

SMRCA Board of Directors Policies and Procedures Manual

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SMRCA Calendar of Important Dates and Events

JANUARY

- Change name on the account (i.e., contact info) for our domain name. Our domain name is registered, and we are now paid for 10 years with \$ 129.00 paid for “godaddy.com,” where we are registered as of 7/15/2013. At the first meeting of the new board every year, one of the responsibilities will be to change the name on the account (i.e., contact info) to the new treasurer or any executive board member that carries a debit card for any bills to be paid.
- File State Tax exempt form every 5yrs - (good until 2015)
- All Executive Officers go to bank to get their debit cards
- Secretary—notify appropriate entities re changes in BOD to City, State, banks, etc.
- Compliance Officer reviews Treasurer’s Quarterly/YTD Report—presentation to BOD meeting in January.
- Treasurer – present prior YTD final report/ Quarterly report at BOD and GMM meetings (in lieu of Presentation of Quarterly Treasurer Report at December BOD and General Membership Meeting.)
- BOD – pay dues before BOD 1st meeting
- Gen Membership – pay dues asap
- Annual “Conflict of interest” and “Code of Conduct” forms collected by Compliance Officer from BOD

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FEBRUARY

- Submit form for “Sunbiz” – State Registration to the Florida Dept of Business--State Regulations (regarding change in BOD officials) - \$ 61.25
- Submit form to the Dept of Agriculture (approx. \$ 50-60.00) for SMRCA to be permitted to solicit donations

MARCH

- Central City Alliance dues
- Council of Civic Association dues

APRIL –

- Compliance Officer review Treasurer’s Quarterly Report—presentation to BOD mtg.
- Presentation of Quarterly Treasurer Report to General Membership Meeting.
- Prepare IRS 990 or 990(EZ) form and present to BOD for review

MAY – Tax return (990) must be sent to IRS

- E-mail reminder and website announcement to GM and prospective new BOD about when prospective board member applications must be submitted and dues must be paid re: BOD election

JUNE –

- Treasurer’s reports, records & finances are accounted for appropriately.
- Presentation of Quarterly Treasurer Report to General Membership Meeting.
- Send electronic (email and website) and oral announcement that prospective candidates must have dues paid by July GMM (=3 months before being nominated)

JULY

- Send electronic (email and website) and oral announcement that final date for paying dues in order to vote is August GMM (= 2 months before election)
- Nominating Committee appointed by BOD/ GM ratifies Nominating Committee
- Compliance Officer reviews Treasurer’s Quarterly Report—presentation to BOD mtg. Compliance Officer reports on operation of financial affairs.

AUGUST

- Nominating Committee discusses its role to GM and provides forms to prospective new BOD;
- Nominating Committee informs Gen Membership of upcoming election of the new BOD held in October (for the following year) and states due date for all applications to be given to Nominating Committee Chair;
- Nominating Committee begins interviewing prospective candidates.

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SEPTEMBER

- Nominating Committee presents slate of all qualified candidates to GMM.
- Candidates make brief presentations to GMM

OCTOBER—ANNUAL MEETING

- Verbal & written reports by President, Treasurer, and Committee Chairs reflecting year's events
- Election of new BOD
- Inform all members re possible change of Nov meeting (due to Thanksgiving)
- Compliance Officer reviews Treasurer's Quarterly Report—presentation to BOD mtg.
- Presentation of Quarterly Treasurer Report to General Membership Meeting.

NOVEMBER

- Electronic (website and email) and oral reminder to all members re dues for following year.
- Compliance Officer reports on operation of financial affairs assuring that all treasurer's reports, records & finances are accounted for appropriately.

DECEMBER

- No General Membership meeting.
- December 1st: BOD liability insurance must be paid asap by treasurer, so there is no lapse.
- BOD "transition" meeting/orientation of new BOD; make sure the Bank accounts are set up early in January.
- Handover of all paperwork and reports and other documents;
- Review of all due dates in January:
 - D&O liability insurance for the board of directors due January 1;
 - Plan to change name on the account (i.e., contact info) for our domain name to that of the new treasurer or any executive board member that carries a debit card for any bills to be paid.

