

SOUTH MIDDLE RIVER CIVIC ASSOCIATION (SMRCA)
BYLAWS
NOTATION RE 501 (c) (3) STATUS

INTRODUCTORY NOTE

On the following pages are the updated Bylaws for SMRCA, which were approved by the General Membership through a 2/3 majority vote on September 24, 2013.

Please note that our 501 (c) (3) status had been recently suspended by the IRS on a technicality. We have since then filed the tax returns for the past four years, including 2012. This brings us current with our filing requirements. We are now waiting for a response from the IRS.

Until this is reinstated, any specific information regarding SMRCA's 501(c) (3) status in these bylaws does not apply.

Thank you.

Governance/Bylaws Committee

SOUTH MIDDLE RIVER CIVIC ASSOCIATION, INC. BYLAWS

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South Middle River Civic Association, Inc.

BYLAWS

Article I Establishment of Civic Association

Section 1

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

Section 2

South Middle River has its boundaries as follows:

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

For west and south - the border is “the median line” of Powerline (NW 9th) Ave and Sunrise Blvd, respectively.

For the north – the border is the center of the South Fork of the Middle River (a/k/a the Central Channel of the South Fork of the Middle River).

Article II Non-Profit Purposes

Section 1

501(c) (3) Purposes

The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The purpose of the South Middle River Civic Association, Inc. is to provide a forum wherein ideas and information concerning the improvement of our neighborhood may be discussed, and then provide a system through which these ideas and this information may be put into action.

We are specifically concerned with neighborhood improvement as it pertains to infrastructure and the education of our residents and at risk youth, safety and security, as well as our community image and lifestyle. The Nondiscrimination Articles of the City of Fort Lauderdale, Florida shall prevail in all circumstances.

Section 2

501c3 Tax Exemption Provisions: Limitations on Activities

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

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

Section 3

Mission

The specific objectives and purpose of the Association/Corporation are:

1. To be an inclusive Association/Corporation that enhances the quality of life for all who own or rent a business or residence in South Middle River.
2. To build on the shared strengths of our diversity.
3. To rebuild our community's infrastructure as detailed in the South Middle River Master Plan dated April 2006 and any future Master Plans or amendments to them as approved by Fort Lauderdale City Commission.
4. To provide a safe and nurturing environment for everyone by:
 - a) Working to eliminate crime and other illegal activities;
 - b) Developing and maintaining a close relationship with local law enforcement agencies;
 - c) Developing partnerships and networking with governmental and non-governmental agencies and other 501c3 organizations for the betterment of South Middle River;
 - d) Providing civic and other types of education benefiting our residents and at risk youth through our meetings, community service opportunities, youth and adult mentoring, volunteer workdays, classes and workshops, and thereby promoting awareness of the opportunities afforded our diverse residents to construct an exemplary neighborhood;
5. To bring serenity and prosperity to everyone in South Middle River by creating a community that is characterized by its natural beauty and goodwill among neighbors.

NOTE: Our bylaws supersede any notations in Robert's Rules of Order, the revised addition, which SMRCA uses for guidance and clarification.

Article III

Membership

Section 1

Full authority for direction of the above-mentioned Association (herein referred to as SMRCA) shall be vested in the General Membership (GM).

Section 2

Membership, fees and voting

Each membership fee of \$ 20.00 (twenty) per year is per household (called “household membership”) and entitles up to a maximum of two persons being enrolled as “active” members of SMRCA (if there is more than one person in the household). These two persons must be registered on their membership application and in our membership roster as living at the same address. Members must be at least 18 years old, be a resident, a business owner or a property owner in South Middle River. For any given address (whether house, apt, condo, or business) only one “household membership” (with a maximum of 2 members) is permitted for the membership fee. For any other person at that same address who wishes to become a member as well, there will be an additional fee of \$ 10.00 (ten dollars) for a maximum of one additional person for that household. For those persons who have a current SNAP Card, the “household membership fee” will be reduced to \$ 5.00 (five) per year, with all other terms as above being the same.

Regardless of number of properties held by an individual in South Middle River, that person can be registered only at one address and be entitled to only one vote. All active paid members shall be entitled to one vote each at meetings and elections. If there are two or more members in a particular “household” which is paid up, each member has his/her own vote. There is no absentee voting. Members must have their dues current and be in good standing to vote at any general meeting. For a board of directors election, payment for membership must be received a minimum of 60 days prior to the election date for that member to be eligible to vote in the November election. A cash payment or cleared check must be in SMRCA’s possession by or before the 4th Tuesday of September of the election year.

All memberships renew annually on January 1. The membership year is defined as January 1 through December 31 of each year. Individuals who become members during the period of January 1 through October 31 will need to renew the next membership term in January of the following year (no membership will be prorated). New memberships processed during the months of November and December will automatically be renewed for the next membership term. Membership dues must be current in order for a household and its members to vote.

Section 3

Dues

Dues shall be determined by the Board of Directors by majority vote (if changed from Section 2).

