporated.

Section 7: Become a promoter of The Springtime Club, Incorporated.

Section 8: Share your expertise with The Springtime Club, Incorporated.

ARTICLE XII

THE CLUB BOARD OF DIRECTORS

CHANGES: ADDED NEW SECTIONS (Section 2 and Section 3) to reflect how the Board will be appointed and the Board of Directors responsibility.

Section 1: The Board of Directors is responsible for the overall policy and direction of the Club, and delegate responsibility for day-to-day operations to the Club's program and committee chairs.

Section 2: The Board of Directors shall be appointed by The Springtime Club's Founder. It can consist of members of that our apart of the membership and others outside of the organization with the skill set needed to improve the organization and future its purpose in accordance with the guidelines set forth in this Constitution & Bylaws.

Section 3: The Springtime Club's Board of Directors shall run the business activities of the organization and oversees the day-to-day operations. The Board operates by The Springtime Club's Incorporated Constitution & Bylaws, the set of rules and guidelines that governs how the organization pursues its mission and activities in accordance with the guidelines set forth in this Constitution & Bylaws.

Section 4: *Compensation:* The Board of Directors receives no compensation other than reasonable expenses as voted on by the Committee.

E. If amending or adding additional Articles, enter changes here:

(attach additional sheets, if necessary). (Be specific)

Section 5: *Call meetings*: and meetings required to disseminate communication and special circumstances of the Club may be held at any time with notice given by the Club President in accordance with the guidelines set forth in this Constitution & Bylaws.

Section 6: *Terms*. All Board of Directors members shall serve an annual term.

Section 7: *Quorum*:. At least (3) members of the Board of Directors are needed to establish a quorum before business can be transacted or motions made or passed.

Section 8: *Notice*: An official Board of Directors meeting requires that each Board member be notified in advanced prior to the meeting. Meeting notification will be consistent and in accordance with the guidelines set forth in this Constitution & Bylaws.

ARTICLE XIII

CLUB FUNDS AND FINANCES

CHANGES: REVISED Section 2 to reflect the Board's role for funds and finances and responsibly for the annual Budget.

Section 1: Finance Committee: The Treasurer is Chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and an annual budget.

Section 2: Budget: The Board of Directors must create an annual budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board of Directors. The fiscal year shall be the calendar year.

Section 3: Reports: Annual reports are required to be submitted to the Board of Directors showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board of Directors, and the public.

ARTICLE XIV

CODE OF ETHICS

CHANGES: ADDED NEW ARTICLE to reflect the organization's policy on ethics and reinforces the moral principles and commitments of the organization.

E. If amending or adding additional Articles, enter changes here:

(attach additional sheets, if necessary). (Be specific)

The Springtime Club, Incorporated CODE OF ETHICS (“these Ethics”) shall guide all leadership decisions, and create a common framework upon which all decisions are founded. These Ethics are designed to create a cohesive understanding of the boundaries within The Springtime Club, Incorporated and shall set the standards for interacting with our members, clients, partners, and external stakeholders.

These ethics will communicate The Springtime Club, Incorporated ethical values, behavior guidelines and practices that impact The Springtime Club, Incorporated reputation, culture and productivity. These ethics is a set of guidelines that defines acceptable behavior for members and volunteers of The Springtime Club, Incorporated and reinforces the moral principles and commitments of The Springtime Club, Incorporated.

These ethics applies to all members of the organization, direct service program volunteers (those in face to face contact with partners and stakeholders, victim survivors, and the public we serve), and any affiliates, or third party service provider in face-to face contact with our clients.

Section 1: The Springtime Club, Incorporated prohibits the favoring of its governing board, the Board of Directors, Committee Chairs, advisory body, members and volunteers in applying for or receiving the services of The Springtime Club, Incorporated.

