



NOTICE PURSUANT TO XII OF CFLCA BYLAWS

Date: August 27, 2019
To: CFLCA General Membership
From: Christina Currie, Bylaws Committee Chair

PLEASE TAKE NOTICE THAT ON NOVEMBER 12, 2019 AT 6:30PM during the CFLCA General Meeting in the 8th Floor Conference Room of the Fort Lauderdale City Hall PROPOSED AMENDMENTS TO THE CFLCA BYLAWS will be presented to the membership for vote.

Background

On April 9, 2019 the General Membership voted to form a Bylaws Committee consisting of the following: Christina Currie, Marilyn Mammano, Jim Concannon, and Dennis Ulmer.

The focus of the Committee was to eliminate duplicate language, combine references spread throughout into related sections, add clarity to facilitate continuity and smooth transitions in the future, and to make expectations of members clear.

After multiple meetings the Committee drafted proposed amendments to the CFLCA bylaws and provided a summary and mark-up to the CFLCA Board of Directors.

During the 8/26/2019 CFLCA Board meeting a presentation on the proposed amendments was given by Chair Currie and a discussion ensued. Upon close of discussion the CFLCA Board of Directors unanimously moved to present proposed bylaws amendments to the General Membership. All members of the Board of Directors were in attendance.

Attached hereto is a Summary of the Proposed Amendments and a Mark-Up to the existing bylaws which were last amended on September 13, 2011.

Questions or comments regarding the Proposed Amendments should be directed to the Bylaws Committee Chair, Christina Currie via email: cmc@law-lc.com.

Section	Current	Suggestion	Why
I. MEMBERSHIP			
I- Qualified Civic or Homeowner Association * Throughout Bylaws	long detail in I and various other	Qualified Civic or Homeowner Association if officially recognized by City throughout	keeps CFLCA our of conversation if dispute over new/breakoff group.
I-A. Qualified Civic or Homeowner Association	repeat detail	Qualified Civic or Homeowner Association if officially recognized by City throughout	Eliminate confusion & streamline
I-B Indiv. Member	if no association where reside can join and are non-voting	remove hasn't been used since last amendment 2011	not used, clean up.
I-C Business Member	can join and is non-voting	4/22/2019 consensus leave as is changes to B	4/22/19 Board Meeting
II. POLICIES/GUIDELINES/QUORUM & VOTING			
	potential	potential	fix spelling error
III. BOARD OF DIRECTORS			
	Action may be taken by a majority vote.	Action may be taken by a majority vote of the Board Members present in a quorum.	clarify
Reference to Conference Call	at board meeting not towards quorum, no vote, and not a present	fulfills quorum and can vote and meets attendance requirement at board meeting only	make sure @ board meeting only
	A 2/3 majority required for action.	A majority is required for action.	more practical
IV. OFFICERS & DIRECTORS AT LARGE			
throughout	chair of committees omitted	Officers & Directors At Large & Chair of Committees	
		remove repeative good standing language Should an association fail to be in good standing or if during his/her term a member of the Board of Directors is no longer the designated representative or alternate for an association the individual shall be removed from office.	more complete
IV-2 First V.P.	call roll & confirm presence of quorum	add: and make available to recording secretary to append to GM minutes.	job description
IV-5 Corresponding Sec.	last sentence "te Corresponding Secretary"	correct to "the Corresponding Secretary"	
IV-6 Treasurer	all checks over \$500 require 2 signatures	remove per 2019 board meeting consensus in discussions	fair policy leave it
IV-6 Treasurer	Authorized signatures include: president, recording secretary, treasurer	change auth to: President, 1st VP & Treasurer	in the event treasurer not available for continuity of board business
IV-6 Treasurer	no reference to electronic payment system	The treasurer is responsible for establishing, maintaining, monitoring, and reporting to the Council on the electronic payment processing system.	e-payment is a new addition

