



South Middle River Civic Association, Inc.

BYLAWS

Article I: Establishment of Civic Association

Section 1:

The name of this Association/Corporation shall be “South Middle River Civic Association, Inc.” (Hereinafter referred to as SMRCA).

Section 2:

South Middle River has its boundaries as follows:

Eastern boundary - The border is 125 feet east of NE 4th Ave.

Western boundary - The border is “the median line” of Powerline Road /NW 9th Ave.

Southern boundary - The border is “the median line of” Sunrise Boulevard

Northern boundary – The border is the center of the South Fork of the Middle River (a/k/a the Central Channel of the South Fork of the Middle River).

Article II: Non-Profit Purposes

Section 1: 501(c) (3) Purposes

SMRCA is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The Nondiscrimination Articles of the City of Fort Lauderdale, Florida shall prevail in all circumstances.

Section 2: 501c3 Tax Exemption Provisions: Limitations on Activities

No substantial part of the activities of SMRCA shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and SMRCA shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, SMRCA shall refrain from any activities not permitted (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 3: Mission

SMRCA's mission is to be an inclusive Association that enhances the quality of life for all who own or rent a residence in South Middle River; and to promote the location of quality businesses within our boundaries.

Section 4: Goals and Objectives

The Board shall prepare, review and update specific goals and objectives to meet the mission, as needed.

Article III: Membership

Section 1: Authority

Full authority for direction of SMRCA shall be vested in the General Membership (GM).

Section 2: Membership

Membership shall be open to individuals who reside in South Middle River, are age 18 or over, and who rent or own residential property. Proof of adult residency shall be recorded in the Policies Manual. Owners of real property or owners of businesses located in South Middle River who do not reside in South Middle River can purchase an Associate Membership, as reflected in the Associate Membership

Application.

Section 3: Dues

General Membership: Annual dues at time of Bylaws approval are \$20 for one person at an address, \$30 for two people at an address. Additional household members shall pay \$20. An active SNAP cardholder shall pay annual dues of \$5.

Associate Membership: The Board shall establish a schedule for dues and associated privileges. Associate members will not have the privilege of voting.

After the Bylaws have been in effect for 12 months, the Board may establish a revised dues schedule for any following fiscal year(s). The General Membership shall approve all revisions of dues schedules.

Dues are non-refundable.

Section 4: Voting Eligibility

BOD members' dues must be paid up any time after the BOD election in October, but not later than by the first BOD meeting of the newly elected board.

- a) Payment by cash or credit card -- immediate voting and motion privileges;
- b) Payment by cleared check must be before the 1st BOD meeting, verified by Treasurer. Otherwise, the proposed BOD member cannot make motions or vote at any meeting until paid.

For general members, dues for the new fiscal year to be paid in January, or at any time thereafter. Payment of dues in order to vote in general membership meeting:

- a) If paid by check, it must have been cleared before member can vote, verified by Treasurer.
- b) If paid by cash or credit card, voting privileges are effective immediately except as follows: Payment (cash, credit card or cleared check) must be received by the General Membership meeting 2 months prior to BOD election vote.

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.

Article IV Meetings

Section 1: Calendar and Location

The SMRCA BOD shall set a calendar of monthly meetings for General membership meetings and BOD meetings as needed and from time to time shall designate an officer or director to make this calendar available to the General Membership and the community at large. These monthly meetings will be held in a publicly accessible location according to this schedule.

In an emergency situation due to circumstances beyond control regarding date and/or time changes

of any meeting, the BOD will make every effort to contact members as soon as possible by whatever methods available.

Section 2: Verification of Voting Privileges at each meeting

All members, including the BOD, will sign in before all meetings, and voting privileges will be verified against the membership list provided by the Treasurer. 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 members are eligible to vote or make motions on issues during meetings.