Section 4

Expulsion Clause

Membership is a privilege. Any individual who is felt by the General Membership not to have the Association’s interest at heart may be refused or expelled from membership permanently by the General Membership. Said expulsion must be voted upon by the General Assembly and pass by two-thirds vote of the General Membership present. The compliance officer will assist in this process by defining the reasons a member is under investigation, as well as mediate the situation so that all facts are known before a vote (if determined necessary) is brought to the GM. (See Exhibit A: “Standard Operating Procedure” for more information – page 25.) Said member shall be given a time-limited opportunity to speak before the vote is taken.

Article IV

Meetings

Section 1

General membership meetings (GMM) shall be held in a public place on the fourth Tuesday of each month at **6:45 PM**, unless advance notice of one week or more is given to the general membership of a necessary change of date and/or time. Board of Director (BOD) Meetings shall be held in a public place on the second Wednesday of each month at **7:00 PM**, unless advance notice of one week or more is given to the General Membership of a necessary change of date and/or time. In an emergency situation due to circumstances beyond control regarding date and/or time changes of any meeting, the BOD will make every effort to contact members asap by whatever method is available, including direct e-mails, Constant Contact, SMRCA.com and Facebook, etc.

NOTE: All general members are welcome to attend a BOD meeting to listen quietly. In addition, if any member wishes to raise a particular issue for discussion, then he/she must first send that agenda item to the secretary for approval by the President beforehand. Then he/she will be notified that the item will or will not be placed on the agenda for that meeting. A time-limited period will be allotted to that member to speak. The member will not be permitted to raise motions or vote at a BOD meeting.

All members, including the BOD, must sign in before all meetings, and voting privileges must be verified. The Secretary, or a delegated member of SMRCA, will be responsible for the sign-in process and assure that addresses, phone numbers and e-mail addresses are updated. Only paid members are eligible to vote or make motions on issues during meetings.

The “Annual Meeting” shall be considered the General Membership Meeting (GMM) in the month of November when elections are held and the Annual Reports are presented. If the date for this meeting falls during Thanksgiving week, then the November General Meeting shall be held on the Tuesday of the week before Thanksgiving, unless otherwise determined by the Board of Directors. There will be no general meeting or board meeting in the month of December. Since the current BOD’s term concludes immediately prior to the commencement of the first board meeting of the following fiscal year (i.e., the second Wednesday of January), the current BOD will continue its role until then.

Instead of a board meeting in December, there will be a “transition meeting” with attendance by all the current board members and all the newly elected board members. This meeting is required for smooth orientation. Committee meetings may be held in the month of December if desired by the chair of that particular committee, but are not required.

Section 2

Quorum for a General Membership Meeting

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

Section 1**Definition and Quorum for the BOD Meeting**

The SMRCA Board of Directors (BOD) shall consist of the Executive Board (officers) and its Directors. The Executive Board includes four officers who are: 1) President, 2) Vice President, 3) Secretary and 4) Treasurer. The Directors shall consist of a minimum of three (3) with a maximum of seven (7) members. The four members of the Executive Board plus the three (3) to seven (7) Directors shall be referred to as the “Board of Directors (BOD)”; “Board Members”; or the “Members of the Board” and shall constitute the SMRCA Board of Directors. A quorum of five board members, of whom at least one shall be an officer, shall be required to conduct business. The members of the Board will be elected by a majority vote of the general membership of SMRCA present at the election meeting (see Article VIII re: election), except that any unopposed candidate(s) will be presented to the general membership for approval by acclamation at the election meeting.

Section 2**Qualifications**

In order to run for a position on the board of directors or to be on the board of directors by nomination in case of a vacancy, a member must meet the following criteria, with verification. In addition, a “prospective board member profile form” must be completed and given to the Chair of the Nomination Committee for review before the prospective candidate may run for office. In the event of a member filling a vacant BOD position (see below), the same form must be completed for review by the Nomination Committee Chair (or directly to the BOD) before the BOD appoints that person for that vacancy.

1. Must currently be an active member of SMRCA for a minimum of the six (6) months just prior to January 1 of the next fiscal year. This means that the active member has been and currently is active in SMRCA and paid up as of July 1 of the election year. In the case of a nomination for a vacant board position, the dues must be paid as of the four (4) months prior to the nomination.
2. Must have been active by engaging in a bona fide SMRCA function, event, activity or other such undertaking such as planting trees/plants, delivering newsletters, fundraising, crime meetings or walks, etc, within the previous six (6) months just before the beginning of the new fiscal year (i.e., as of July 1 of the election year), or within four (4) months prior to being nominated for vacant board seat.
3. Must have access to e-mail and agree to look at e-mails at least once per day while on the BOD. This is an important way for the BOD to communicate and sometimes vote on line.
4. Must be consistent with “term limits” as follows (for executive officers only): Each term represents one year of office. An executive officer may run for and be elected to the same position for a maximum of two consecutive terms of one year each. He/she must wait at least two years before running for the same office again. He/she may be in that same position for no more than six years total lifetime. However, he/she may run for position as a director at any BOD election. An exception to these term limits can be made if and only if a unanimous vote is made by both: 1) all the current board members and 2) all the current nominating committee members. The “term limits” provision will begin in the new fiscal year (Jan 1, 2012) rather than being retroactive.
5. Only a fulltime resident of South Middle River (ie, actually living in SMR) may run for an executive position on the BOD. Any member who is a resident of SMR, owns or rents a property in SMR, or operates a business in SMR may run for a position as director.