MONTHLY

- BOD meeting – 2nd Wed
- Gen Membership Meeting – 4th Tues
- By Friday before meetings, Treasurer and Secretary e-mail their reports, agenda, prior minutes, etc. to BOD and Compliance Officer, for proof reading & review before meetings
- Treasurer updates membership list and presents to BOD
- Secretary is responsible for assuring that everyone signs in at BOD meeting; and

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uses sign-in membership list at GMM w/ updates

- Compliance Officer brings bylaws, this calendar, and Roberts Rules of Order to all meetings

QUARTERLY

- Treasurer's quarterly report presented to BOD & GMM
- Committees – meet at least quarterly and present reports to BOD
- Back-up all computer information in an acceptable electronic format regularly and periodically upload onto the website.

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POLICY: Conflict of Interest

Purpose: It is the intent of South Middle River Civic Association, Inc. (hereinafter “SMRCA”) to operate with transparency, honesty, respect and fairness in all matters that come before its board of directors and members.

Conflict of Interest:

The Board of Directors (BOD) of South Middle River Civic Association (SMRCA) shall avoid the appearance or actuality of private benefit to persons who are in a position of substantial authority.

When an actual or potential conflict of interest arises, the application of this policy shall be decided by the BOD. This policy is intended to supplement but not replace state laws governing conflicts of interest in nonprofit charitable corporations.

An “interested person” is an Officer, Director, or Member of a Committee with Board delegated powers, who has a direct or indirect Financial Interest, as defined below.

- 1) A person has a “financial interest” if the person has, directly or indirectly, through business, investment or family (blood or marriage):
- 2) An ownership or investment interest in any entity with which SMRCA has a transaction or arrangement, or
- 3) A compensation arrangement with SMRCA or with any entity or individual with which the organization has a transaction or arrangement, or
- 4) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with whom SMRCA is negotiating a transaction or arrangement. “Compensation” includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature. Not every Financial Interest creates an actionable conflict of interest. A “financial interest” is a conflict of interest only if the Board of Directors decides that a conflict exists.

Procedure:

In the event that an Officer, Director, or member of a Committee with board delegated powers has a direct or indirect Financial Interest in a transaction or arrangement, the following procedure shall be used:

1. Duty to Disclose. The interested person shall disclose the existence of his or her financial interest and be given the opportunity to disclose all material facts to the Board of Directors considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial

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interest and all material facts, the interested person shall leave the board meeting while the potential conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest. If the board determines that a conflict of interest exists, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that involves the conflict of interest.
 - The President shall, if appropriate, appoint a disinterested person or a special committee to investigate alternatives to the proposed transaction or arrangement.
 - After exercising due diligence, the board shall determine whether the organization can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
 - If a more advantageous transaction or arrangement is not reasonably attainable, the Board shall determine by a majority vote of disinterested members whether the transaction or arrangement is in the organization's best interest and is fair and reasonable to the organization, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
4. Violations of the Conflicts of Interest Policy. If the BOD has reasonable cause to believe that an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose. If, after hearing the response and making such further investigation as may be warranted in the circumstances, the Board determines that the person has in fact failed to adequately disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, up to and including removal from the Board or Committee.
5. Minutes. The minutes of the board meeting regarding Conflict of Interest shall contain:
 - The names of persons who disclosed or were found to have a Financial Interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's decision as to whether a conflict of interest in fact existed.
 - The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

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Special Procedures for Compensation Issues:

1. A voting member of the Board of Directors who receives compensation, directly or indirectly, from SMRCA for services is precluded from voting on matters pertaining to his/her compensation.
2. A voting member of any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from SMRCA for services is precluded from voting on matters pertaining to that member's compensation.
3. Persons who receive compensation, directly or indirectly, from SMRCA, whether as employees or independent contractors, are precluded from membership on any Committee whose jurisdiction includes compensation matters. No person, either individually or collectively, is prohibited from providing information to any Committee regarding compensation.