Section 2: The Springtime Club, Incorporated, will take every due and proper measure to ensure that there is not and that there shall not appear to be, any conflict between the personal and private interests of its governing board, the Board of Directors, Committee Chairs, advisory body, members and volunteers as it relates to their responsibility to The Springtime Club, Incorporated, its clients and service users, funding partners and external stakeholders, and the general public.

Section 3: The Springtime Club, Incorporated will take all due action to ensure that the integrity of The Springtime Club, Incorporated, and its role in stewardship of the public trust is protected.

Section 4: Actions that may serve to compromise the integrity of The Springtime Club, Incorporated, and its stewardship obligation will not be condoned or allowed.

Section 5: No behaviors that are abusive in any manner to The Springtime Club, Incorporated which includes its governing board, the Board of Directors, Committee Chairs, advisory body, affiliates, members and volunteers and its clients and service user, will be allowed. This includes verbal abuse, physical abuse, and emotional abuse.

Section 6: All The Springtime Club, Incorporated, its Board, volunteers and its members are

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(attach additional sheets, if necessary). (Be specific)

prohibited from engaging in commerce with service users. This includes the purchase and selling of services, goods, information, and materials. This prohibition specifically includes the selling and purchasing of service user referrals.

Section 7: The Springtime Club, Incorporated, its governing board, the Board of Directors, Committee Chairs, advisory body, affiliates, members and volunteers occupy a position of trust with the community and its clients and service users and shall act at all times to preserve that trust.

Section 8: The Springtime Club, Incorporated, its governing board, the Board of Directors, Committee Chairs, advisory body, affiliates, members and volunteers may not conduct activities in which The Springtime Club, Incorporated or its clients and service users are purchasing a product or service in which the Club member has an interest, without first receiving the consent of the Board of Directors, who will ensure that this activity is a fair and equitable arrangement.

Section 9: The Springtime Club, Incorporated will not show favoritism to its governing board, the Board of Directors, Committee Chairs, advisory body, affiliates, members and volunteers in applying for or in receiving the services of The Springtime Club, Incorporated.

Section 10: The Springtime Club, Incorporated prohibits the receipt of payment or other consideration from another provider of services, partner, or stakeholder for the referral of any applicant or client to their services.

Section 11: The Springtime Club, Incorporated prohibits the payment or any other consideration another provider of services, partner, stakeholder, or other organization for the referral of any applicant for The Springtime Club, Incorporated.

Section 12: The Springtime Club, Incorporated prohibits the direct referral of agency applicants, its clients, service users or their families to any private practices in which The Springtime Club, Incorporated, its governing board, the Board of Directors, Committee Chairs, advisory body, affiliates, members and volunteers may be engaged or in which they have a financial interest.

Section 13: The Springtime Club, Incorporated, its governing board, the Board of Directors, committee chairs, advisory body, affiliates, members and volunteers are prohibited from having direct or indirect financial interests in the assets, leases, business transactions or professional services The Springtime Club, Incorporated.

Section 14: The Springtime Club, Incorporated will show no favoritism or undue influence to applicants related to The Springtime Club, Incorporated, its governing board, the Board of Directors, committee chairs, advisory body, affiliates, members and volunteers, partners and stakeholders, or anyone acting in a governing and administrative capacity.

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(attach additional sheets, if necessary). (Be specific)

Strict observance of these ethics is fundamental to the activity and reputation of The Springtime Club, Incorporated. It is essential that all members of the organization and direct service program volunteers (those in face to face contact with the Club's partners, stakeholders and clients), and any other third party service provider in face-to-face contact with our clients adhere to these ethics. A violation of the CODE OF ETHICS may be grounds for termination as a member of The Springtime Club and volunteer for just cause without notice.

**ARTICLE XV
CODE OF CONDUCT**

CHANGES: ADDED NEW ARTICLE to reflect the organization's standards for member relations and code of conduct to reinforce the organization's culture and promote a productive working environment.