Section 3

Duties

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

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

Treasurer: It shall be the duty of the Treasurer to account for all funds and to deposit such funds in the name of the Association in such banks, trust companies or safe deposit boxes as the Board of Directors shall designate. The Treasurer shall be the primary officer to sign, make and endorse in the name of the Association all checks, warrants, and orders for payment of money and pay out and dispose of same in receipt thereof, under the direction of the Board of Directors. However, all four executive officers must have the authority to sign checks, either in the absence of the treasurer or as otherwise deemed necessary. All executive officers representing SMRCA must be the designated holders of banking debit/credit cards. These officers shall have online access to the SMRCA's bank account for the bank cards. If not all desire access, at least two officers must have online access.

The Treasurer shall prepare monthly financial statements or reports and shall present such reports at the Board of Directors meetings and then to the General Membership for approval. SMRCA shall adopt generally accepted accounting principles, and the Treasurer shall abide by these principles and present reports that meet these standards. The books and accounts of the Association shall be open to any board member or member of the Association per written request and during reasonable hours. In addition, the Treasurer shall keep correct books of account and all receipts, as required by the Board of Directors, and perform all other duties pertaining to this office. The Treasurer shall also be responsible for updating the membership database and lists and shall distribute these to the Board of Directors on a monthly basis at a minimum. The Treasurer shall be responsible for the annual membership renewal drive.

The treasurer's "monthly report" shall include the total account balance as of the end of the previous monthly report, as well as a breakdown of all the income, expenses and ending balance for the

current report. Accounting data input will encompass information from the first day until the last day of the previous month and be ready as of the Friday before the board meeting. He/she is required to send by e-mail the report to all members of the BOD as well as to the compliance officer by that Friday (w/ a grace period or 48 hours, if required) so they can review the report before it is submitted at the BOD meeting. If approved by the BOD (as submitted or as amended), this same report will be presented at the next general membership meeting for their approval.

The treasurer is also responsible for filing the federal and state tax return forms (990 or 990EZ), as well as any other forms, with or without the required fee(s), annually and present these to the BOD and Compliance Officer for review at the March BOD meeting for review. The Treasurer is also responsible for completing the Florida State Tax-exempt form every five (5) years and presenting it to the BOD at the appropriate time. It is crucial that all tax forms be sent out on time. (See Exhibit B: “Calendar of Important Events for SMRCA Throughout the Year,” listed at the end of the Bylaws for more details.) The tax returns to the IRS must be sent certified mail, return receipt requested, and must be retained as per “document retention,” Article XIII, section 7.

The final annual report in November will incorporate all the financial information for the fiscal year to date. An updated final report through the end of the fiscal year shall be submitted prior to the first BOD meeting of the new year.

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

The Secretary shall be responsible for preparing and maintaining the minutes and agendas for all official meetings (Board of Directors and General Membership Meetings) in consultation with the President. The Secretary is required to send by e-mail the agendas and prior meetings’ minutes to all members of the BOD as well as to the compliance officer by the Friday before the upcoming meetings (w/ a grace period or 48 hours, if required), so they can review these before they are submitted at the meetings. These are to be e-mailed to the BOD and compliance officer only, not to the general membership.

The Secretary shall also maintain the Association’s archives (either hardcopy or electronic – see below) which shall include minutes, financial statements, committee reports, and copies of publications, notices and programs, etc, as per our “Document Retention Policy” (Article XIII, section 7). Programs initiated by the Board of Directors shall be available to all board and association members in a readable and accessible format at all meetings. There shall be a record of Motions which were approved by the BOD and General Membership in the minutes of the appropriate meeting. The Secretary shall have a copy of the current Bylaws and Robert’s Rules of Order available at all meetings of the Association. The Secretary shall set up the membership sign-in table prior to the beginning of the membership meetings and be responsible for assuring that all members are paid up, sign in before the meeting, and update their information. In the case where the Secretary cannot perform this function, another member of SMRCA may be chosen to do so.

NOTE: Board of Directors - Additional Duties:

All SMRCA information that exists as hardcopies will be periodically backed up onto discs, which

will be labeled as to content and date. These will act as additional storage of information, which will help save space. Hardcopies of key documents, as well as discs, will be stored together for ease of retrieval. The current BOD must assure that all prior information and records from previous board members have been handed over to them, and that they in turn hand over their documents to the new BOD at the end of their tenure. SMRCA should retain all documents at two different locations, one by the president and one by the secretary.

