



Last update: January 27, 2022

BYLAWS OF TAMPA HEIGHTS CIVIC ASSOCIATION

The name of the organization is Tampa Heights Civic Association (THCA). The organization is organized in accordance with the Florida Not for Profit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is the following:

The purposes of the THCA is to support residential activities, and implement in an ongoing effort to improve the Tampa Heights Neighborhood; to enhance health, security and other community services through information and voluntary activity; to monitor public utilities; to foster harmonious relationships within the community; to maintain liaison with governmental and nongovernmental entities having functions related to these purposes; and to perform such other duties as may be assigned by its membership.

The mission of the THCA is to be a nucleus for the neighborhood, provide civic activities for the betterment of the community, support the creation of employment opportunities, encourage civic pride, advocate for policies that enable affordable home ownership, promote the restoration and maintenance of historic buildings, promote new development that is aesthetically compatible with the existing neighborhood, encourage new business growth in Tampa Heights, support existing businesses and other people-focused community development.

ARTICLE I DIRECTORS

Section 1. Number of Directors

The THCA shall be managed by a board of directors of not less than six (6) executive positions.

Section 2. Board Positions

There is a total of twelve (12) board positions as outlined below:

- 1) President
- 2) First Vice President
- 3) Second Vice President
- 4) Recording Secretary
- 5) Correspondence Secretary
- 6) Treasurer
- 7) Parliamentarian
- 8) Four (4) Area Representatives – one (1) representative for each area quadrant
- 9) One (1) Member-at-large



Last update: January 27, 2022

Section 3. Board Duties and Responsibilities

The board conducts the financial and administrative business of the THCA. Specific duties include:

- a) Approve standing operating income.
- b) Approves/disapproves all written contracts, agreements, and understandings that may require fund expenditure.
- c) Approves/disapproves formation of special committees.
- d) Approves/disapproves appointment to chair committees.
- e) Appoints members to fill vacancies on the board.
- f) Selects the election committee.

Section 4. Election and Term of Office

The directors shall be elected at the annual meeting of the voting members and shall continue to serve until their successors have been elected.

Except for President, First Vice President, and Parliamentarian, all members of the board automatically serve terms of one (1) year. These board members may serve consecutive terms. The President, First Vice President, and Parliamentarian will serve two (2) year terms. The outgoing board members may run for an additional consecutive one (1) term.

Section 5. Attendance

Any board member Absent from four (4) total Board of Directors meetings during the calendar year shall be automatically disqualified and removed from office. The removed member shall have the right to appeal the removal and submit supporting evidence. The Board may vote to nullify the removal and retain the member upon a simple majority vote. Participation via teleconference does not count as an absence.

Section 6. Quorum

A majority of directors shall constitute a quorum.

Section 7. Adverse Interest

In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 8. Regular Meeting

The board of directors shall meet immediately after the election for the purpose of appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The board of directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 9. Special Meeting

Special meetings may be requested by the president, first vice president, secretary, or any two directors by providing five days' written notice by email or ordinary United States mail, effective when mailed. Minutes of the meeting shall be sent to the board of directors within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the



Last update: January 27, 2022

members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, notes on matters submitted to the members, pose questions, and make comments.

Section 10. Procedures

The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the board of directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. Votes may be conducted via email or other electronic communications technology at the discretion of the President should matters require a vote prior to the next Board of Directors meeting. A director of the THCA who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The board shall keep written minutes of its proceedings in its permanent records.

Section 11. Informal Action

Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 12. Removal / Vacancies

A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the board of directors, whether by death, resignation, removal, or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 13. Committees

To the extent permitted by law, the board of directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees.

ARTICLE II OFFICERS

Section 1. Number of Officers

The officers of the THCA shall be a president, one or more vice presidents (as determined by the board of directors), a treasurer, two secretaries, and a parliamentarian. Such officers shall be the legal representatives of THCA for corporate purposes, as differentiated from the entire Board of Directors.