In pursuing its goals, The Springtime Club, Incorporated serves the interests of those impacted by crime, those who have been affected by violence, and those at risk of violence. In delivering advocacy services and crime prevention programs to the community, The Springtime Club, Incorporated members, affiliates, and volunteers work with partnering organizations, each other and the public at large.

The following CODE OF CONDUCT ("the Code") is designed to allow The Springtime Club, Incorporated to preserve its culture of integrity and credibility with the public and within the organization.

This Code applies to all affiliates of The Springtime Club, Incorporated which includes its governing board, the Board of Directors, Committee Chairs, advisory body, members and volunteers, (those in face to face contact with partners, victim survivors, and the public we serve), and any direct service providers or third party service provider in face-to face contact with our clients.

The Code is organized into categories, Service, Accountability, Conflict of Interest, Confidentiality, Bullying, Personal or Sexual harassment, Procedures for the care of others who may be vulnerable because of age or disability, and Implementation as follows:

E. If amending or adding additional Articles, enter changes here:

(attach additional sheets, if necessary). (Be specific)

A. Service

Section 1: Members of The Springtime Club, Incorporated will always act with fairness, honesty, integrity and openness; respect the opinions of others and treat all with equality and dignity without regard to gender, race, color, creed, and ancestry, place of origin, political beliefs, religion, marital status, disability, age, or sexual orientation.

Section 2: Members of The Springtime Club, Incorporated will promote the mission and objectives of the organization in all dealings with the public on behalf of the Club and within The Springtime Club, Incorporated.

Section 3: Members of The Springtime Club, Incorporated will provide a positive and valued experience for our members and those receiving service within and outside The Springtime Club, Incorporated.

B. Accountability

Section 1: Members of The Springtime Club, Incorporated will act with honesty and integrity and in accordance with any professional standards and governing laws and legislation that have application to the responsibilities performed for or on behalf of The Springtime Club, Incorporated.

Section 2: Members of The Springtime Club, Incorporated will comply with both the letter and the spirit of any training or orientation provided to you by The Springtime Club, Incorporated in connection with those responsibilities.

Section 3: Members of The Springtime Club, Incorporated will adhere to the policies and procedures set forth in the Constitution and Bylaws of The Springtime Club, Incorporated and support the decisions and directions of the Board of Directors and its delegated authority.

Section 4: Members of The Springtime Club, Incorporated will take responsibility for their actions and decisions. Follow reporting lines to facilitate the effective resolution of problems.

Section 5: Members of The Springtime Club, Incorporated will ensure that they do not exceed the authority of their position.

E. If amending or adding additional Articles, enter changes here:
(attach additional sheets, if necessary). (Be specific)

C. Conflict of interest

The purpose of the Conflict of Interest Policy is to protect The Springtime Club, Incorporated interest when it enters into a transaction or arrangement that might also benefit the private interest of a board member, officer, and member of the organization. This policy is intended to supplement but not replace any state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. The Springtime Club, Incorporated is a charitable organization, and in order to maintain its federal tax-exempt status, it must not engage in activities that could jeopardize its tax-exempt status.

Section 1: Conflict of interest arises when a person participates in a decision about a matter (including any contract or arrangement of employment, leasing, sale or provision of goods and services) which may benefit *or be seen to* benefit that person because of her direct or indirect monetary or financial interests affected by or involved in that matter.

Section 2: It is the duty of any person taking part in the operations of The Springtime Club, Incorporated to adhere to the Conflict of Interest Policy at all times. In the event that such a matter arises, the person shall formally disclose the interest, refrain from attempting to persuade or influence other persons participating in the decision, and shall not cast any vote on the matter.

D. Confidentiality

Section 1: Members of The Springtime Club, Incorporated will respect and maintain the confidentiality of information gained as a volunteer or member of the organization, including, but not limited to, all computer software and files, The Springtime Club, Incorporated business documents and printouts, and all volunteer, membership, donor and supporter records.