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

TRANSPARENCY

In order for SMRCA to comply with transparency, the BOD will assure that the following information is available upon written request to the BOD:

- 1) Board of Directors’ Meeting minutes, after approval by the BOD
- 2) General Membership Meeting minutes, after approval by the General Membership
- 3) Treasurer’s monthly report, after approval by the General Membership

Article VI Organizational Structure (see BOD and General Membership Responsibilities)

Article VII Board of Directors’ Rules and Regulations

Section 1

Forfeiture of Board Position

Any board member who misses three (3) regularly scheduled meetings during any fiscal year will automatically forfeit his/her position on the board unless overridden by a vote of the Board of Directors with a two-thirds (2/3) approval of the quorum that is present. The member in question must first be notified in writing by the BOD of this action at least one week before the decisive board meeting, in order for that member to have the opportunity to explain any extenuating circumstances and be given a chance to have the forfeit overridden if desired. This member will not be able to vote on this matter and will leave the room during the vote, if a vote is taken. A vote to override automatic forfeit can be done only once per board member per yearly term. Previously excused absences, while preferred over non-excused ones, are still counted as absences.

Aside from the notation above, any member of the Board of Directors may be removed from his/her position, with cause, by a two-thirds (2/3) vote of the membership present at any regularly scheduled General Membership meeting or Special Membership meeting called for that purpose. A quorum for such a vote to remove a board member will be the same as for any meeting of the Gen Membership. The board member will be given ample opportunity to present his/her case just before the vote. (See Article III, Section 4.)

Section 2

Vacancy of Board Position

Should a vacancy occur on the Board of Directors for any reason, it shall be the duty of the Board of Directors to nominate a replacement for the balance of the term of office. The prospective replacement must first complete the “prospective board member profile form” and present this to the Chair of the Nomination Committee or directly to the BOD for review, before being considered as a new board member. This appointment must be

ratified by a majority vote by the General Membership at the next general membership meeting. Qualifications for nominated BOD positions are similar to those for prospective members running for office (Article V, Section 2).

Section 3

Representation in Public or on Letterhead re SMRCA; Votes required by GM

The Bylaws require that the BOD as a whole or a specific board member can represent SMRCA regarding a specific issue in public forum and/or on SMRCA stationery only after receiving a majority approval of a vote of the entire board of directors to do so. If necessary, a special board meeting may be called, or alternatively all board members must sign and date a document that explains the aspects of the discussion and the issue, confirming their approval. This can be done also by e-mail communication with documentation. If a letter is to be written, this must be approved separately by the BOD before being circulated.

Furthermore, if a SMRCA member who is NOT on the BOD is to be designated to write a letter on SMRCA letterhead that will be circulated in public, including to other SMRCA members, then that letter must also be approved by the BOD as above by a majority vote.

NOTE: For all cases/issues that 1) may involve controversial issues; 2) were not previously presented to or discussed with the general membership; and 3) are of such importance that the general membership should be notified, then the general membership majority vote must be obtained before the board or a board member speaks or corresponds on SMRCA's behalf. In addition, for these three cases/issues as listed, the GM must vote regarding any issues deemed important enough by the BOD, even if and after the BOD has approved these first.

Section 4

Expenditure Allowances

There will be no expenditure allowances to any member of the BOD. Instead, expenditures and purchases will be defined as in Article VII, Section 4, below.

Section 5

Policies and Procedures: Check writing and purchasing

- a. **Accounting Principles:** The four executive officers shall be the authorized signatories of the SMRCA bank accounts. All of the four officers must have authority to sign checks, preferably only when the treasurer is unavailable to do so, or as in "b" below, or as otherwise deemed appropriate by the BOD majority vote.
- b. **Any check or amount of \$ 500 - \$ 1,000 or greater** shall require two signatures and shall have the written and/or verbal approval of the SMRCA Board of Directors, documented in the minutes.
- c. **Any check or amount greater than \$ 1,000** must be voted upon and approved by a majority vote of the general membership of SMRCA and documented in the minutes.
- d. **Purchasing:** Any purchasing for the organization should be made (whenever possible) with the appropriate "State of Florida Tax-Exempt Form," which all executive officers/bank card holders must have in their possession, or can obtain from one of the other executive officers. Receipts for all purchases, whether made by the BOD or by any other SMRCA member, must be retained by the purchaser and given to the treasurer asap for his/her records and required documentation. The receipts must be clear and have the information necessary for the treasurer to record, including: 1) what the item is; 2) what it

is for; 3) the date; and 4) the name of the person who paid. Otherwise, the treasurer may refuse to accept the receipt or pay for the purchase.

Article VIII Nomination and Election of Officers and Directors

Section 1

A nominating committee shall be appointed by a majority vote by the Board of Directors at the August board meeting, subject to approval by a majority vote of the membership present at the August General Meeting.

Section 2

The Vice President shall be designated by the Board to assist the Nominating Committee as necessary as a non-voting liaison. The Nominating Committee will elect its chair. The chair may not be a current Board member or prospective candidate for the Board. This position will hold no authority as a Board Position. After the process followed by the nominating committee has been completed (see Article VIII, Section 5), a slate of candidates for officers and directors shall be presented by the nominating committee to the General Membership in October; all nominations will close at the beginning of the October General Membership Meeting.

Section 3

Elections of officers shall be held at the November General Membership Meeting (the “Annual Meeting”). Voting is by ballot from the list of all nominees.