Section 2. Chair

The THCA president chairs the board and general meetings. The first and/or second vice president chairs the board and general meetings when the president is absent. In the absence of the president, the first vice president may call special meetings in emergencies.



Last update: January 27, 2022

Section 3. Officer Duties

President/Chairman

The president shall be the chief executive officer and shall preside at all meetings of the board of directors and an executive committee, if such a committee is created by the board. Additional duties include:

- a) Brings any matter before the board requiring the board's approval.
- b) Acts as the official representative of the THCA.
- c) May appoint others to represent the THCA as approved by the board.
- d) States all motions, performs call to vote, and states the results.
- e) Ensures the decision of an approved majority vote is implemented.
- f) Casts the decisive vote in the event of a tie.

First Vice President

The first vice president shall perform the duties of the president in the absence of the president and shall assist that office in the discharge of its leadership duties.

Second Vice President

The second vice president shall assist the president and first vice president in the discharge of their duties. The second vice president shall perform the duties of the president and/or first vice president in the absence of either officer. Additional duties include:

- a) Serves as interim chair on a standing committee.
- b) Serves as treasurer and/or recording secretary in the absence of either officer
- c) Obtains external audit or appropriate accounting review of all financial records.
- d) Maintains record of all real and personal property, materials, and other THCA documents.
- e) Serves as the historian for the THCA.

Recording Secretary

The recording secretary shall give notice of all meetings, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the THCA. Additional duties include:

- a) Maintaining the minutes of the board of directors' meetings and all committee meetings.
- b) Outlines all motions/resolutions passed or failed at all meetings.
- c) Keep a list of all board members and committee chairpersons including full address, email, and phone information.
- d) Provide the original minutes, any correspondence, and any distributed materials presented by a guest or a THCA member to the second vice president

Corresponding Secretary

The corresponding secretary is responsible for writing all letter and emails approved by the board and/or general membership, managing the social media accounts of the organization, and managing general marketing duties. Provides copies of said letters and emails to the second vice president for permanent record. The corresponding secretary will record minutes in the absence of the recording secretary, or when the recording secretary is chairing a committee.



Last update: January 27, 2022

Treasurer

The treasurer shall be responsible for conducting the financial affairs of the THCA as directed and authorized by the board of directors, and shall make reports of corporate finances as required, but no less often than at each board meeting. The treasurer also maintains a listing of THCA members in good standing. Presents a written annual reporting, detailing income, expenditure, and account balances to the general membership during the first meeting of the fiscal year. Provides financials upon request to any good standing THCA member.

Parliamentarian

The parliamentarian will assist the president in maintaining order and proper procedure according to these bylaws, continuing resolutions, and the current edition of Robert's Rules of Order. In case of conflict, these bylaws and continuing resolutions take precedence. Also, the parliamentarian maintains copies of these bylaws and current edition of Robert's Rules of Order and brings each to every meeting.

Section 4. Removal or Vacancy

The board of directors shall have the power to remove an officer or agent of the THCA. Any vacancy that occurs for any reason may be filled by the board of directors.

ARTICLE III ELECTIONS

Section 1. Timing

Members of the board shall be elected during the January general meeting.

Section 2. Eligibility

Any individual or business member who is in good-standing at the time of election is eligible for any position on the board.

Section 3. Standard Voting

- a) Voting will be done on written ballots provided by the election committee.
- b) Absentee ballots will be accepted.
- c) Voting by proxy is not permitted and not recommended by Roberts Rules of Order.
- d) Only active members who are in good standing at the time of the vote will receive ballots.
- e) The election committee will be responsible for determining voter eligibility.
- f) Each board position slate will receive nominations and will be voted on individually.

Section 4. Electronic Voting

Voting may be conducted via email or other electronic means. An email motion presented for board approval seeking an email response for adoption must receive a majority vote by the quorums outlined in the bylaws. The board will retain each board member's email confirmation as proof of voting and shall be recorded in THCA's meeting minutes.

Section 5. Conducting Annual Election

The election of board members will be conducted in the following manner:

- a) At the September general meeting the president announces an election committee and the president with board approval appoints a committee chair. The committee members may not be candidates in



Last update: January 27, 2022

the upcoming election.