Section 2: Members of The Springtime Club, Incorporated will respect and maintain the confidentiality of individual personal information about persons affected by violence and crime gained through your role in The Springtime Club, Incorporated, for example, in support groups, meetings or in service programs.

E. If amending or adding additional Articles, enter changes here:
(attach additional sheets, if necessary). (Be specific)

E. Adult Bullying, Personal and Sexual Harassment

Bullying, Personal/Sexual Harassment in any form is strictly prohibited and may be grounds for termination as a volunteer, or, in the case of a member, immediate dismissal for just cause without notice. There are several different types of bullying and harassment. This policy specifically addresses that which has an adverse affect on The Springtime Club, Incorporated culture and its members as follows:

Section 1: Bullying means one person, or group of persons, being deliberately cruel to another person or group, for any reason.

Section 2: Verbal Bullying - Words can be quite damaging. Examples this type of bullying may include profanity, name calling, and abusive language.

Section 3: Indirect Bullying - Examples this type of bullying is starting rumors about a member, or use of sarcastic or demeaning language to dominate or humiliate another person.

Section 4: Secondary Bullying - This is a member of the organization who does not initiate the bullying, but joins in.

Section 5: Direct Bully - Examples this type of bullying may include use of the threat of harm, or physical domination through fear and intimidation.

Section 6: Sexual harassment is any conduct, comment, gesture or contact of a sexual nature that one would find to be unwanted or unwelcome by any individual, or that might, on reasonable grounds, be perceived by that individual as placing a condition of sexual nature on an employment or career development.

Section 7: Personal harassment means any conduct whether verbal or physical that is discriminating in nature, based upon another person's race, color, ancestry, place of origin, political beliefs, religion, marital status, physical or mental disability, sex, age or sexual orientation. It is discriminatory behavior, directed at an individual that is unwanted or unwelcome and causes substantial distress in that person and serves no legitimate work-related purpose.

The Springtime Club, Incorporated has a *zero tolerance policy* with respect to bullying and personal and sexual harassment.

E. If amending or adding additional Articles, enter changes here:
(attach additional sheets, if necessary). (Be specific)

F. Procedures for the care of others who may be vulnerable because of age or disability

In the course of providing The Springtime Club, Incorporated service, The Springtime Club, Incorporated, governing board, its Board of Directors, committee chairs, advisory body, affiliates, members and volunteers, and third party service providers may come into contact with vulnerable individuals. These individuals are those who may be at risk of harm or harassment because of their age or disability. When this occurs, the following procedures should be followed:

Section 1: Where practical to do so, The Springtime Club, Incorporated related one-on-one meetings with clients who may be vulnerable be conducted in a business-like setting, public location or in an area that is private but visible to others.

Section 2: The Springtime Club, Incorporated, governing board, committee chairs, advisory body, affiliates, members and volunteers, and third party service providers who seek to initiate personal contact with vulnerable clients outside The Springtime Club, Incorporated program, are asked to seek prior approval from the Board of Directors, an appropriate authority, representative and official, and, in the case of children/youth, from the parent/ guardian.

G. Implementation

Strict observance of the Code is fundamental to the activity and reputation of The Springtime Club, Incorporated. It is essential that all members of the organization and direct service program volunteers (those in face to face contact with the Club's partners, stakeholders, and clients), and any other third party service provider in face-to-face contact with our clients adhere to this Code.

A violation of the CODE OF CONDUCT may be grounds for termination as a member of The Springtime Club and volunteer for just cause without notice.

ARTICLE XVI

VACANCIES, RESIGNATIONS, TERMINATION AND ABSENCES

CHANGES: ADDED Sections 4 and 5 to reflect the Articles on Code of Ethics and Code of Conduct.

E. If amending or adding additional Articles, enter changes here:

(attach additional sheets, if necessary). (Be specific)

Section 1: Vacancies: If there is a vacancy on the Board of Directors in an Officers seat, an interim Board Member will be appointed by The Springtime Club, Incorporated Founder to fill the position until the end of the Board Member's term.