Section 4

The board of directors (including executive officers and directors) shall be elected by the current membership by a majority vote at the Annual Meeting. The same individual may simultaneously run for the position of Executive officer and Director. If there are more than two persons running for a specific office, that person must win by a majority of the general membership present. If no one receives a majority vote, then the two candidates with highest number of votes will have a runoff. Furthermore, if anyone running for an executive position does not win that position, then he/she will automatically assume the position of director on the board of directors, depending on the need and number of directors elected through the regular election process. (Please see Article V regarding definition, qualifications and duties of members of the BOD.)

Each board member shall be elected for a term of one (1) year. The term shall begin upon the commencement of the first regular meeting of the new fiscal year, and shall conclude immediately prior to the commencement of the first regular meeting of the following fiscal year. The term of office for board members nominated at times other than at the Annual Meeting shall begin upon their being ratified by the GM and shall conclude, as with the other members, immediately prior to the commencement of the first regular meeting of the new fiscal year

Section 5 Nominating Committee Duties; Prospective Board Candidates

(Please see Article V, Section 2 regarding definitions and qualifications for BOD.)

AUGUST:

Nominating committee gets nominated by BOD, and then ratified at general meeting.

EARLY SEPTEMBER:

The nominating committee will meet soon after its ratification.

At the September general meeting, the nominating committee will discuss the committee's role and nominating process. Applications for prospective board members will be distributed ("Board Member Profile Form").

This committee will be responsible for informing the general membership (verbally, electronically and by mail) of the upcoming election for the new board of directors which will take place at the November general meeting.

It will reiterate the regulations for a prospective candidate to run for office and for a general member to be able to vote in the November election.

It will make inquiries to the current BOD and committees regarding prospective candidates for the BOD, as well as to those who would like to run for a position.

OCTOBER:

NOTE: The October general meeting will have no outside speaker, but will be completely devoted to the candidates for the board of directors' election, in addition to routine business. All prospective candidates must complete a "board member profile form" and present it to the nominating committee by October 7 of the current year.

After all application profile forms have been reviewed, individual interviews will be privately held by members of the nominating committee (general and specific questions), lasting approximately 15-30 minutes each. Candidates must complete profiles forms and attend the interview in order to run for office.

A list of prospective candidates as determined by the nominating committee will be announced at the beginning of the October meeting. Nominations from the floor can be put forth only for positions that have no running candidate. The nominee must meet the qualification criteria, present the profile form within 72 hours, and participate in the Candidates' Forum.

The "Candidates' Forum" will be arranged, managed and held by the nominating committee at this October General Membership Meeting, after a 2-3 minute bio is given by each candidate. General questions determined previously by the general membership and nominating committee will be asked of the various candidates, regardless of position they are seeking. The nominating committee may also allow for individual questions from the floor to the candidates at that time. The slate of candidates will be presented to the general membership.

NOVEMBER:

NOTE: The November general meeting will have no outside speaker, but instead be devoted first to the election and then the Annual Reports by the officers and chairs of committees, in addition to routine business. If the date for this meeting falls during Thanksgiving week, then the November General Meeting shall be held on the Tuesday of the week before Thanksgiving, unless otherwise determined by the Board of Directors.

Election of the board of directors will be the first order of business:

The members of the Board will be elected by a majority vote of the general membership of SMRCA present at the election, except that any unopposed candidate(s) will be presented to the general membership for approval by acclamation at the election meeting without a vote being necessary.

- 1) Voters must sign in and be verified as able to vote.
- 2) One ballot per voting member will be given to each voter, to be completed in private.
- 3) At least two impartial Tellers, previously chosen by the current president of the board, will assist with the ballots and counting of the ballots, under the guidance of the nominating committee.
- 4) After the results are tallied, they will be given to the current president of the board who will announce the newly elected board members.
- 5) The official tally sheet will be signed by the secretary and remain as part of the official records, along with the candidates' profile applications.

Article IX

Committees

Section 1

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

Section 2

The committees shall hold regular meetings and record minutes. Meetings can be as frequently as required/desired, but every committee must meet at least quarterly, except the Nominating and Governance Committees, which meet as needed. If a meeting is to be held, it should be announced via internet at least one week or more in advance, when possible, unless the meeting had to be called asap and full notice could not be given.

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

Section 3

The Board of Directors will review each committee report, approve or disapprove the findings and recommendations, and update that committee on their decisions.

Section 4

All or some of the following Committees shall work for the benefit of and represent SMRCA. Committees may be added and others deleted as needed:

Finance Committee (includes Budget, Membership & Fundraising), formerly separate committees
Neighborhood Planning Committee (formerly Strategic Planning Committee), includes
Beautification / Landscape Task Force projects

Governance (Bylaws) Committee
Code/Crime Committee (formerly separate committees)
Website Committee
Nominating Committee
Community Outreach Committee
Youth Committee

Article X Order of Business at Meetings

Section 1

All General Membership Meetings, Board Meetings and Committee Meetings shall be conducted in accordance with the published agenda presented at the inception of the meeting. (See also Exhibit A, page 25.)

Article XI Amendments of Bylaws

Section 1

These bylaws can be amended only by the following procedure:

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

Article XII Confidentiality

Section 1

Electronic membership data shall be made available to all Board members on an as needed basis. Information is for official use only and considered confidential. Penalty for violation shall be at the discretion of the Board of Directors, based upon the severity of the breach of trust.