- b) A broadcast news brief seeking nominations for open board positions will be sent to the THCA email group and the election information will be posted on THCA's web site immediately following the September meeting. The election chair shall ensure this is accomplished.
- c) The election committee accepts nominations until the day of the November general meeting for purposes of establishing the official slate.
- d) Nominees not currently serving on the board shall provide a one-page bio or vitae prior to the December board meeting. Nominees not providing a bio or vitae will be dropped from the slate.
- e) The treasurer will provide the election chair with a current list of members in good standing for voting member verification by the day preceding the January general meeting and election.
- f) Elections will be conducted, and ballots will be given to eligible members the night of elections at the January general meeting. Only absentee ballots delivered to the THCA election committee, no later than the day of the election, will be counted. There shall be a separate area designated for voting. Only persons located within the designated voting areas may vote for their nominated representative to the board.
- g) The election committee is to ensure that only active members receive ballots. The election committee shall count the ballots and report the results prior to the conclusion of the January general meeting.
- h) Any active member may request a recounting of the ballots. The results of the recount will be final.

Section 6. Rules of Ascension

- a) THCA officers, except for parliamentarian, are elected by the general membership.
- b) The most recent former president will automatically assume the parliamentarian position.
- c) Officers, may serve as Interim committee chair until that position is filled.
- d) Each member of the board will have no more than one vote.
- e) Area representatives are elected by a simple majority vote of active members in good standing residing or conducting business within that area. Boundaries for the area representative will be determined by committee and reviewed when necessary by the board.
- f) Except for president, first vice president, and parliamentation all members of the board automatically serve terms of one (1) year. These board members may serve consecutive terms.
- g) The president, first vice president, and parliamentation will serve two (2) year terms. The outgoing board members may run for an additional consecutive one (1) term.

ARTICLE IV MEMBERSHIP

Membership in the THCA shall be open to all property owners, residential renters, and owners of businesses located within the boundaries of Tampa Heights. All persons having legal or equitable title to real property, or a lease of such property, including one or more lots, commercial properties, individual homes, or condominium units in Tampa Heights, Hillsborough County, Florida, shall be eligible for membership. Membership shall terminate when such person ceases to own such property in Tampa Heights.

Each member must comply with both of the following requirements to be considered members in good standing and retain their voting rights.



Last update: January 27, 2022

- a) Dues – must be paid in advance for each fiscal year
- b) Censure – the member must not be under an order of censure

Section 1. Individual Membership

Any residential resident within the THCA boundaries who is at least eighteen (18) years of age is eligible for membership. The member must pay annual membership dues. Individual membership allows each member one vote. Membership will terminate when such person ceases to own or lease such property in Tampa Heights.

Section 2. Business Membership

Any owner of a for-profit business, commercial rental property, residential rental property, or vacant land within the THCA boundaries is eligible for membership. Business memberships provide one (1) vote per property. Members entitled to both an individual and business memberships may choose either or both types of membership, but in no case will any member have more than one (1) vote. Membership will terminate when such member ceases to own or lease such property or business in Tampa Heights.

Section 3. Associate Membership

This membership is for individuals who do not own or rent a residence, property, or business within the THCA boundaries. This membership also includes Non-profit and Not-for-Profit organizations who do not meet the definition of the business membership. Associate members may attend all general meetings, participate on committees, and engage in all THCA community events. Associate members are not eligible to vote, hold office, or chair any committees.

Section 4. Membership Dues

The membership dues will be determined by the board of directors prior to each calendar year and approved by a simple majority of the board of directors. The membership dues will be voted on before the end of the current fiscal year to be enacted the subsequent fiscal year. Dues shall be payable on a rolling annual basis and cover the twelve (12) month period from date of payment.

Section 5. Rules of Membership

All members will abide by the bylaws, amendments, and/or continuing resolutions of the THCA. Members will abide by the most recent edition of Robert's Rules of Order at all meetings.