Section 2: Resignation: A member of the Board of Director shall be dropped for excess absences from the Executive Committee if she has three unexcused absences from Board of Directors meetings in a year. A Board of Directors member may also be removed for other reasons by a three-fourths vote of the remaining directors.

Section 3: Score Card: Members with low score cards and unexcused absences or will be placed on a probationary period. If obsessive absences persist than steps will be taken to terminate membership and remove the member from the roll.

Section 4: Code of Ethics: The Springtime Club, Incorporated has a Code of Ethics that set the standards for interacting with our members, clients, partners, and external stakeholders. A violation of these Ethics may be grounds for termination as a member of The Springtime Club and volunteer for just cause without notice.

Section 5: Code of Conduct: The Springtime Club, Incorporated has a *zero tolerance policy* with respect to bullying and personal and sexual harassment. Bullying, Personal/Sexual Harassment in any form is strictly prohibited and may be grounds for termination as a volunteer, or, in the case of a member, immediate dismissal for just cause without notice.

Section 6: Suspensions and Terminations: Club members violating any one of these forgoing Bylaws shall forfeit her right to membership and shall be placed on probation, suspended or expelled, in accordance with the Club's policies and according to the gravity of the offense.

ARTICLE XVII

CLUB REPORTS AND FORMS

Section 1: The written club program plan and annual calendar shall be adopted no later than the two meetings after the new calendar year.

ARTICLE XVIII

PENALTIES & JUDICIAL

Section 1: Club members violating any one of these forgoing Codes or Bylaws shall forfeit her right to membership and shall be placed on probation, suspended or expelled, in accordance with the Club's policies and according to the gravity of the offense.

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Section 2: No member shall be expelled without just cause or removed from the roll without due process. The Board of Directors oversees all matters pertaining to membership terminations.

ARTICLE XIX
AMENDMENTS

Section 1: These Constitution & By Laws may be amended when necessary by a two-thirds majority of the Executive Committee. Proposed amendments must be submitted to the Recording Secretary to be sent out with regular Committee announcements.

Section 2: The by-laws may be amended at any regular meeting by a 2/3 vote of the membership provided they do not conflict with the required article.

CHANGES: AMENED Clause to reflect the date that the amendments were adopted by The Board of Directors.

The *Amendments* for this *Constitution* and these *Bylaws* were approved by The Springtime Club, Incorporated Board of Directors by a majority vote on March 21, 2015.

ARTICLE XX
POLICIES

CHANGES: ADDED The New Article on Club Duties and responsibilities to this Article of the By-Laws. This last Article and Section summarizes Club members' obligations as volunteers/workers in the organization.

This section is a brief summary of the policies and procedures contained in these by laws as they relate to individual Club members obligations and responsibilities. Article XX can be used as a quick reference and guide to Club rules. Please read the specific Article for more detailed information regarding these subjects.

Duties and Responsibility

Membership in The Springtime Club, Incorporated is one of dignity and importance. Members are a part of one of the most unique grass roots organizations and community advocacy groups in the world. The Springtime Club, Incorporated offers members the opportunity to provide community

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service, take part in worthwhile projects, fulfill a need for personal growth, and contribute to society. In selecting membership and participating in this organization, Club members undertake a responsibility which is not to be assumed lightly nor carelessly discharged.

Membership obligations and duties are divided into the following categories: responsibilities, accountability, and service; as follows:

D. Responsibilities

Section 1: In order to maintain membership in The Springtime Club, Incorporated a member has to be in good standing. This means dues and assessments are up to date and that the Club member maintains a Score Card average with an appropriate level of commitment and contribution.

Section 2: All members are expected to attend meetings. If Club members are absent from (3) consecutive meeting without having properly notifying the Recording Secretary or Club Coordinator; and they are unexcused absences or unacceptable reasons the member will be placed on probation. If obsessive absences persist than steps will be taken to remove the member from the roll and terminate membership.