Annual Review:

Each Board member annually shall sign a statement that affirms that such person:

1. Has received a copy of this conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands that the organization is a charitable organization and that in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

PERIODIC REVIEWS (Prepared By Compliance Officer):

To ensure that SMRCA operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews by the board of directors shall be conducted at the Board's and/or the Compliance Officer's discretion. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether provider services result in impermissible private benefit.
2. Whether partnership and joint venture arrangements and arrangements conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further SMRCA's charitable purposes and do not result in impermissible private benefit.
3. Whether agreements with other providers, employees, and third party entities further

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SMRCA's charitable purposes and do not result in impermissible private benefit.

Use of Outside Experts: In conducting the periodic reviews, SMRCA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

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TITLE OF POLICY: Code of Conduct and Ethics

Purpose: This policy reflects a code of conduct that requires The Board of Directors of South Middle River Civic Association ("SMRCA") to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As volunteers and representatives of SMRCA, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations. It also is our responsibility to report violations of this Code in accordance with this Policy. No board or general member who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequence.

The Board members and general members of SMRCA are expected to adhere to high standards of ethical conduct. Although it is impossible to describe all conduct that is addressed, this policy specifically requires the following:

1. Dedication to SMRCA's mission, vision and core values and recognition that the chief function of SMRCA at all times is to serve the best interests of our Association and neighborhood.
2. The responsible and prudent management of SMRCA's funds and assets.
3. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
4. Full, fair, accurate and timely disclosure of relevant facts in all reports and documents dealing with matter of program, service, governance and business administration.
5. Compliance with all applicable governmental laws, rules and regulations.
6. Treatment of all persons with respect, equity and fairness regardless of race, religion, gender, ability, age, sexual orientation or national origin.
7. Respect and protection of confidential and/or privileged information to which we have access in the course of our duties.
8. Prompt internal reporting of code of conduct violations to an appropriate person or persons within the organization.
9. Personal accountability for adherence to this Code of Conduct.

Reporting Responsibility:

It is the responsibility of all Board members and general members to comply with the Code of Conduct and to report violations or suspected violations. Under this policy, it is a disciplinary issue for any member to know of ethical misconduct and stay silent.

No Retaliation:

No member who in good faith reports a violation of the Code of Conduct shall suffer harassment, retaliation or adverse consequence. Any member who retaliates against someone who has

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reported a violation in good faith is subject to discipline up to and including expulsion from the SMRCA. This Whistleblower Policy is intended to encourage and enable members and others to raise serious concerns within SMRCA prior to seeking resolution outside the Association.

Reporting Violations and Grievances:

The Code of Conduct addresses SMRCA's open door policy and suggests that all members share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, another Board member is in the best position to address an area of concern. However, if a member is not comfortable speaking with a particular Board member or not satisfied with his/her response, the member is encouraged to speak with anyone on the Board whom he/she is comfortable approaching. Board members are required to report suspected violations of the Code of Conduct to the Compliance Officer, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when someone is not satisfied or comfortable with following SMRCA's open door policy, individuals should contact the Compliance Officer directly.

The correct protocol for members of SMRCA to make their grievances known is as follows:

- 1) Any matter of concern can be placed on the agenda for discussion at a board or general meeting.
- 2) If the matter is "sensitive" and/or involves a particular member of SMRCA who may not have followed the bylaws, code of ethics or conflict of interest policies, then this is better done by contacting a Board member confidentially first, who must then contact the Compliance Officer; or by contacting the Compliance Officer directly in any of these cases.
- 3) Public defamation is not acceptable.