Article XIII Governance

Section 1

Florida Law XXXVI, Statutes 617 govern.

Section 2

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

Section 3

Conflict of Interest Policy

The Board of Directors of South Middle River Civic Association (SMRCA) shall avoid the appearance or actuality of private benefit to persons who are in a position of substantial authority.

When an actual or potential conflict of interest arises, this policy shall be decided by the Board of Directors. This policy is intended to supplement but not replace state laws governing conflicts of interest in nonprofit charitable corporations.

An “interested person” is an officer, director, or member of a committee with board delegated powers, who has a direct or indirect Financial Interest, as defined below.

A person has a “financial interest” if the person has, directly or indirectly, through business, investment or family (blood or marriage):

1. An ownership or investment interest in any entity with which SMRCA has a transaction or arrangement, or
2. A compensation arrangement with SMRCA or with any entity or individual with which the organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with whom SMRCA is negotiating a transaction or arrangement. “Compensation” includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature. Not every Financial Interest creates an actionable conflict of interest. A “financial interest” is a conflict of interest only if the Board of Directors decides that a conflict exists.

Sub-section 3a PROCEDURE

In the event that an officer, director, or member of a committee with board delegated powers has a direct or indirect Financial Interest in a transaction or arrangement, the following procedure shall be used:

1. **Duty to Disclose.** The interested person shall disclose the existence of his or her financial interest and be given the opportunity to disclose all material facts to the Board of Directors considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, the interested person shall leave the board meeting while the potential conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest.** If the board determines that a conflict of interest exists, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that involves the conflict of interest.
 - a. The President shall, if appropriate, appoint a disinterested person or a special committee to investigate alternatives to the proposed transaction or arrangement.
 - b. After exercising due diligence, the board shall determine whether the organization can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
 - c. If a more advantageous transaction or arrangement is not reasonably attainable, the Board shall determine by a majority vote of disinterested members whether the transaction or arrangement is in the organization’s best interest and is fair and reasonable to the organization, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
4. **Violations of the Conflicts of Interest Policy.** If the BOD has reasonable cause to believe that an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose. If, after hearing the response and making such further investigation as may be warranted in the circumstances, the board determines that the person has in fact failed to adequately disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, up to and including removal from the Board or committee.
5. **Minutes.** The minutes of the board meeting regarding Conflict of Interest shall contain:

- a. The names of persons who disclosed or were found to have a Financial Interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Sub-section 3b SPECIAL PROCEDURES FOR COMPENSATION ISSUES

1. A voting member of the Board of Directors who receives compensation, directly or indirectly, from SMRCA for services is precluded from voting on matters pertaining to his/her compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from SMRCA for services is precluded from voting on matters pertaining to that member's compensation.
3. Persons who receive compensation, directly or indirectly, from SMRCA, whether as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No person, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Sub-section 3c ANNUAL COMPLIANCE STATEMENTS

Each board member shall annually sign a statement which affirms that such person:

1. Has received a copy of this conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands that the organization is a charitable organization and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Sub-section 3d PERIODIC REVIEWS (prepared by Compliance Officer)

To ensure that SMRCA operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews by the board of directors shall be conducted at least twice a year, usually June and November. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether provider services result in impermissible private benefit.
2. Whether partnership and joint venture arrangements and arrangements conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further SMRCA's charitable purposes and do not result in impermissible private benefit.
3. Whether agreements with other providers, employees, and third party entities further SMRCA's charitable purposes and do not result in impermissible private benefit.

USE OF OUTSIDE EXPERTS: In conducting the periodic reviews, SMRCA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

Section 4 CODE OF ETHICS AND WHISTLEBLOWER POLICY

PURPOSE AND POLICY

This policy reflects a code of conduct that requires The Board of Directors of South Middle River Civic Association ("SMRCA") to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As volunteers and representatives of SMRCA, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations. It also is our responsibility to report violations of this Code in accordance with this Policy. No board or general member who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequence.

Sub- section 4a Code of Conduct

The Board members and general members of SMRCA are expected to adhere to high standards of ethical conduct. Although it is impossible to describe all conduct that is addressed, this policy specifically requires the following:

1. Dedication to SMRCA's mission, vision and core values and recognition that the chief function of SMRCA at all times is to serve the best interests of our Association and neighborhood.
2. The responsible and prudent management of SMRCA's funds and assets.
3. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
4. Full, fair, accurate and timely disclosure of relevant facts in all reports and documents dealing with matter of program, service, governance and business administration.
5. Compliance with all applicable governmental laws, rules and regulations.
6. Treatment of all persons with respect, equity and fairness regardless of race, religion, gender, ability, age, sexual orientation or national origin.
7. Respect and protection of confidential and/or privileged information to which we have access in the course of our duties.
8. Prompt internal reporting of code of conduct violations to an appropriate person or persons within the organization.
9. Personal accountability for adherence to this Code of Conduct.

