



# ***TAMPA HEIGHTS CIVIC ASSOCIATION***

## ***Bylaws & Continuing Resolutions***

November 19, 2015

Latest Revision: December 14, 2015

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### **CHAPTER 1 - Membership**

#### **1.1 - Active Membership**

- (a) Anyone who owns or rents a home, property owners, and Not-for-Profit business owners within the boundaries (Chapter 12.01) of the Tampa Heights Civic Association are encouraged to attend general and board meetings.

However, only active members have voting privileges. There are two types of active memberships.

- (b) For the purposes of these bylaws and continuing resolutions, the Tampa Heights Civic Association is hereinafter designated as "THCA."
- (c) THCA shall be incorporated under the laws of the State of Florida

**1.2 - Individual Membership**

- (a) Any permanent resident within the THCA boundaries who is at least eighteen years old is eligible for membership.
  - (1) Membership fee is \$12.00 per year.

**1.3 - Business Membership**

- (a) Any owner of a for-profit business, commercial rental property, residential rental property, or vacant land within the THCA boundaries is eligible for membership.
  - (1) Membership fee is \$25.00 per year.
- (b) Business Membership entitles the business to one vote.
- (c) Members entitled to individual and business memberships may choose either or both types of memberships, but in no case will any member have any more than one vote.

**1.4 - Associate Membership**

- (a) Anyone who does not own or rent a home, property, or business within the THCA boundaries is eligible for an associate membership.
- (b) Non-profit and Not-for-Profit organizations are also eligible for associate membership.
- (c) Associate members may not vote, hold office in the THCA, or chair any committee.
  - (1) Membership fee is \$25.00 per year.

**1.5 - Rules of Membership**

- (a) Members will abide by the Bylaws and continuing resolutions of the THCA.
- (b) Members will abide by the most recent edition of Robert's Rules of Order at all meetings.

- (c) 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 consent of the Executive Board.

**- Censure of a Member**

The meetings of this organization are public and incumbent on its membership to conduct themselves in a manner which supports and sustains the organization's charter and long-term objectives.

- a) Conduct grossly unbecoming a member including but not limited to, repeated meeting disruption; persistent interference or obstruction of organizational function; creating dissension among the members of the association; and personal attacks on members shall be sufficient cause for censure of a member.
- 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 regular meeting of the executive board of directors. Prior to a motion for member censure, the board will invoke with proper quorum an executive session where a written ballot vote will be conducted and require a majority to pass. Actions of this nature may only be conducted in full/non-electronic meetings of the board. A motion to revoke censure shall follow the same procedural process. Both actions shall be recorded in the organization's minutes.
- d) Under circumstances where reconciliation cannot be achieved in a satisfactory manner the board has addition relief under Chapter 5.5.(a)
- e) Robert's Rules Article 13 shall govern circumstances not covered in this continuing resolution and in accordance with Fla. Stats. § 617.0601 & § 617.0808.

**1.6 - THCA Area and Representative Boundaries**

The boundaries of the Tampa Heights Civic Association 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.

- (a) 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.

- (b) 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.
- (c) 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
- (d) 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

## **CHAPTER 2 - Meetings**

### **2.1 - General Membership Meetings**

- (a) Meetings will be held on the fourth Thursday of each month except for November and December, when the meeting will be held on the third Thursday of the month.
- (b) Meetings will begin at 7:00 pm.
- (c) Only active members in good standing (dues are current and is not under censure) may vote.
- (d) Associate members may not vote.

### **2.2 - Executive Board Meetings**

- (a) Special meetings of the executive board may be called in accordance with Chapter 5.1
- (b) Meetings are held during the second week of each month and at other times as necessary. The time and place will be announced at the general membership meeting and by other available means including newsletters, electronic means and on the website. Any general member may attend the executive board meetings.
- (c) Only Executive Board Members may make motions, second motions, or vote at Board meetings. Votes may be conducted by electronic means when necessary. See Chapter 4.1. , For Board members.

### **2.3 - Rules of Conduct**

- (a) All meetings will be governed by the Bylaws of the THCA and parliamentary procedure according to the current edition of Robert's Rules of Order.