Accounting and Auditing Matters

In the event that a reported concern or complaint involves accounting practices or internal controls of auditing, the Compliance Officer shall immediately notify the President and/or Executive Committee of the complaint and work with the Committee until the matter is resolved. The Executive Committee and the Board shall address all reported concerns or complaints regarding accounting practices, internal controls or auditing.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

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Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Acknowledgement and Distribution of Policy re: Code of Conduct

As it is the intent of SMRCA to strive for high ethical conduct from all board members and solicit trust and confidence in fulfilling the mission and goals of SMRCA, each board member will receive a copy of this Code of Conduct Policy and any subsequent updates, and will be requested to acknowledge and sign this Code in January of each year. This acknowledgement will be kept on file.

This Policy was duly adopted on this 22nd day of October in the year 2019.

Board Member and Title

_____ Date: _____

Date Policy Adopted: _____

Secretary _____

Date: _____

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TITLE OF POLICY: Member Protection (Whistleblower) Policy

PURPOSE: It is the intent of South Middle River Civic Association, Inc. (hereinafter “SMRCA”) to adhere to all laws and regulations that apply to the organization and the underlying purpose of this policy is to support the organization’s goal of legal compliance.

POLICY: If any SMRCA MEMBER reasonably believes that some policy, practice, or activity of SMRCA is in violation of law, a written complaint must be filed by that employee with the Compliance Officer or the of the Board of Directors.

The support of all members is necessary to achieving compliance with various laws and regulations. A member is protected from retaliation only if the member first brings the alleged unlawful activity, policy, or practice to the attention of the Compliance Officer or the President of the Board of Directors and provides SMRCA with a reasonable opportunity to investigate and correct the alleged unlawful activity.

The protection described below is only available to members that comply with the above requirement:

SMRCA will not retaliate against a member who in good faith, has made a protest or raised a complaint against some practice of SMRCA, or of another individual or entity with whom SMRCA has a business relationship, on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy.

SMRCA will not retaliate against members who disclose or threaten to disclose to a board member or a public body, any activity, policy, or practice of SMRCA that the member reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate or public policy concerning the health, safety, welfare, or protection of the environment.

My signature below indicates my receipt and understanding of this policy. I also verify that I have been provided with an opportunity to ask questions about the policy.

Print Name

Board Member Signature and Date

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TITLE OF POLICY: SMRCA Document Retention and Destruction

Purpose: The Sarbanes-Oxley Act makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding. This policy provides for the systematic review, retention, and destruction of documents received or created by South Middle River Civic Association (SMRCA). This policy covers all records and documents, regardless of physical form, contains guidelines for how long certain documents should be kept, and how records should be destroyed (unless under a legal hold, as hereinafter defined). It is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records, and to facilitate operations by promoting efficiency and freeing up valuable storage space.

SMRCA shall follow the document retention procedures outlined below. Documents that are not listed, but are substantially similar to those listed in the schedule, will be retained for the appropriate length of time. "Document" includes any record within the following categories in whatever form it is stored: hard copy or digitally. Records shall be placed in the custody of the Secretary, and all storage methodologies shall be tamper-proof and searchable and shall be available in a central location, or as otherwise noted below.

All SMRCA information that exists as hardcopies will be periodically backed up in an acceptable electronic format. The current BOD must assure that all prior information and records including those in electronic format from previous board members have been handed over to them, and that they in turn hand over their documents to the new BOD at the end of their tenure.

Procedures

The following table provides minimum requirements. To the extent applicable laws or regulations are changed to require a different retention period, such law or regulations shall take precedence.