No member may conduct business in the name of the THCA or represent him or herself as acting on behalf of the THCA without the express written consent of the board.

Any member failing to pay their dues, or obligations of any kind due to the THCA, for a period of two (2) months after they are due, shall become inactive.

Section 6. Censure of a Member

The THCA meetings are public and incumbent on its membership to conduct themselves in a manner which supports and sustains THCA's mission and long-term objectives. Members may be subject to censure if a member:

- a) Exhibits conduct grossly unbecoming a member including but not limited to, repeated meeting disruption, persistent interference, or obstruction of organizational function; creating dissension



Last update: January 27, 2022

- among members; and personal attacks on members shall be sufficient cause for censure.
- b) A board member may introduce a motion requesting that a committee be appointed to consult with a member regarding his or her behavior.
 - c) If consultation with the accused fails to obtain a satisfactory outcome, the board of directors shall introduce the matter of censure at the next board of director meeting. Prior to a motion for member censure, the board will invoke with proper quorum an executive session where a ballot vote (written or electronic) will be conducted and require a majority to pass. A motion to revoke censure shall follow the same procedural process. Both actions shall be recorded in the minutes.
 - d) The term of censure will be at least one (1) year or otherwise determined by the board of directors.
 - e) Robert's Rules Article 13 shall govern circumstances not covered by these bylaws and in accordance with Fla. Stats. §617.06.01 & §617.0808.

Article V COMMITTEES

Standing Committees

The standing committees are permanent committees. The chairs of standing committees are elected by the general membership or appointed by the board. There are four (4) organizational standing committees with an area representative assigned to each committee to recruit, organize, oversee, and report on the activities of the committee.

- 1) Business Committee
- 2) Neighborhood Improvement Committee
- 3) Marketing Committee
- 4) Neighborhood Safety Committee

Specified Committees

There are two (2) specified committees:

Election Committee

The president, with board approval, appoints the chair of the election committee. The election committee chair appoints the committee members. The chair of the election committee has no vote on the board. The THCA president may not attend election committee meetings. The committee is dissolved after its function is fulfilled.

Audit Committee

The second vice president serves as the chair of the audit committee. The president may not attend audit committee meetings. The committee is dissolved after its function is fulfilled.

Fund-Raising Committees

Any active member of the THCA may form a fund-raising committee. The committee chooses its own chair, selects its fund-raising method, and decides on a use of fifty (50%) percent of the money raised. The committee then submits its plan to the board. Fifty (50%) percent of any money raised must go into the THCA general funds. The board reviews the committee plan for conformance with these bylaws. The fund-raising committee chair presents all fund-raising proposals at the next general meeting for approval/disapproval. The treasurer of the THCA is the administrator all funds raised.



Last update: January 27, 2022

Special Committees

Committees may be permanent or temporary. Committees are formed when a need is recognized. The president, with board approval, forms special committees and appoints their chairs. The chair of the committee appoints the committee members. Committee chairs are not voting members of the board.

ARTICLE V THCA AREA and REPRESENTATIVE BOUNDARIES

The overall boundaries of the THCA shall be as follows: The area within the south side of Dr. Martin Luther King Jr. Boulevard, the east side of North Boulevard, the north side of I-275 to the south and west side of I-275 to the east. For purposes of the THCA, the overall boundaries have been broken into the following four (4) quadrants.

- 1) The **Northeast Quadrant** Area shall be defined as the area bounded by: Interstate 275 to the East, N. Florida Ave to the West, Dr. Martin Luther King Jr. Boulevard to the North, and Columbus Avenue to the South.
- 2) The **Southeast Quadrant** Area shall be defined as the area bounded by: Interstate 275 to the East, N. Florida Ave to the West, Columbus Avenue to the North, and Interstate 275 to the South.
- 3) The **Northwest Quadrant** Area shall be defined as the area bounded by: N. Florida Avenue to the East, North Boulevard to the West, Dr. Martin Luther King Jr. Boulevard to the North, and Columbus Avenue to the South.
- 4) The **Southwest Quadrant** Area shall be defined as the area bounded by: N. Florida Avenue to the East, North Boulevard to the West, Columbus Avenue to the North, and Interstate 275 to the South.