- (b) Those members attending Board meetings will not affect the outcome of Board business by inappropriate behavior.

**2.4 - Quorum**

- (a) General Meetings: Twenty-five percent of active members in good standing constitute a quorum of the THCA general meetings.
- (b) Executive Board Meetings: Simple majority of the Board constitutes a quorum at a Board Meeting.

**CHAPTER 3 - Elections**

**3.1 - Time**

- (a) Members of the Executive Board shall be elected at the January general meeting.

**3.2 - Eligibility**

- (a) Individual and business members are eligible for any position on the Executive Board.
- (b) No more than two members of the same household may seek office in the same year.
- (c) No member may seek more than one office at a time.

**3.3 - Ballot Voting**

- (a) Voting is done on written ballots provided by the Elections Committee. Absentee ballots will be accepted.
- (b) Voting by proxy is not permitted and not recommended by Roberts Rules of Order.
- (c) Only active members in good standing receive ballots.
- (d) The Elections Committee determines voter eligibility.
- (e) Each executive Board position slate will receive nominations and be voted on individually.

**3.4 - Electronic Voting**

- (a) An email motion presented for board approval seeking an email response for adoption must receive a majority vote by the organizations stated quorum for that specific type of meeting in order to be adopted. An electronic signature area for each board member contained in the motion's electronic document

shall suffice for this purpose. The motion and vote shall be recorded in the organization's minutes.

### **3.5 - Conduct of Annual Elections**

- (a) At the September General Meeting the President announces an Elections Committee and the President with board approval appoints a committee chair. (See 6.2) The Committee Members may not be candidates in the upcoming elections.
- (b) A broadcast news brief seeking nominations for open board positions will be sent to the Tampa Heights Civic Association email group and the election information will be posted on the organization's web site immediately following the September meeting. The elections chair shall ensure this is accomplished.
- (c) The Elections 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 meeting of the December executive board. Nominees not providing a bio or vitae will be dropped from the slate.
- (e) The treasurer will provide the elections chair with a current list of members in good standing for voting member verification by the day preceding the January General Meeting and election (Chapter 6.2).
- (f) Elections will be conducted and ballots will be given to eligible members the night of elections at the January Meeting. Only Absentee Ballots delivered to the THCA Elections Committee, no later than the day of the elections, 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 Executive Board.
- (g) The Elections Committee is to ensure that only active members receive ballots. The Elections 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.

## **CHAPTER 4 - Executive Board Composition**

**4.1 - Persons in the following positions comprise the Executive Board:**

- (a) President
- (b) First Vice President
- (c) Second Vice President
- (d) Recording Secretary
- (e) Correspondence Secretary
- (f) Treasurer
- (g) Parliamentarian
- (h) Four (4) Area Representatives

<p style="text-align: center;"><b>- The Executive Board will also consist of:</b> One (1) Member At-Large</p>
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**4.2 - Elections - Rules of Ascension**

- (a) THCA Officers and Standing committee chairs, except Parliamentarian, are elected by the General Membership.
- (b) The most recent former president will automatically assume the position of Parliamentarian.
- (c) The most recent second vice president will automatically assume the position of first vice president.
- (d) Officers (except the President) may serve as Interim Committee Chair until that position is filled.
- (e) In no case will a member of the Executive Board have more than one vote.

**4.3 - Elections – Area Representatives**

- (a) Area representatives are elected by a simple majority vote of active members in good standing. Boundaries for the Area Representative will be determined by Committee and reviewed when necessary by the Executive Board. Executive Board Terms
- (b) All members of the Executive Board serve terms of one year and may serve consecutive terms except the President and first vice president, whose terms will run for two years and may run for an additional consecutive one-year term.

## **CHAPTER 5 - Executive Board Duties and Responsibilities**

### **5.1 - Chair**

- (a) The President of the THCA chairs the Executive Board and General Meetings. The First and/or Second Vice President chairs the Executive Board and General Meetings when the President is absent. In the Absence of the President, the Vice President may call special meetings in emergencies. See Chapter 6.3.