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IV-6 Treasurer	no reference to Membership Committee	The treasurer shall transmit applications/renewal forms which accompany dues to the Membership Committee chair.	XIV says Membership committee must review but it has been unclear about getting forms to them
IV- 7 Past President	no reference to immediate	add immediate in section and will be a voting member of board.	make consistent with practice
IV- 8 Directors @ Large	no alternate language included	If a Director @ Large is unavailable to attend a meeting(s) that Director may at a GM request to nominate an alternative for a set period of time to insure continuous representation for the District he/she represents.	help make sure that Districts are getting the representation from CFLCA in absence of elected D@L. Similar to what is allowed in II of a member association.
III-9 Chairman of Committees	leave as is but change male reference	create a job description	ensure not place holder and improve committee. Ensure nominating and audit happen as scheduled. Gender neutral.
V. COMMITTEES/STANDING COMMITTEES/NOMINATING COMMITTEES/BOARD MEMBER ELECTIONS			
V. Committees A. Standing Committees		take out repeating words/phrases	
V Committees B. Nominating Committee	omits chair of committees	add in	was missing
V- Committees	Membership Committee Description is missing- make it C	First Vice President. (from IV 2) The membership committee shall monitor all aspects of membership, including retention and recruitment. (NEW) The Membership Committee shall conduct it's business and report on it's efforts to both the Board of Directors and General Membership. (FROM V.A) The membership committee shall consist of the Corresponding Secretary (NEW), and the Directors at Large. (from IV 8) The Membership Committee shall review for approval the application/renewal form which accompanies dues and will be provided to the Committee chair from the Treasurer. (FROM XIV/New)	Include Corresponding Secretary since distribution function encompasses the Constant Contact Database. This combines information about Membership Committee which is spread around Bylaws into 1 place.
V- Committees	no current reference to audit committee in committee section	D- Audit committee shall be appointed by the Council annually as specified in XIII herein.	adding reference here keep committee from lost in audit language
V- Committees C Board Member Election	C- Board Member Election	(change to) E- Board Member Election	move it down 1 to keep committees grouped together in section
VI- REMOVAL OF BOARD MEMBERS/REMOVAL OF ASSOCIATION MEMBER			
VI- A Removal	3 absences in a row BM or GM and off	unless excused by a majority of board must give prior notice of absences to board to be eligible for excusal	amend as proposed. Board adds prior notice language on 8/26/2019

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	currently "(2/3rds)"	correct to: 2/3	
VI- A "Public office/volunteer appointments" area		clean up and add reference to County & Committees & Task forces	make more complete
VI- A "Refer to Section VII" areas	spread all around in current draft	move so all together and concise & take out repeat references	
VI- Removal-B	currently "no removal requirement included for Member Associations"		not something that has been needed
VII. FILING VACANCIES			
	omits Chair of Committees	add Chair of Committees for completeness	completeness
VII. MEETINGS			
	members can give a written or e-mail request to any Officer to request item added to agenda	Members may submit requests to have an item added to the agenda to the President or to the Corresponding Secretary.	specify so no risk of getting lost when President is in charge of setting agenda
XIV. DUES	reference to individual non-voting member	remove	not used

BY-LAWS OF THE COUNCIL OF FORT LAUDERDALE CIVIC ASSOCIATIONS, INC.

Preamble

The purpose of The Council of Fort Lauderdale Civic Associations, Inc., hereinafter referred to as The Council, is to: focus on the issues relating to preservation of the present and future welfare of the City of Fort Lauderdale and its neighborhoods and citizens, be proactive and reactive to those issues, communicate any recommendations to the proper authorities, strive to ever improve communication and create a stronger partnership between City Government and the neighborhoods.

I. Membership

Membership of The Council is voluntary and is made up of ~~qualified Civic or Homeowner Associations from throughout the City of Fort Lauderdale~~ neighborhood organizations which have been officially recognized by the City of Fort Lauderdale (hereinafter “association(s))”. The Council shall consist of one duly appointed person from each member association. This may be the president of an association, or such other person as the association membership may designate, in writing, as its representative to The Council. Each association should also designate an alternate, in writing, to serve when the appointed representative is unable to be in attendance. Each association shall have one (1) vote. Each Member Association shall be a considered a member in good standing of the Council if in good standing with the City of Fort Lauderdale’s neighborhood recognition program and if in compliance with Section XIV herein and ~~operate under minimum guidelines as listed below or as provided on CFCLA membership application: They are governed by a set of written bylaws and/or charter.~~

- ~~1. They have contiguous, well defined geographic boundaries.~~
- ~~2. They shall have organizational meeting and general membership meetings, on a regularly scheduled basis in accordance with their bylaws.~~
- ~~3. They shall have a disciplined means of communicating between association officers and membership.~~
- ~~4. They shall have officers or directors elected by the general membership every two years as a minimum, and;~~

any other conditions or qualifications for membership as established by the Council.