Sub-section 4b Reporting Responsibility

It is the responsibility of all board members and general members to comply with the Code of Conduct and to report violations or suspected violations in accordance with this Whistleblower Policy. Under this policy, it is a disciplinary issue for any member to know of ethical misconduct and stay silent.

No Retaliation

No member who in good faith reports a violation of the Code of Conduct shall suffer harassment, retaliation or adverse consequence. Any member who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including expulsion from the South Middle River Civic Association. This Whistleblower Policy is intended to encourage and enable members and others to raise serious concerns within SMRCA prior to seeking resolution outside the Association.

Section 5 Compliance Officer

SMRCA's Compliance Officer will be nominated by the president of the Board and approved by a majority vote of the board of directors. No general membership approval is necessary. He/she does not hold a board position, but rather maintains an impartial role whereby the Compliance Officer does not make motions or vote except in a ballot vote. The Compliance Officer is comparable to a Parliamentarian of a very large organization, and duties are similar with several roles.

One role is to assist, advise, and confer with the president of the board as well as with its other officers and directors, committees and other members on matters of process, procedure and bylaws (parliamentary procedure). He/she also oversees the activity of the entire board, assuring that its members are fulfilling their roles and that there are no irregularities in their duties, with recommendations of wrongdoing or misconduct to the president. The Compliance Officer should confer with the president before all meetings, be seated next to him/her during meetings, and directly and discreetly advise the president on procedural issues as needed.

The president (a/k/a "the chair"), along with the board of directors (when they are directly involved), has the final decision whether or not to follow the Compliance Officer's advice and recommendations. The ultimate ruling lies with the chair and his/her board.

The Compliance Officer is also responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code of Conduct and Conflict of Interest Policy and shall advise the President (and Finance Committee, if it is a financial matter). The Compliance Officer has direct access to the Finance Committee and the Board and is required to report to Finance Committee at least semi-annually on compliance activity (June & Nov), after the Treasurer has presented his/her semi-annual report. This includes assuring that all treasurer's reports, records & finances are accounted for appropriately.

The compliance officer will make written reports (and at his/her discretion, verbal reports) of all matters that involve his/her intervention. He/she will present them to the board of directors, except for simple and basic matters of protocol while in an advisory role.

Qualifications of Compliance Officer

The compliance officer must be an active paid member of SMRCA for at least four months prior to his/her nomination. He/she should be someone with a fairly good understanding of SMRCA's bylaws and Robert's Rules of Order. He/she may not be a current member of the board of directors; must be impartial; cannot vote except in a ballot vote; and cannot make motions.

Section 6 Reporting Violations and Grievances

The Code of Conduct addresses SMRCA's open door policy and suggests that all members share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, another Board member is in the best position to address an area of concern. However, if a member is not comfortable speaking with a particular Board member or not satisfied with his/her response, the member is encouraged to speak with anyone on the Board whom he/she is comfortable approaching. Board members are required to report suspected violations of the Code of Conduct to the Compliance Officer, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when someone is not satisfied or comfortable with following SMRCA's open door policy, individuals should contact the Compliance Officer directly.

The correct protocol for members of SMRCA to make their grievances known is as follows:

- 1) Any matter of concern can be placed on the agenda for discussion at a board or general meeting.
- 2) If the matter is "sensitive" and/or involves a particular member of SMRCA who may not have

followed the bylaws, code of ethics or conflict of interest policies, then this is better done by contacting a board member confidentially first, who must then contact the Compliance Officer; or by contacting the Compliance Officer directly in any of these cases.

3) Public defamation is not acceptable.

Sub-section 6a Accounting and Auditing Matters

In the event that a reported concern or complaint involves accounting practices or internal controls of auditing, the Compliance Officer shall immediately notify the Finance Committee of the complaint and work with the Committee until the matter is resolved. The Finance Committee and the Board shall address all reported concerns or complaints regarding accounting practices, internal controls or auditing.

Sub-section 6b Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

**Sub-section 6c Acknowledgement and Distribution of Policy re: Code of Conduct
(See Article XIII, Section 4, sub-section 4a)**

As it is the intent of SMRCA to strive for high ethical conduct from all board members and solicit trust and confidence in fulfilling the mission and goals of SMRCA, each board member will receive a copy of this Code of Conduct Policy and any subsequent updates, and will be requested to acknowledge and sign this Code in January of each year. This acknowledgement will be kept on file.

This Policy was duly adopted on this ____ day of ____ in the year _____ as part of the Bylaws.

Board Member and Title

Date: _____

Date Policy Adopted: _____

Secretary _____

Date: _____

Section 7 DOCUMENT RETENTION AND DESTRUCTION POLICY

The Sarbanes-Oxley Act makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding. This policy provides for the systematic

review, retention, and destruction of documents received or created by South Middle River Civic Association (SMRCA). This policy covers all records and documents, regardless of physical form, contains guidelines for how long certain documents should be kept, and how records should be destroyed (unless under a legal hold, as hereinafter defined). It is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records, and to facilitate operations by promoting efficiency and freeing up valuable storage space.