Section 3: Quorum for a General Membership Meeting

Twenty (20) or more voting members shall constitute a quorum at any and all meetings of General Membership (GMM). There must be at least three board members present, at least one of whom must be an Executive Officer, at the GMM with a previously approved agenda in order for the GMM to proceed with its normal business and voting. Otherwise, although a discussion can take place, no motions or voting can be permitted. The minutes will reflect the BOD members present and which positions they take on, especially in cases where the President is not able to attend.

Article V: The SMRCA Board of Directors

Section 1: Composition of the BOD and BOD Meeting Quorum

The SMRCA BOD shall consist of the Executive Board (Officers) and its Directors. The Executive Board includes four Officers who are: 1) President, 2) Vice President, 3) Secretary and 4) Treasurer. The Directors shall consist of a minimum of three (3) with a maximum of seven (7) members. The four members of the Executive Board plus the three (3) to seven (7) Directors shall be referred to as the "BOD." A quorum of five board members, of whom at least one shall be an Officer, shall be required to conduct business.

Section 2: Duties

President: The duty of the President shall be to preside over all general and Executive meetings, represent the organization at public occasions, and meet with members as deemed necessary for effective administration of SMRCA business. The President shall work with local elected officials at the County and City level; and shall attend Commission meetings if agenda items are related or applicable to SMR. If unable to perform this duty, the President shall appoint the Vice President. If the VP is unable to attend, then the President must appoint another Board member to attend to ensure participation at these meetings. The President shall preside over the permanent committee of the Board known as the Bylaws/Governance Committee. The President shall remain accessible to members as able. The President shall not make motions or vote at a BOD or General Membership Meeting other than to break a tie. He/she may vote in a ballot election like every other paid member of SMRCA.

Vice President: It shall be the duty of the Vice President to assist the President as requested, to preside

in the absence of the President, and to represent the Association on appropriate occasions. The Vice President, in consultation with the President, shall oversee the internal performance of the organization. The Vice President shall assume responsibility for and attend meetings of the Council of Civic Associations and meetings of any other group that holds strategic significance to the Association as designated by the President. If the VP is unable to attend any of these meetings, then the BOD shall appoint, by a majority vote of Board members present, a representative to attend meetings of the Council of Civic Associations. This person must be a SMRCA member in good standing, but does not need to be a Board or Committee member. No ratification by the general membership is necessary. The Vice President shall serve as liaison with the Nominating Committee and provide support, materials and reports to and from the BOD as needed.

Treasurer: It shall be the duty of the Treasurer to account for all funds and to deposit such funds in the name of SMRCA in such banks, trust companies or safe deposit boxes as the BOD shall designate. The Treasurer also shall prepare an annual budget for approval by the Board and the General Membership. The budget shall reflect the goals of the organization as established per Article II, sections 1 and 4. The Treasurer shall be the primary Officer to sign, make and endorse in the name of SMRCA all checks, warrants, and orders for payment of money and pay out and dispose of same in receipt thereof, under the direction of the BOD. However, all four Executive Officers will have the authority to sign checks, either in the absence of the Treasurer or as otherwise deemed necessary. All Executive Officers representing SMRCA must be the designated holders of banking debit/credit cards.

The Treasurer shall prepare quarterly financial statements or reports, (unless an unusual expense outside of the approved budget occurs in which case the Treasurer shall report it to the BOD immediately and to the General Membership at the next meeting.) The Treasurer shall present the quarterly reports to the Compliance Officer at the BOD meetings and then to the General Membership for approval.

SMRCA shall adopt generally accepted accounting principles, and the Treasurer shall abide by these principles and present reports that meet these standards. The books and accounts of the Association shall be open to any board member or member of the Association per written request and during reasonable hours.

The final annual report in October will incorporate all the financial information for the fiscal year to date. An updated final report through the end of the fiscal year shall be submitted at the first BOD meeting for the newly elected board.

Secretary: SMRCA shall have a recording secretary as a member of the Executive Board. The BOD may also designate a corresponding secretary who shall not be a member of the Executive Board.