Section 3: Members must attend a minimum of (2) regularly scheduled meetings per quarter, (1) social, (1) service project, and participate in at least (1) fund raiser per quarter to remain in good standing.

E. Service

Section 1: Members of The Springtime Club, Incorporated are charged with the duties of seriously and resolutely furthering the objectives of The Springtime Club, Incorporated.

Section 2: With The Springtime Club, Incorporated Constitution & Bylaws as the guide, Members of The Springtime Club, Incorporated must be willing and ever ready to exercise the functions of the membership with which you are entrusted.

Section 3: Members of The Springtime Club, Incorporated are actively engaged in the day-to-day operations of the organization, toward the end that in each matter considered, every member who wishes to speak shall be heard, and the best opinion, option, solution shall prevail, with the best course of action followed.

E. If amending or adding additional Articles, enter changes here:
(attach additional sheets, if necessary). (Be specific)

F. Accountability

Section 1: Complete the new orientation and training.

Section 2: Actively participate in fundraising activities by attending scheduled fundraisers, making monetary and other donations to The Springtime Club, Incorporated.

Section 3: Exercise appropriate fiduciary responsibility, providing oversight and input regarding financial matters.

Section 4: Become knowledgeable about the issues surrounding victims' rights, the impact of crime on the community, and victims' advocacy.

Section 5: Become an advocate for the community.

Section 6: Become a recruiter for The Springtime Club, Incorporated.

Section 7: Become a promoter of The Springtime Club, Incorporated.

Section 8: Share your expertise with The Springtime Club, Incorporated.

Memberships

- Members changing their addressees shall notify the Recording Secretary of such change. Please be sure that the Recording Secretary has an up to date telephone number (including cell phone), email address, and mailing address.
- Any female, without regard to race, color, sex, disability, religion, age, or national origin, who is 21 years of age or older as of the 1st of January of the current year may become a member of this club.
- To become a member, a person must fill out an application, attend the annual spring orientation and three meetings, complete a 6 month probationary period, and agree to abide by the code of conduct.

Dues and Fees/Taxes and Assessments

- Dues are \$120.00 per year (\$10.00 monthly).
- Each new club member will be required to pay a \$25.00 joining fee and members will be required to pay an annual renewal fee of \$15.00.

E. If amending or adding additional Articles, enter changes here:

(attach additional sheets, if necessary). (Be specific)

- No member shall be allowed to be in arrears more than three months. A member can fall behind under special or extenuating circumstances, undue hardships, and if arrears are caused by reason of protracted illness.

Dress Code

- The Club has designated colors and dress codes for socials and special events. Members out of appropriate attire as designated and voted on by the club majority will be fined and assessed \$5.00.

Meetings

- All members are expected to attend meetings. If Club members are absent from (3) consecutive meeting without having properly notifying the Recording Secretary or Club Coordinator; and they are unexcused absences or unacceptable reasons the member will be placed on probation. If obsessive absences persist than steps will be taken to remove the member from the roll and terminate membership.
- Members must attend a minimum of (2) regularly scheduled meetings per quarter, (1) social, (1) service project, and participate in at least (1) fund raiser per quarter to remain in good standing.

Annual Meetings

- Excused absences will be given for illness, religious obligations, work, dependent care and other extenuating circumstances as approved by the Club President and the Executive Committee, provided they are explanatory and reported.
- Members will be required to attend club meetings, committee meetings, service projects and socials in accordance with the club membership requirements.

(attach additional sheets, if necessary). (Be specific)

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The date of each amendment(s) adoption: March 21, 2015, if other than the date this document was signed.

Effective date if applicable: March 21, 2015
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated March 21, 2015

Signature Yolanda Goodloe Cowart
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Yolanda Goodloe Cowart

(Typed or printed name of person signing)

President & Chief Executive Officer

(Title of person signing)