Corporate Records

Length of Time

Articles of Incorporation and, Bylaws	PERMANENT
IRS Application for Tax-Exempt Status (Form 1023)	PERMANENT
IRS Determination Letter	PERMANENT
State Sales Tax Exemption Letter	PERMANENT
Annual Reports to Secretary of State/Attorney General	PERMANENT
Board Meeting and Board Committee Minutes	PERMANENT
Board Policies/Resolutions	PERMANENT

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Other Corporate & Operational Policies PERMANENT

Accounting and Corporate Tax Records

Annual Audits and Financial Statements	PERMANENT
Fixed Assets and Asset Depreciation Schedules	PERMANENT
IRS Form 990 Tax Returns	PERMANENT
Business Expense Records and Expense Reports	7 years
Investment records	7 years
IRS Forms 1099	7 years
General Ledgers and Journal Entries	7 years
Invoices	7 years
Sales Records (service fees, receipts, gift shop)	5 years
Petty Cash Vouchers, Cash Receipts, Credit Card Receipts	3 years

Bank Records

Checks for important payments and purchases	PERMANENT
Check Registers	7 years
Bank Deposit Slips	7 years
Bank Statements and Reconciliation	7 years
Electronic Fund Transfer Documents	7 years

Donor and Grant Records

Length of Time

Donor Records and Acknowledgment Letters	7 years
Grant Contracts, applications, documentation expiration)	7 years (after
Supporting grant payments, grant reporting and correspondence	
Grant Applications, if declined or denied	3 years

Press Releases/Public Filings

Press Releases and Annual Reports	PERMANENT
Other Publications, Photos, Press clippings	7 years

Legal, Insurance, and Safety Records

Legal Correspondence	PERMANENT
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Construction Document	PERMANENT
Appraisals	PERMANENT
Trademark and Copyright Registrations	PERMANENT
Environmental Studies	PERMANENT
Insurance Policies	PERMANENT
Real Estate Documents	PERMANENT
Stock and Bond Records	PERMANENT
Leases expiration)	7 years (after
General Contracts	6 years
Correspondence (general)	3 years

Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder. Backup and recovery methods will be tested on a regular basis.

Emergency Planning

Records must be stored in a safe, secure, and accessible manner. Documents and financial files essential to keeping SMRCA operating in an emergency must be duplicated or backed up at least monthly, or as otherwise determined by the BOD; and maintained off-site.

Document Destruction

The Secretary's job description includes the custody and/or maintenance of the above documents and he/she is responsible for the ongoing process of identifying records which have met the required retention period and overseeing their destruction, upon review by at least two other board members. Destruction of financial information will be accomplished only by document shredding.

Document destruction will be suspended immediately upon issuance of a notice, known as a "legal hold" by the President, upon any indication of an official investigation, or when a lawsuit is filed or appears imminent. During a legal hold, no specified records may be destroyed until the

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legal hold is withdrawn by the President of SMRCA. Destruction will be reinstated upon conclusion of the investigation.

Compliance re: Document Retention and Destruction

Failure on the part of Board members to follow this policy can result in possible civil and criminal sanctions against SMRCA and possible disciplinary action against responsible individuals. The President and Finance Committee Chairperson will periodically review, as needed, these procedures with legal counsel, and/or a certified public accountant to ensure that they are in compliance with new or revised regulations.

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POLICY: SMRCA Financial Policies and Procedures

Section 1: Check Writing and Purchasing:

Bank Signatories: The four Executive Officers shall be the authorized signatories of the SMRCA bank accounts. All of the four Officers must have authority to sign checks, preferably only when the Treasurer is unavailable to do so, or when two signatures are required, or as otherwise deemed appropriate by the Board of Directors (BOD) majority vote.

- 1) **Any check or amount of \$ 500 - \$ 1,000 or greater shall require two signatures and shall** have the written and/or verbal approval of the SMRCA BOD, documented in the minutes.
- 2) **Any check or amount greater than \$ 1,000** must be voted upon and approved by a majority vote of the general membership of SMRCA and documented in the minutes.
- 3) **Tax Exempt Purchasing:** Any purchasing for the organization should be made (whenever possible) with the appropriate "State of Florida Tax-Exempt Form," which all Executive Officers/bank card holders must have in their possession, or can obtain from one of the other Executive Officers.
- 4) **Receipts:** All purchases, whether made by the BOD or by any other SMRCA member, must be reported by the purchaser to the Treasurer immediately by means of a receipt for his/her records and required documentation. The receipts must be clear and have the information necessary for the treasurer to record, including: 1) what the item is; 2) what it is for; 3) the date; and 4) the name of the person who paid. Otherwise, the treasurer may refuse to accept the receipt or pay for the purchase.