There Are ~~Three~~ Two Levels of Membership Available:

A. Qualified Civic or Homeowner Association

~~A qualified Civic or Homeowner Association shall be defined as a residential~~

~~organization representing a separate and distinct geographical area of Fort Lauderdale, Broward County, Florida, with a membership in good standing. Neighborhood organizations which have been officially recognized by the City of Fort Lauderdale (hereinafter "association(s)). The association may become a voting member upon submission of application and required documentation specified therein for approval and payment of approved dues. The Council will recognize only one (1) Civic or Homeowner Association in a distinct geographical area. In the event that two or more Civic or Homeowner Associations purport to represent the same geographical area, The Council will request that the residents in the contested area work through the existing organization to solve their differences on a neighborhood level. If at the end of The Council fiscal year there has been no resolution, then the oldest existing member association shall prevail.~~

B. Individual

~~An individual living in an area where no Civic or Homeowner Association exists may become a non-voting member of The Council upon submission of application for approval and payment of approved dues.~~

C. Business

Non-voting membership is available to business/merchant groups upon submission of application for approval and payment of approved dues.

II. Policies/Guidelines/Quorum and Voting

The Council shall be responsible for establishing general operational policies and guidelines. A quorum should be defined as 25% of the voting members in good standing. A majority shall be defined as 50% plus one of those voting members in good standing in attendance.

Action shall require an affirmative vote of a majority of the voting members in good standing, provided a quorum is present as defined herein. As may become necessary, a member association may authorize, in writing, a duly appointed representative in lieu of the duly appointed person or alternate to represent an association for a meeting. No proxy voting is allowed. It is assumed that any voting member who may have a conflict of interest should disclose the ~~potential~~ potential and recuse themselves from a vote.

III. Board of Directors

The Board of Directors shall consist of the elected officers of The Council (~~that is~~, a President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary and Treasurer, the Immediate Past President, four (4) Directors at Large, and the Chairman of Committees. The Board of Directors shall have the responsibility of the general management of the affairs of business of The Council. The Board of Directors shall have monthly meetings and a majority of current members in good standing shall constitute a quorum. Action may be taken by a majority vote of the Board Members present in a quorum. No proxy voting is allowed.

Directors may attend the board meeting but not a general meeting by conference call. Directors attending a board meeting via Conference call attendance does not fulfill quorum requirements, is considered in attendance, ~~meet individual attendance records nor permit casting~~, and the Director is permitted to cast a vote. Board voting via email for emergency issues is permitted. A 2/3 majority is required for action.

IV. Officers and Directors at Large and Chair of Committees

The Officers and Directors at Large and Chair of Committees shall be elected by the voting membership to serve a two-year term of office as hereinafter provided. No Officer or Director at Large or Chair of Committees shall serve more than two (2) consecutive full terms in one office. The election of Officers and Directors at Large and Chair of Committees shall be by a majority vote of the voting members in good standing, provided a quorum is present, at the March meeting of an election year.

(Elections are held in the odd numbered years). Election shall be by secret written ballot, unless waived by the majority of voting members present.

To run for office, candidates must be the appointed representative or alternate from a member association in good standing. ~~All officers must be from member associations in good standing. All Officers and Directors~~ Members of the Board of Directors must also be current residents of the City of Fort Lauderdale. Should an association fail to be in good standing or if during his/her term a member of the Board of Directors is no longer the designated representative or alternate for an association officer individual shall be removed from office. (refer to Section VII).

1. President: The President shall chair all meetings of The Council and Board of Directors. He/She shall be an ex-officio member of all committees. He/She shall sign all formal contracts, documents, and instruments of a formal nature entered into by the Council, when authorized by the membership of the Council. Unless otherwise designated by the Board of Directors, only the President shall be authorized to speak for The Council and represent the Council in its dealings with the public, the press and governmental bodies.
2. First Vice President. The First Vice President shall act as President in all functions when the President is absent or is unable to act. Responsibilities include oversight of all Council membership functions and First Vice President will be chair of the Membership Committee and, at general meetings, call the roll and confirm presence of a quorum.
3. Second Vice President. The Second Vice President shall act as President in all duties if the President and the First Vice President are absent or are unable to act. Responsibilities include coordination of refreshments at general meetings and events.