It shall be the duty of the Secretary to keep and maintain the minutes and agendas of the BOD and the general meetings, to be custodian of all official records, past and present; to prepare and transmit notices and minutes to the General Membership and BOD in written form at the following meeting for approval; to present to the Board Directors all communications addressed to the Association for their actions; and to attend to all correspondence under the direction of the BOD and perform all other duties incident to this office. The Secretary shall have a copy of the PO Box key.

Additional Duties: The BOD will refer monthly to the Board Policies and Procedures Manual “Calendar of Important Events for SMRCA” as a reminder of what is due, and when it is due, from the Board. The Compliance Officer will review this Calendar at the monthly BOD meetings. If he/she is not available, any member of the BOD can review the past, current and coming month’s obligations at the BOD meeting (and the GMM when appropriate).

Section 3: Commitment to Transparency

The BOD will ensure that the following information is available upon written request to the BOD:

1. BOD Meeting minutes, after approval by the BOD;
2. General Membership Meeting minutes, after approval by the General Membership;
3. Treasurer’s quarterly report, after approval by the General Membership.

All reports will be posted on the SMRCA webpage.

Article VI: BOD Rules and Regulations and General Responsibilities

Section 1: Fiduciary Duties

BOD officers and directors shall observe the primary fiduciary duties of a 501(c)3 organization BOD as follows:

The **duty of care** generally requires officers and governing board members to carry out their responsibilities in good-faith and using that degree of diligence, care, and skill which ordinarily prudent persons would reasonably exercise under similar circumstances in like positions. Accordingly, a board member must act in a manner that he or she reasonably believes to be in the best interests of the institution.

The **duty of loyalty** requires officers and board members to act in good-faith and in a manner that is reasonably believed to be in the interests of SMRCA (the Association) and its nonprofit or public purposes rather than their own interests or the interests of another person or organization. The fiduciary must not act out of expedience, avarice, or self-interest.

A third fiduciary duty, which is arguably an element of the duties of care and loyalty, is the **duty of obedience**. This is the duty of board members to ensure that the Association is operating in furtherance of its stated purposes (as set forth in its governing documents) and is operating in compliance with the law.

Section 2: Forfeiture of Board Position

Board members must follow SMRCA’s attendance policy for board meetings and general membership meetings. Within each calendar year of the term, they shall provide written notice of absence to the Secretary, who shall retain such notices on file.

Aside from the notation above, any member of the BOD may be removed from his/her position, with cause, by a two-thirds (2/3) vote of the membership present at any regularly scheduled General Membership meeting or Special Membership meeting called for that purpose. A quorum for such a vote to remove a board member will be the same as for any meeting of the General Membership. The board member will be given ample opportunity to present his/her case just before the vote.

Cause for dismissal shall be breaches of one or more of the standards of conduct indicated in SMRCA's Code of Conduct Policy, Use of SMRCA Branding Materials Policy and Attendance Policy. In addition, Board members shall:

- a. Follow appropriate use policies for SMRCA logo and/or letterhead and for representation of SMRCA to the public.
- b. Follow attendance provisions of the bylaws and attendance policies, including arriving promptly and staying for the duration of the meeting.

Section 3: Vacancy of Board Position

Should a vacancy occur on the BOD for any reason, it shall be the duty of the BOD to nominate a replacement for the balance of the term of office. The prospective replacement must first complete the "prospective board member profile form" and present this to the Chair of the Nomination Committee or directly to the BOD for review, before being considered as a new board member. This appointment must be ratified by a majority vote by the General Membership at the next general membership meeting. Qualifications for nominated BOD positions are similar to those for prospective members running for office (see Article VII, Section 3).

Section 4: Representation of SMRCA in Public or on Letterhead

The BOD as a whole or a specific board member or member at large must receive a majority approval by the Board of Directors at a meeting with a quorum before he/she can represent SMRCA regarding a specific issue in a public forum and/or on SMRCA stationery.