Section 2: Receipts and Record Keeping

- 1) Receipt book – The Treasurer will use a receipt book and give a receipt for any cash given to Treasurer
- 2) Checks should have a memo notation as to purpose of the funds
- 3) Deposit slip list each check and cash amount to tie to total deposit

Section 3: Bank Access

- 1) The President, Vice President, Treasurer and Secretary shall have online access to the

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SMRCA's bank account for the bank cards. If not all desire access, at least two Officers must have online access.

Section 4: Membership Records

- 1) A completed membership form should accompany each check or cash payment of annual dues in order to confirm address for membership rolls.

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POLICY: SMRCA Membership, Dues and Voting Eligibility

Section 1: SMRCA Membership Dues

- 1) The Board shall establish Basic and Associate Membership categories, eligibility requirements and the means of establishing eligibility, dues, and any associated benefits by majority vote and present them for approval by majority vote of the General Membership.
- 2) Basic memberships (also known as General Memberships) are open to individuals who reside in South Middle River, are age 18 or older, and who own or rent residential property in South Middle River.
- 3) Associate memberships are available to owners of real property in South Middle River, or owners/representatives of businesses located in South Middle River. Associate members do not have the privilege of voting.
- 4) All memberships are for one year, and renew annually on January. The membership year is defined as January 1 through December 31 of each year. Individuals who become members during the period of January 1 through October 31 will need to renew for the next membership term in January of the following year (no membership will be prorated). Any membership renewal or payment received from November 1 – December 31 will be counted as full payment for the following fiscal year, as well as for those last two months. Membership dues must be current in order for a household and its members to vote.
- 5) Dues are not refundable.

Section 2: SMRCA Voting Eligibility:

- 1) Regardless of number of properties held by an individual in South Middle River, that person can be registered only at one address and be entitled to only one vote. All active paid members shall be entitled to one vote each at meetings and elections. If there are two or more members in a particular "household" which is paid up, each member has his/her own vote. All voting must be done in person. There is no absentee voting.
- 2) Members must have paid their dues and be in good standing to vote at any general meeting. For a Board of Directors election, payment for membership must be received a minimum of two months prior to the October General Membership meeting at which the election is held. A cash payment or cleared check must be in SMRCA's possession by or before the General Membership Meeting in August for the October election that year.

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Section 3: SMRCA Membership Expulsion Clause:

SMRCA Membership is a privilege. Any individual who is felt by the General Membership not to have SMRCA's interest at heart may be refused or expelled from membership permanently by the General Membership. The Conduct of Monthly Meetings Policy gives guidance in determining actions contrary to SMRCA's interest.

Said expulsion must be voted upon at a General Membership meeting and pass by two-thirds vote of the General Membership present. The Compliance Officer will assist in this process by defining the reasons a member is under investigation, as well as mediate the situation so that all facts are known before a vote (if determined necessary) is brought to the GM. Said member shall be given a time-limited opportunity to speak before the vote is taken.

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POLICY: Conduct of SMRCA Meetings

Monthly General Membership and Board meeting schedules and locations will be determined by majority vote of the Board of Directors within the membership notification guidelines outlined in the By Laws, Article IV, Section 1.

Section 1: SMRCA General Membership Meetings:

All members, including the BOD, must sign in before all meetings, and voting privileges must be verified. The Secretary, or a delegated member of SMRCA, will be responsible for the sign-in process and assure that addresses, phone numbers and e-mail addresses are updated. Only paid general members are eligible to vote or make motions on issues during meetings.

Annual Meeting: The Annual Meeting shall be considered the General Membership Meeting (GMM) in the month of October when elections are held and the Annual Reports are presented.