### **5.2 - Attendance**

- (a) Any Executive Board member missing two consecutive meetings may be replaced by the Board unless prior notice to any Executive Board member of reasonable anticipated absences is given.

### **5.3 - General Duties**

- (a) The Executive Board conducts the financial and administrative business of the THCA.

### **5.4 - Specific Duties**

- (a) Approve standing operating expenses.
- (b) Approves/Disapproves all written contracts, agreements, and understandings which may require expenditure of funds.
- (c) Approves/Disapproves use of the name Tampa Heights Civic Association (THCA) and its logo.
- (d) Approves/Disapproves formation of special committees.
- (e) Approves/Disapproves appointments to Chair Committees.
- (f) Appoints members to fill vacancies on the Board.
- (g) Selects the Elections Committee.

### **5.5 - Revocation of Membership**

- (a) The Board may revoke THCA membership status for one year, under the following conditions and terms:
  - (1) A member repeatedly refuses to follow these Bylaws or Robert's Rules of Order.
  - (2) A member knowingly claims to represent the THCA without consent of the Board.

- (3) A member knowingly misrepresents the goals, policies, or decisions of the THCA.

## **CHAPTER 6 - Duties of the Officers**

### **6.1 - The President**

- (a) Chairs General and Executive Board Meetings, maintaining order and enforcing THCA Bylaws with the Parliamentarian's guidance.
- (b) Brings any matter requiring the Board's approval before the Board.
- (c) The President is the Official representative of THCA.
- (d) With the approval of the Board, may appoint others to represent THCA for specific reasons.
- (e) Restates all motions: Call to vote, states result.
- (f) Ensures the decision of a majority vote is implemented.
- (g) Casts the decisive vote in the event of a tie.

### **6.2 - First Vice President**

- (a) Assists the President with the duties of office.
- (b) In the absence of the President, or in the event of the President's inability to serve for any reason, the First Vice President takes the Chair and assumes the duties of that office.

### **6.3 - Second Vice President**

- (a) Assists the President and Vice President with the duties of office.
- (b) In the absence of the President and First Vice President, or in the event of the First Vice President's inability to serve for any reason, the Second Vice President assumes the duties of that office.
- (c) Serves as interim chair on a standing committee as needed.
- (d) Serves as Treasurer and/or Recording Secretary as needed.
- (e) Obtains external "audit" or appropriate accounting review of all financial records as needed.
- (f) Maintains record of all property, real and personal, materials and documents.
- (g) Serves as the Historian for THCA.

**6.4 - Recording Secretary**

- (a) Keeps the Minutes of the General and Board Meetings and Provides copies to Second Vice President for record keeping.
- (b) Outlines all motions/resolutions passed/failed at all meetings.
- (c) Keeps a list of all Executive Board Members and Committee Chair Persons with addresses and phone numbers.
- (d) Is responsible for providing to the Second Vice President the original minutes, any correspondence and any distributed materials by a guest or the THCA.

**6.5 - Correspondence Secretary**

- (a) Responsible for writing all letters approved by the Board and/or General Membership.
- (b) Provide copy of said letters to the Second Vice President for permanent record.
- (c) Records minutes in the absence of the Recording Secretary or when the Recording Secretary is chairing the meeting.

**6.6 - Treasurer**

- (a) Keeps a current list of all THCA Members in good standing.
- (b) Receives and deposits funds into the THCA account(s).
- (c) Makes Board authorized payments.
- (d) Keeps detailed records of all THCA financial transactions and presents condensed monthly report at all General Meetings.
- (e) Presents a written annual report, detailing income, expenditure, and account balances to the General Membership during the January General Meeting which will serve as the 501(c)(3) Annual Meeting.
- (f) Ensures financial records are available to any member in good standing.

**6.7 - Parliamentarian**

- (a) Assist 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.

- (b) Maintains copies of these Bylaws and current edition of Robert's Rules of Order and has available at all meetings.