For all cases/issues that 1) were not previously presented to or discussed with the general membership; and 2) are of such importance that the general membership should be notified, then the general membership majority vote must be obtained before the board or a board member speaks or corresponds on SMRCA's behalf. In addition, if the BOD makes a decision in cases of emergency or to meet deadlines established by the City or its boards, the GM must vote on any important issues even if the BOD has already approved actions prior to the GMM.

Section 5:

Expenditure Allowances

All expenditures and purchases will be defined in the Financial Policies and Procedures section of the Board Manual and the annual budget as approved by the General Membership.

Article VII: Nomination and Election of Officers & Directors

Section 1: Nominations

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.

Section 2: Structure and Duties of Nominating Committee

The Vice President shall be designated by the Board to assist the Nominating Committee as necessary as a non-voting liaison. 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.

The position of Chair of the Nominating Committee will hold no authority as a Board Position.

After the process followed by the nominating committee has been completed (see Nomination Committee Job Description and Procedures), a slate of candidates for Officers and Directors shall be presented by the nominating committee to the General Membership in October; all nominations will close at the beginning of the October General Membership Meeting.

Section 3: Qualifications of Candidates

In order to run for a position on the BOD or to be on the BOD by nomination in case of a vacancy, a member must meet the following criteria, with verification:

1. Be an active (paid) full, voting member of SMRCA for a minimum of the six (6) months just prior to January 1 of the next fiscal year. In the case of an inadequate number of candidates for the 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 case to the General Membership.
2. Have engaged in at least four official SMRCA functions at least one of which is not attendance at a general membership meeting (i.e. participating at an event, speaking at a board meeting, volunteering or engaging in a committee or another activity within the previous six (6) months) just before the beginning of the new fiscal year, or within four (4) months prior to being nominated for a vacant board seat.
3. Have access to e-mail and agree to look at e-mails at least once per day whenever possible while on the BOD. This is an important way for the BOD to communicate and sometimes vote on line.
4. Complete a “prospective board member profile form” and give it to the Secretary of the Board who will pass it to the Chair of the Nomination Committee for review before the prospective candidate may run for office. In the event of a member filling a vacant BOD position (see below), the same form must be completed for review by the Nomination Committee Chair (or directly to the BOD) before the BOD appoints that person for that vacancy.

Section 4: Elections

Elections of Officers and board members shall be held at the October General Membership Meeting (the “Annual Meeting”). Voting is by ballot from the list of all nominees. If all members wish to remain in their positions for the second year of their term, no election will be held at the Annual Meeting. Elected board officers and directors take office on January 1 following the Annual Meeting.

The BOD (including Executive Officers and Directors) shall be elected by a majority vote of the general membership present at the Annual Meeting. Any unopposed candidate(s) will be presented to the general membership for approval by acclamation at the election meeting.

The same individual may simultaneously run for the position of Executive Officer and Director. If there are more than two persons running for a specific office, that person must win by a majority of the general membership present. If no one receives a majority vote, then the two candidates with highest number of votes will have a runoff immediately, at the same meeting. In the case of a tie, the two candidates may self-select which shall be the winner, or each name will be placed on a piece of paper in a hat. The pieces of paper will be identical in size and folded identically. The winner will be drawn by the Nominating Committee chair.

Furthermore, if anyone running for an Executive position does not win that position, then he/she will automatically assume the position of Director on the BOD, depending on the need and number of Directors elected through the regular election process.

Section 5: Terms of Office

Each term of office for all board members represents 2 years. An Executive Officer may run for and be elected to the same position once but may run for a different office or to be a general board member in subsequent elections. He/she must wait at least two years before running for the same office again. He/she may be in that same position for no more than six years total, lifetime. However, he/she may run for position as a Director at any BOD election. An exception to these term limits can be made by a majority vote of the BOD with ratification by the General Membership.

The “two year term limits” provision will take effect for the Board whose term of office begins January 1, 2020.

Section 6: Nominating Committee Duties; Prospective Board Candidates

A nominating committee for prospective Board members will be nominated by the Board and ratified at the General Meeting in July each year. The Nominating Committee members and the Board Election process will follow the Nominating Committee job description, duties, responsibilities, processes and timelines as outlined in the Policies and Procedures Manual.