There will be no general meeting or board meeting in the month of December. Since the current BOD's term concludes immediately prior to the commencement of the first board meeting of the following fiscal year (i.e., the second Wednesday of January), the current BOD will continue its role until then.

Meeting Procedures: (This part Approved unanimously by the general membership on 7/23/2013 and on September 24, 2013)

- President introduces members of the BOD and Compliance Officer
- At each meeting, the President shall present the following procedure to be used at all meetings (including committee meetings):
 1. Everyone will be respectful to the BOD as well as to other fellow members, without unruly behavior, interruption or raising his/her voice.
 2. A member of SMRCA must raise his/her hand to be recognized by the President (or Vice President/acting President in absence of President) in order to speak or ask a question on a particular topic.
 3. Once recognized, the member will stand (or sit) and give his/her name.
 4. A 3-5 minute time limit will be allotted to the recognized member.
 5. No interruptions shall be made during the member's time by anyone other than by the President and only for the reasons that the member is running past the time limit, changing topics, and/or making inappropriate comments or behavior, at which time

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the member will be told to stop and be seated.

6. When that member is finished, the next member will be chosen to speak, etc., etc., until the President has decided that the discussion or issue has been sufficiently exhausted and appropriate parliamentary action should be taken: i.e. voting or tabling the motion.
7. A single member may speak 2-3 times on the same topic (after being recognized), especially during a debate, however precedence will be given to those who have not spoken yet. If a member previously was stopped from further comment, as in #5 above, the member will be permitted to speak again unless he or she has exceeded the limits defined in #8 immediately below. Anyone who is asked to sit down due to not following these guidelines three times at a single meeting (BOD, GMM, Committee, etc.) may not speak again. He or she may be told to leave if a 2/3 vote of the members at that meeting so determines.
8. A member who has been asked to leave a meeting, as in #8 above, cannot be prohibited from going to future meetings. However, the general membership may vote to suspend attendance for a certain period of time (2/3 vote required).

Section 2: SMRCA Board Meetings:

The conduct of SMRCA business depends on the participation and input of all duly elected members of the board. Attendance at the full meeting, including arriving on time and staying for the full meeting, is essential. Late arrival and leaving early will be noted in the minutes. If a departure results in losing a quorum the member will be counted as absent. Meetings can be as long or as short as the attendees wish to make them, since they approve the agenda and can make motions to move the business along if it gets bogged down. Input is essential, as is refraining from repeating what others have said without adding new information.

Attendance by board members is required at both the monthly board meeting (one each month) and the general membership meeting (one every month except December).

If a board member must be absent, he/she shall provide written notice of absence to the Secretary, who shall retain such notices on file. A phone call to alert the Secretary to an email is appreciated.

Three (3) unannounced absences shall result in forfeiture of board position. A total of five (5) announced absences shall also result in forfeiture, or a combination of four (4) of both announced and unannounced absences. A board member may appeal to the BOD for exception to this rule, whereupon the Board will meet to hear the member's rationale and vote. A majority vote will decide the matter.

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Instead of a board meeting in December, there will be a “transition meeting” with attendance by all the current board members and all the newly elected board members. This meeting is required for smooth orientation. Committee meetings may be held in the month of December if desired by the chair of that particular committee, but are not required.

Board Meeting Attendance by General Members: All Members of SMRCA are welcome to attend Board of Directors (BOD) meetings and listen quietly. In addition, if any member wishes to raise a particular issue for discussion, then he/she must first send that agenda item to the Secretary for approval by the President before the Board meeting. Then he/she will be notified that the item will or will not be placed on the agenda for that meeting. A time-limited period will be allotted to that member to speak. The member will not be permitted to raise motions or vote at a BOD meeting.