## **CHAPTER 7 - Committees**

### **7.1 - Standing Committees**

- (a) Standing Committees are permanent committees.
- (b) The Chairs of Standing Committees are elected by the general membership or appointed by the Board.
- (c) There are four 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

### **7.2 - Specified Committees**

- (a) Elections Committee
  - (1) The President, with Board approval, appoints the Chair of the Elections Committee.
  - (2) The Elections Committee chair appoints the committee members.
  - (3) The Chair of the Election Committee has no vote on the Executive Board.
  - (4) The THCA president may not attend Election Committee meetings.
  - (5) The committee is dissolved after its function is fulfilled.
  - (6) Chapters 2.1-2.5 relate to the function of the Elections Committee.
- (b) Audit Committee
  - (1) The Second Vice President serves as the chair of the Audit Committee.
  - (2) The President may not attend Audit committee meetings.
  - (3) The Committee is dissolved after its function is fulfilled.
  - (4) The functions of the Audit Committee are covered in Chapter 7.2.

### **7.3 - Special Committees**

- (a) 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.

#### **7.4 - Fund Raising Committees**

- (a) Any active member of the THCA may form a fund raising committee.
- (b) 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 Executive Board.
- (c) Fifty (50%) percent of any money raised must go into the THCA general funds.
- (d) The Executive Board reviews the committee plan for conformance with Chapter 9 of these Bylaws.
- (e) The Fund Raising Committee Chair presents all fund raising proposals at the next General Meeting for approval/disapproval.
- (f) The Treasurer of the THCA is the administrator all funds raised.

### **CHAPTER 8 - Control and Disbursement of Funds**

#### **8.1 - Bank Accounts**

- (a) Withdrawals of any kind require the signature of any of the following officers: President, Vice President, or Treasurer.
- (b) Withdrawals of any kind require the use of a cash disbursements form.

#### **8.2 - Audits**

- (a) There will be an external review of the THCA financial records, inventory, property, real and personal, prior to the January General Meeting.
  - (1) The audit committee reviews the prior years bank deposits, expenditures, receipts, and ledgers for accuracy in reporting.
  - (2) It shall review the internal controls for cash handling.
- (b) The Audit Committee presents the report to the Board and general membership at the January General Meeting, which will serve as the corporation's annual meeting.

### **CHAPTER 9 - Not-for-profit Provision**

### **9.1 - 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.**

## **CHAPTER 10 - Non-Discrimination**

**No person shall be denied membership in the THCA or participate in THCA activities because of race, religion, creed, national origin, disability, sexual orientation, marital status, or age.**

## **CHAPTER 11 - Bylaws or Continuing Resolutions**

### **11.1 - Codification**

- (a) Bylaws are codified with two sets of numbers: the chapter, and the related bylaw number. There are periods after the chapter number, and after the bylaw number. Thus, a bylaw provision related to “Membership” would be codified as “1.1.” Bylaw changes must be adopted at a meeting of the full voting membership.
- (b) Continuing resolutions are intended to provide descriptions of operational patterns and practices or of the ongoing responsibilities of committees or other units within the organizational structure. They follow the relevant bylaw to which they refer. Continuing resolutions also are codified with three sets of numbers. The last set of digits in a continuing resolution indicates the month and year in which it was adopted. Unlike bylaws, which are adopted by the general membership at a legally called and conducted meeting, continuing resolutions may be adopted either by a special membership meeting or by the board of directors. (e.g. 1.5.MMY)

### **11.2 - Amendment**

- (a) Any active member may make a motion to consider an amendment to the Bylaws or continuing resolutions at a 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 in the next newsletter and on THCA’s website
- (c) To pass, a simple majority of all active members’ present must vote for its passage

- (d) The proposed amendment will be open for further discussion and put to a vote at the next meeting of the annual or full membership. Continuing resolutions may be adopted by a majority vote of the board or at a general meeting.

## **CHAPTER 12 - Unassigned**

## **CHAPTER 13 - Dissolution Clause**

**In the event of the association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any association with similar purposes which is not carried on for the profit or gain of its individual members.**

**Approved and adopted by the general membership at its second reading on November 19, 2015.**

Richard Peterika,  
Recording Secretary