4. Recording Secretary. The Recording Secretary shall take, prepare, post to website, and maintain a file of minutes of all meetings held and maintain all official documents of The Council.
5. Corresponding Secretary. The Corresponding Secretary shall be responsible for advising of availability of minutes, agendas, notices and other relevant information. Preparation for distribution of agendas, minutes and other material at scheduled meetings is the ~~responsibility~~ responsibility of ~~te~~ the Corresponding Secretary.
6. Treasurer. The Treasurer shall maintain financial records, collect dues and assessments, and pay all monies owed by The Council. All checks over \$500 require two authorized signatures. Authorized signatures include: The President, ~~Recording Secretary~~ First Vice President, and Treasurer. The treasurer is responsible for establishing, maintaining, monitoring, and reporting to the Council on the electronic payment processing system. The treasurer shall transmit application/renewal forms which accompany dues to the Membership Committee chair.
7. Immediate Past President. The Immediate Past President is the person immediately preceding the current President in office. The President upon completion of his/her term in good standing shall serve on the Board of Directors as Immediate Past President and will be a voting member of the Board of Directors.
8. Directors at Large. The Directors at Large will be elected by the general membership and there shall be one director from each Commission district. They will serve as members of the Membership Committee. It is the responsibility of each Director at Large to recruit within the district, communicate Council information to the neighborhoods in the ~~diseriet~~ district, and act as a liaison with association representatives as necessary.

If a Director at Large is unavailable to attend a meeting(s) that Director may at a General Membership request to nominate an alternative for a set period of time to insure continuous representation for the District he/she is charged with representing. The nomination will be voted on by the General Membership. The alternate for the Director at Large will have the authority and responsibilities of the individual he/she is sitting in for only for the period of time specified at the time of the General Membership vote on said alternate Director at Large.

9. Chairman of Committees. The ~~Chairman~~ of Committees will be elected by the general membership to ~~establish~~, coordinate and implement all committees established by the Board and General Membership. The ~~Chairman~~ of Committees will be a voting member of the Board of Directors.

All elected Board members are required to be from member associations in good standing, must be the currently designated representative or alternate from the member association and must remain as the designated representative or alternate for the duration of their term of office. Should an association fail to be in good standing, the Board member will be automatically removed from office. Should the Board member no longer be the currently designated representative or alternate, they will be automatically removed from office. (refer to Section VII).

V. Committees/Standing Committees/Nominating Committee/Board Member Election

A. Standing Committees

Committees shall be suggested by the President or Council members and approved by The Council. The chairpersons of all committees, ~~including the Nominating committee~~ and except for the Membership Committee, shall be elected by the committee members ~~from their membership~~. The membership of committees shall conduct its business, keep the Board of Directors informed, and report back to The Council. Committee members shall speak on behalf of the Council when directed by either the Board or the Council.

B. Nominating Committee

Nomination for election as an Officer or Director at Large or **Chair of Committees of** the Council shall be made by the Nominating Committee consisting of four members appointed by the President and approved by the Council at the December meeting (in the even numbered year). All four Commission districts of the city must be represented: The fifth member shall be the Immediate Past President. At the February meeting, the Nominating Committee shall make as many nominations for election as it deems necessary but not less than one candidate for each officer position available. Nominations from the floor are accepted at the February and March general meetings. No Nominating Committee member shall be eligible for election on the Board of Directors unless nominated from the floor.

C. Membership Committee

The Membership Committee is chaired by the First Vice President. The Membership Committee shall monitor all aspects of membership, including retention and recruitment. The Membership Committee shall conduct its business and report on its efforts to both the Board of Directors and General Membership. The membership committee shall consist of the chair, the Corresponding Secretary, and Directors at large. The Membership Committee shall review for approval the application/renewal form which accompanies dues and will be provided to the Committee chair from the Treasurer as received.

D. Audit Committee

The audit committee shall be appointed by the Council annually as specified in XIII herein.

C. E. Board Member Election

It is desired that no more than three Officers ~~or Directors at Large~~ should be from the same Commission District of the city. All board elect candidates must come from a member association in good standing as defined in Item IV above.

VI. Removal of Board Members/Removal of Association Member

A. Removal of Board Members

The Council may remove from Office, with cause, any Board member on a vote of two-thirds (2/3rds) of the quorum that is present.

During any fiscal year, any board member having three consecutive absences from Board and/or general membership meetings will be automatically removed from office unless excused by a majority vote of the Board of Directors. A board member must provide advance notice of absences to the Board of Directors to be eligible for excusal.

