

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

### **There Are Two Levels of Membership Available:**

#### **A. Qualified Civic or Homeowner Association**

Neighborhood organizations which have been officially recognized by the City of Fort Lauderdale (hereinafter “association(s)”) may become a voting member upon submission of application and required documentation specified therein for approval and payment of approved dues.

#### **B. 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

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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 and recuse themselves from a vote.

### **III. Board of Directors**

The Board of Directors shall consist of the elected officers of The Council (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 Chair 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 does fulfill quorum requirements, is considered in attendance, and the Director is permitted to cast a vote. Board voting via email for emergency issues is permitted. A 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. 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 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

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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 of 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, 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

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neighborhoods in the 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. Chair of Committees. The Chair of Committees will be elected by the general membership to coordinate and implement all committees established by the Board and General Membership. The Chair of Committees will be a voting member of the Board of Directors.

## **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, except for the Membership Committee, shall be elected by the committee members. 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**

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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.

## **E. Board Member Election**

It is desired that no more than three Officers 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 above.

## **VI. Removal of Board Members**

The Council may remove from Office, with cause, any Board member on a vote of two-thirds (2/3) 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 a member of the Board of Directors has established a campaign treasury for any elective public office. Automatic removal shall not apply to county executive committees of political parties. No member of the Board of Directors is prohibited from membership in volunteer appointed city or County advisory boards, committees, or task forces.

## **VII. Filling Vacancies**

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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. 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 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.

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## **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.

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

The Bylaws have been further amended on November 12, 2019 and replace all prior versions in their entirety.