

The Solivita Travel Club, Inc.

Bylaws

Adopted: October 18 2011
STC General Meeting Vote with 129 Members Attending
Vote was Unanimous

I. Name and Mission

1. The name of the Corporation shall be The Solivita Travel Club, Inc. (the “Corporation”). The Corporation is the successor in interest to the Solivita Travel Club (the “STC”), an unincorporated social club.
2. The Corporation shall commence operations on the effective date (“Effective Date”) of the transfer of the assets and business of the STC to the Corporation, as determined by the members of the STC.
3. It is the intention of the Corporation to operate as a non-profit membership club.
4. The mission of the Corporation shall be to promote the enjoyment and discussion of travel and other cultures through a variety of activities at meetings of its members, including films, speakers, social events and special events. The Corporation may also coordinate group trips and cruises, both domestically and internationally.

II. Membership and Dues

1. The initial members of the Corporation shall be those members of the STC, the predecessor to the Corporation, in good standing on the Effective Date. All Solivita residents are eligible for membership in the Corporation upon completion of an application and payment of annual dues.
2. The form of and time for application and amount of annual dues shall be established by the Board of Directors and announced before the beginning of the calendar year.
3. The Board of Directors may adopt policies for membership behavior or other requirements, including grounds for expulsion.

III. Board of Directors

1. The Board of Directors shall direct the business and affairs of the Corporation and shall determine the Corporation’s policies and strategic direction.
2. The Board of Directors shall serve without pay. The initial Board of Directors shall consist of seven members. The number of Board members shall be a minimum of five and a maximum of 11, as determined by resolution of the Board of Directors from time to time.
3. All Board members must be full-time residents of Solivita and members of the Corporation. No Board member may be employed in the travel industry in a sales or

marketing capacity or as a travel agent or receive commissions from any facet of the travel industry.

4. Board members shall be elected by the Members at the Annual Meeting and shall serve for a term of two years.
5. Vacancies shall be filled by the Board, upon the recommendation of the Chair, and any Board member so appointed shall stand for election at the next Annual Meeting.
6. Board members who cease to be residents of Solivita, cease to be members of the Travel Club or are absent from three or more Board meetings in any fiscal year may be dismissed from the Board if so determined by a majority of the remaining Board members.
7. Any Board member may be removed from office upon a majority vote of the remaining Board members, with or without cause.

IV. Officers

The officers of the Corporation shall consist of the Chair of the Board who shall also serve as its President, one or more Vice Presidents, a Secretary, and one or more Treasurers. The Board of Directors may designate additional officer positions from time to time as it deems necessary or appropriate.

1. The Officers shall be elected by the Members at the Annual Meeting. Vacancies, including vacancies in newly created positions, may be filled by the Board at any time.
2. Elected officers will serve a term of two years or until their successors are elected. The duties of the officers shall be as follows:

(a)The Chair shall preside at all Board meetings, appoint Committee chairs, set the order of business for meetings, and perform other duties as associated with the office.

(b)The Vice President shall assume the duties of the Chair in case of the Chair's absence and shall have such other duties as shall be determined by the Chair.

(c)The Secretary shall be responsible for the minutes of the Board, keep all approved minutes in a minute book, and provide copies of minutes to all members, which may be by posting on the Corporation's web site or other electronic means. The Secretary shall have such other duties as shall be determined by the Chair.

(d) The Treasurer(s) shall receive and account for all funds collected and disbursed with proper receipt. The Treasurer(s) shall keep records of the organization's budget and prepare financial reports and tax returns as needed. The Treasurer(s) shall have such other duties as shall be determined by the Chair.

V. Advisory Board

1. The Board of Directors shall establish Committees, which may be standing or ad hoc Committees, and which shall have the duties, responsibilities and authority determined by resolution of the Board of Directors.

2. The Chair of the Board shall appoint a member to serve as the Chair of each Committee. Such Committee Chairs shall collectively constitute the Advisory Board.
3. The Chair of each Committee shall, to the extent he or she deems necessary or appropriate, appoint members of the Corporation to serve on that Committee and shall set meetings.
4. The Advisory Board shall report at each Board meeting on the activities of the Committees.

VI. Meetings of the Board

1. Regular meetings of the Board shall be held at least quarterly, at such time and place as shall be determined by the Chair.
2. Special meetings may be held at any time when called for by the Chair or a majority of Board members.
3. A majority of Board members constitutes a quorum for any Board meeting. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
4. Action at any meeting may be taken by a majority of the members present and voting.
5. Members of the Board may participate in any meeting by conference telephone or any other means by which all Board members shall be able to communicate with one another.
6. Actions that may be taken at a meeting of the Board may also be taken by unanimous written consent, which may be delivered by e-mail or other electronic means.

VIII. Membership Meetings; Annual Meeting

1. The Annual Meeting of the membership of the Corporation shall be held in November of each year at such time and place as shall be determined by the Board of Directors. Notice of the time, place, and purpose of the meeting, including the slate of nominees for Directors and Officers, shall be provided to each member at least 14 days prior to the meeting.
2. Fifteen percent of the members present in person constitute a quorum for any meeting of the membership.
3. All matters presented at any meeting of the membership shall be determined by a majority of the members present in person and voting.

IX. Conflict of Interest

1. Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will fully disclose the facts of such conflict to the Board and offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

X. General

1. The fiscal year of the Corporation shall be the calendar year.
1. The annual budget of the Corporation shall be approved by the Board prior to the beginning of each fiscal year.
2. These by-laws may be amended by a two-third vote of Board members present at any meeting, provided a quorum is present and provided a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting. Notwithstanding the foregoing, any amendment of Article VIII shall require a vote of the membership at any annual or special meeting of the membership.
3. The Articles of Incorporation of the Corporation may be amended only at any annual or special meeting of the membership.

9/19/2011 – Approved by Lifestyles (Sheri Wollschlager) and Avatar Legal.