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POLICY: Nominating Committee Job Description and Procedures

The following are the duties, responsibilities, processes and timelines for the Nominating Committee:

1. The Bylaws Article VII Nomination and Election of Officers and Directors describes the primary elements of the Nominating Committee's functioning. The Committee shall function in accordance with the following procedures:
 - a. Timeline
 - i. A nominating committee shall be appointed by a majority vote by the BOD at the **July** board meeting, subject to approval by a majority vote of the membership present at the July General Meeting.
 - ii. A provisional slate of candidates for Officers and Directors shall be presented by the nominating committee to the General Membership in **September** and any additional persons who wish to be considered will fill out and submit the Board Member Profile form at that time. These additional prospective candidates must make themselves available at the convenience of the nominating committee for an interview. All applications must be submitted prior to the end of the September GMM; all nominations will close at the beginning of the **October** General Membership Meeting.
 - iii. Elections will be conducted at the **October** General Membership Meeting.
 - b. Duties, Responsibilities and Processes
 - i. The members of the nominating committee must be members in good standing, and may not be a current board member or a candidate in the current election.
 - ii. Elect a Chair of the Nominating Committee. The position of Chair of the Nominating Committee will hold no authority as a Board Position. The Chair will report the slate to the General Membership Meeting, conduct the election and resolve any tie votes in accordance with the Bylaws Article VII, section 4.
 - iii. Work with the SMRCA Vice President who is the Board's liaison to the Nominating Committee and provides support, materials and reports to and from the BOD as needed.
 - iv. Receive all Prospective Board Member Profile Forms from the Board Secretary.
 - v. Hold sufficient meetings to review applicants for eligibility and interview them regarding their qualifications and reasons for wanting to serve. In the case of candidates for Treasurer, the Committee should verify the candidate has the special skill set required of a Treasurer based on the duties outlined in the Bylaws Article V, Section 2.
 - vi. Prepare a Slate for the Election of Officers and Directors and bring it to the September meeting. In the case of an inadequate number of candidates for the

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slate, the Nominating Committee can accept a candidate who does not meet all the requirements or who had otherwise termed out of office, and present the General Membership the case for an exception to the requirements. The Committee can contact SMRCA members for the purpose of encouraging them to apply.

- vii. Prepare an Official Ballot listing all of eligible nominees and bring sufficient number of official ballots to the October meeting so one ballot can be provided to each eligible voter. Each ballot will have a number and be given in order as voters sign in.
- viii. Conduct the Election—
 - I. At the October meeting, the Treasurer will provide a numbered list of all current paid-up members in alphabetical order. A member of the Nominating Committee will sit at the registration table. As each member/voter signs in, the nominating committee member will provide the next numbered ballot to the eligible voter and write the committee member's initials beside the name of the member who receives a ballot. Ballots will be confidential and the number of the ballot will not correlate to the name of the voter.
 - II. The President of SMRCA will place the presentation of the Slate near the beginning of the Agenda and will call on the Nominating Committee Chair to report the Slate to the membership. Any exceptions to the requirements will be announced per v. above. The membership can ask questions and will be asked to vote to approve the Slate.
 - III. The Agenda will have a period of time allotted for all Candidates to present their reasons for seeking an office or director position on the board.
 - IV. The President will place the Vote on the Agenda and call on the Nominating Committee Chair to conduct the election. A ballot box will be provided for all ballots. A member of the committee will use the list provided by the Treasurer to check off each person submitting a ballot.
 - V. The Nominating Committee will count the ballots in a quiet area at the location of the meeting and no members may interfere with the counting process.
 - VI. The Nominating Committee will verify that only ballots in the form provided by the committee (official ballots) are counted and that the total number of ballots corresponds to the total number of persons checked off as voting on the Treasurer's list. It is not required that a voter mark a vote for all the positions on the list but the number of ballots counted should correspond to

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the number of people checked off as actually voting.

- VII. The Nominating Committee will report to the General Membership the results of the Election before the October meeting is adjourned. In the case of a tie, the Nominating Committee Chair immediately will implement the provisions of Bylaws Article VII, Section IV.
- ix. The Nominating Committee will dissolve after the election, however the Chair will be asked to retain the role throughout the terms of the Officers in order to assist with filling board vacancies according to Article VII, Section 3, item 4.

END