ARTICLE VI MEETINGS

Section 1. Annual Meeting

An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the board of directors from time to time. These meetings will either be held in-person or via the internet or other electronic communications technology as determined by the board of directors.

Section 2. General Meetings

Meetings for the general membership will be conducted according to the schedule set forth by the board of directors. The minimum meeting schedule will be monthly. The meetings will be open to all Tampa Heights residents and property owners. These meetings of members are not required to be held at a geographic location if the meetings are held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.



Last update: January 27, 2022

Section 3. Special Meetings

Special meetings may be requested by the president or the board of directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 4. Notice

Written notice of all meetings shall be provided under this section or as otherwise required by law. The notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be emailed to all directors of record at the email address provided by the board members, at least 5 days prior to the meeting. Such notice shall be deemed effective when email messages have been successfully sent and no invalid email address messages are received.

Section 5. Place of Meeting

Meetings shall be held at the THCA 's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 6. Quorum

Board Meetings

A simple majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors' results in representation of less than a quorum.

General Meetings

For all general meetings the voting quorum will be the majority of the attending active members who are in good standing at the time of the vote.

Section 7. Informal Action

Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

ARTICLE VII VOTING

The voting rights of the board of directors and members are set forth below.

Section 1. Board of Directors

Any of the board of directors shall have the power to make motions, second motions, or vote at board meetings. Votes may be conducted by verbal or electronic means when necessary.



Last update: January 27, 2022

Section 2. General Members

Active members in good standing (dues are current, and member is not under censure) may vote. Associate members are not eligible to vote.

ARTICLE VIII FUNDS

Section 1. Bank Accounts

Withdrawals of any kind require the signature of any of the following officers: president, vice president, or treasurer. Withdrawals of any kind require the use of a cash disbursement form.

Section 2. Use of Funds

THCA funds will not be spent, committed, or distributed in any manner which could invalidate the eligibility of the THCA to meet Internal Revenue Service requirements for a 501 (C)(3) not-for-profit corporation.

Section 3. Audits

Each year, the audit committee will review the THCA financial records, inventory, property, real and personal, prior to the January general meeting. The prior years bank deposits, expenditures, receipts, and ledgers will be included in the review to ensure accuracy in reporting. The audit committee shall review the internal controls for cash handling. The report to the board and general membership will be presented at the January general meeting, which will serve as the corporation's annual meeting.

ARTICLE IX CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The THCA shall not have a corporate seal. All instruments that are executed on behalf of the THCA which are acknowledged, and which affect an interest in real estate shall be executed by the president or any vice president and the secretary or treasurer. All other instruments executed by the THCA, including a release of mortgage or lien, may be executed by the president or any vice president. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

ARTICLE X AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed through the following process:

- a) Any active member may make a motion to consider an amendment to the bylaws or continuing resolutions at any general meeting. The motion need only carry by a simple majority of those present and eligible to vote.
- b) If the motion to consider the amendment is passed, the specific amendment will be published on THCA's website within 48 hours. The amendment should also be advertised via other regular communication channels that THCA employs.
- c) The proposed amendment will be open for further discussion and put to a vote at the next general meeting. Continuing resolutions may be adopted by a majority vote of the board or at a general meeting.
- d) To pass, a simple majority of all active members' present must vote for its passage.



Last update: January 27, 2022

ARTICLE XI INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of the THCA shall be indemnified and held harmless by the THCA to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the THCA to provide broader indemnification rights).

ARTICLE XII DISSOLUTION

The THCA may be dissolved only with authorization of its board of directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the THCA, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the board of directors.



Last update: January 27, 2022

CERTIFICATION

Brian Seel, President of Tampa Heights Civic Association, and Faith Wind, Secretary of Tampa Heights Civic Association certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the General Membership on February 24, 2022.

By:

Date:

Brian Seel, President

By:

Date:

Faith Wind, Secretary