Article VIII: Committees

Section 1: Creation of Committees

Committees made of neighborhood volunteers are set up by the BOD for the purpose of working for the improvement of the neighborhood. Each committee will be under the supervision of a liaison board member. The current chair of a committee may express his/her desire to remain in that position for the upcoming year. If so, his/her position will be automatic unless there is cause to disqualify that person. If the person decides to resign or if there is cause for dismissal, the BOD will vote on a new chair with a majority vote from the BOD. No ratification by the general membership is required. A board member may be the chair of a committee.

Section 2: Duties of Committees

The committees shall hold regular meetings and record minutes. Meetings can be as frequently as

required/desired, but every committee must meet at least quarterly, except the Nominating and Bylaws/Governance Committees, which meet as needed. If a meeting is to be held, it should be announced via internet at least one week or more in advance, when possible, unless the meeting had to be called urgently and full notice could not be given.

If a meeting is held, the committee (its chair or designated member) must write a report of its activities during that month and present it to the Board or General Membership Meeting. If there was no meeting or activity, no report is necessary. The chairperson or a representative shall present the report in writing to the BOD for its meeting, with any findings and recommendations to the Board. The Committee Chairperson and/or supervising Board member may choose to discuss the report at the monthly Board meeting. The reports of each committee will become part of the official minutes and official records by the Secretary and be placed on SMRCA's website for that month. A final year-end report may be requested from each committee by the Board for the October Annual General Meeting to be presented to the membership, written & verbally.

Section 3: Standing Committees, other committees

The Board of Directors and/or membership from time to time shall establish Standing and Special Purpose committees as needed. The Nominating and the Bylaws/Governance Committees are the only two Standing committees designated in these Bylaws.

Article IX: Amendments of Bylaws

These bylaws can be amended only by the following procedure:

1. Review and/or changes made by the Bylaws/Governance Committee
2. Review by the Board Of Directors
3. If approved by the BOD, then
4. Proposal read by the Chair of Bylaws/Governance Committee at the General Membership Meeting, with copies of proposed updates/revisions made available to all SMRCA members.
5. Proposal voted on at following General Meeting and approved by two-thirds majority of the general membership present. At least three members from the Board must be present at the time of the vote, as per quorum regulations.

Article X: Confidentiality

Membership data shall be made available to all Board members on an as needed basis. Information is for official use only and considered confidential.

Article XI: Governance

Section 1:

Florida Law XXXVI, Statutes 617 govern.

Section 2:

Robert's Rules of Order shall prevail in all parliamentary issues not covered by these Bylaws.

Section 3: Conflict of Interest, Ethics, and Code of Conduct Standards

The BOD shall adopt by majority vote comprehensive conflict of interest, Code of Conduct, Code of Ethics, and Compliance Policies and Procedures that, at minimum, ensure compliance with all laws governing nonprofit charitable corporations.

The 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.

Section 4: Compliance Officer

SMRCA's Compliance Officer will be nominated by the president of the Board and approved by a majority vote of the BOD.

Section 5: Reporting Violations and Grievances

SMRCA will maintain a system, policy and procedure for reporting any suspected violations of Conflict Of Interest, Ethics, And Code of Conduct Policy and Procedures.

Section 6: Document Retention

SMRCA will maintain and follow policies and procedures that, at minimum, comply with the Sarbanes-Oxley Act and retain all documents as outlined in the Document Retention and Destruction Policies and Procedures.

AFFIRMATION OF BYLAWS

These Bylaws have been approved by a 2/3 majority vote of the general membership on this 22nd day of the month of October, 2019.

Affirmed and signed by the Secretary of SMRCA: -----

-----**END OF BYLAWS**-----

Attachments:

- 1. Revised Membership Application(s) consistent with definition of membership in Article III.**
- 2. Policies including Position Description of Nominating Committee.**