Refer to Section VII herein where any of the following occur: an automatic removal for attendance which has not been excused by a majority vote of the Board of Directors; automatic removal due to lack of good standing of association; automatic removal because Directors is no longer a designated representative or alternative for an association; automatic removal because a Director is no longer a resident of the City of Fort Lauderdale; or when

~~If such automatic resignation occurs for a board member, refer to section VII.~~

~~Any Board member who is no longer designated as the voting representative or alternate for their association will be automatically removed from office. If such automatic resignation occurs for a board member, refer to Section VII.~~

~~Any Board member who is representating a member asociation who is no longer in good standing will be automatically removed from office. If such automatic resignation occurs for a board member, refer to Section VII.~~

~~Any person who serves as an Officer or Director at Large, who~~ a member of the Board of Directors ~~has established a campaign treasury for any elective public office. , shall no longer be eligible to serve as an officer of the Council. Automatic removal This shall not apply to county executive committees of political parties. This does not prohibit~~ is prohibited from ~~membership in volunteer appointed city or County advisory boards, committees, or task forces.~~

B. Removal of Member Associations

~~Council Membership is voluntary. Regular committed attendance is encouraged to assure the voice of the entire community and assure there is a quorum on voting items. Only~~

~~named representatives or their alternate from Member Associations in good standing are entitled to vote. There is no removal requirement included for Member Associations.~~

VII. Filling Vacancies

Should a vacancy of an Office occur for the above or other reasons, the First Vice President and Second Vice President shall ascend to the office of President and First Vice President respectively, or the Second Vice President shall ascend to the office of First Vice President (or President) as the case may be for a period of no longer than sixty (60) days, and the initially vacated position shall be filled by a special election upon ten (10) days notice and held within sixty (60) days.

Should a vacancy in the offices of Recording Secretary, Corresponding Secretary, Treasurer or Director at Large or Chair of Committees occur, the resulting vacant position(s) shall be filled by a special election upon ten (10) days notice and held within sixty (60) days.

VIII. Meetings

The Council shall meet monthly unless otherwise specified. Notice of all Council meetings of the members, except special meetings, shall be provided at least seven (7) days prior to such meetings. Special meetings of The Council may be called by a simple majority of the Board of Directors at any time, or at the request of one-third (1/3rd) of the entire Council voting membership in good standing. Notice of special meetings shall be provided a minimum of 24 hours prior to such meeting.

Members have the right to request the Board of Directors to include an item on the agenda for any meeting of The Council. The member should submit a written request by letter or e-mail to the Corresponding Secretary or President ~~any Officer of the Board of Directors~~. This request shall be submitted a minimum of ten working days prior to said meeting to guarantee ample time for notification to the general membership of inclusion of this item.

IX. Legal Action

The Council may not sponsor nor initiate any legal action.

X. Term of Office

The term of office for ~~Officers and Directors at Large~~ members of the Board of Directors shall be two years and commences immediately upon adjournment of the meeting at which elections are held.

XI. Fiscal Year

The fiscal year of the Council shall be from April 1st to March 31st.

XII. Amendments to ByLaws

The Bylaws may be amended by a majority vote of the voting members in good standing present, provided a quorum is present and provided, however, that written notice including text of the proposed amendment or amendments shall be made available at least sixty (60) days in advance of voting meeting.

XIII. Audits

The Treasurer's books shall be audited annually during the month of April. A committee of two (2) persons appointed by The Council will perform this audit. The Council may request interim audits at any time. The audit results shall be reported at the May meeting or at the next meeting of The Council following the audit.

XIV. Dues

The dues for all types of membership may be reviewed and/or changed at the February meeting by a majority vote of the members in good standing provided a quorum is present as defined herein.

~~The dues of Individual Non-Voting members shall be the same as that of the qualified member associations.~~ Dues for Business members shall be twice the amount of a qualified member association. The dues must be accompanied by a membership application/renewal form, which will be reviewed for approval by the Membership Committee.

XV. Parliamentary Procedure

Roberts Rules of Order may guide all meetings. The presiding officer may appoint a parliamentarian for any meeting.

XVI. Effective Date

THE FOREGOING was adopted as the Bylaws of The Council of Fort Lauderdale Civic Associations, Inc., a corporation not-for-profit, under the laws of the State of Florida, on the 13th day of November 1996.

The Bylaws were amended and approved on May 11, 2004 and replace all prior version in their entirety.

The Bylaws have been further amended on May 10, 2006 and replace all prior versions in their entirety.

The Bylaws have been further amended by an itemized vote of the general membership on September 13, 2011 and replace all prior versions in their entirety