Document Retention

SMRCA shall follow the document retention procedures outlined below. Documents that are not listed, but are substantially similar to those listed in the schedule, will be retained for the appropriate length of time. "Document" includes any record within the following categories in whatever form it is stored: hard copy or digitally. Records shall be placed in the custody of the Secretary, and all storage methodologies shall be tamper-proof and searchable and shall be available in a central location, or as otherwise noted below.

All SMRCA information that exists as hardcopies will be periodically backed up onto discs, which will be labeled as to content and date. These will act as additional storage of information, which will help save space. Hardcopies of key documents, as well as discs, will be stored together for ease of retrieval. The current BOD must assure that all prior information and records from previous board members have been handed over to them, and that they in turn hand over their documents to the new BOD at the end of their tenure. SMRCA should retain all documents at two different locations, one by the president and one by the secretary.

The following table provides minimum requirements. To the extent applicable laws or regulations are changed to require a different retention period, such law or regulations shall take precedence.

Corporate Records

	<i>Length of Time</i>
Articles of Incorporation and, Bylaws	PERMANENT
IRS Application for Tax-Exempt Status (Form 1023)	PERMANENT
IRS Determination Letter	PERMANENT
State Sales Tax Exemption Letter	PERMANENT
Annual Reports to Secretary of State/Attorney General	PERMANENT
Board Meeting and Board Committee Minutes	PERMANENT
Board Policies/Resolutions	PERMANENT
Other Corporate & Operational Policies	PERMANENT

Accounting and Corporate Tax Records

Annual Audits and Financial Statements	PERMANENT
Fixed Assets and Asset Depreciation Schedules	PERMANENT
IRS Form 990 Tax Returns	PERMANENT
Business Expense Records and Expense Reports	7 years
Investment records	7 years
IRS Forms 1099	7 years
General Ledgers and Journal Entries	7 years
Invoices	7 years
Sales Records (service fees, receipts, gift shop)	5 years

Petty Cash Vouchers, Cash Receipts, Credit Card Receipts 3 years

Bank Records

Checks for important payments and purchases PERMANENT
Check Registers 7 years
Bank Deposit Slips 7 years
Bank Statements and Reconciliation 7 years
Electronic Fund Transfer Documents 7 years

Donor and Grant Records

Donor Records and Acknowledgment Letters Length of Time
Grant Contracts, applications, documentation 7 years
Supporting grant payments, grant reporting and correspondence 7 years after expiration
Grant Applications, if declined or denied 3 years

Press Releases/Public Filings

Press Releases and Annual Reports PERMANENT
Other Publications, Photos, Press clippings 7 years

Legal, Insurance, and Safety Records

Legal Correspondence PERMANENT
Construction Document PERMANENT
Appraisals PERMANENT
Trademark and Copyright Registrations PERMANENT
Environmental Studies PERMANENT
Insurance Policies PERMANENT
Real Estate Documents PERMANENT
Stock and Bond Records PERMANENT
Leases 7 years after expiration
General Contracts 6 years
Correspondence (general) 3 years

Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder. Backup and recovery methods will be tested on a regular basis.

Emergency Planning

Records must be stored in a safe, secure, and accessible manner. Documents and financial files essential to keeping SMRCA operating in an emergency must be duplicated or backed up at least monthly, or as otherwise determined by the BOD, and maintained off-site.

Document Destruction

The Secretary's job description includes the custody and/or maintenance of the above documents and he/she is responsible for the ongoing process of identifying records which have met the required retention period and overseeing their destruction. Destruction of financial information will be accomplished only by document shredding.

Document destruction will be suspended immediately upon issuance of a notice, known as a "legal hold" by the President, upon any indication of an official investigation, or when a lawsuit is filed or appears imminent. During a legal hold, no specified records may be destroyed until the legal hold is withdrawn by the President of SMRCA. Destruction will be reinstated upon conclusion of the investigation.

Compliance re: Document Retention and Destruction

Failure on the part of Board members to follow this policy can result in possible civil and criminal sanctions against SMRCA and possible disciplinary action against responsible individuals. The

President and Finance Committee Chairperson will periodically review, as needed, these procedures with legal counsel, and/or SMRCA's certified public accountant to ensure that they are in compliance with new or revised regulations.

EXHIBIT A

SOUTH MIDDLE RIVER CIVIC ASSOCIATION STANDARD OPERATING PROCEDURE / ORDER OF BUSINESS

- Call to order by Chair (President of SMRCA)
- Chair introduces members of the BOD and compliance officer

At each meeting, the Chair shall present the following procedure to be used at all meetings (including committee meetings).

- 1) Everyone will be respectful to the BOD as well as to other fellow members, without unruly behavior, interruption or raising his/her voice.
- 2) A member of SMRCA must raise his/her hand to be recognized by the Chair (or acting Chair) in order to speak or ask a question on a particular topic.
- 3) Once recognized, the member will stand (or sit) and give his/her name.
- 4) A 3-5 minute time limit will be allotted to the recognized member.
- 5) No interruptions shall be made during the member's time by anyone other than by the Chair and only for the reasons that the member is running past the time limit, changing topics, and/or inappropriate discussion or behavior, at which time the member will be told to stop and be seated.
- 6) When that member is finished, the next member will be chosen to speak, etc, etc, until the Chair has decided that the discussion or issue has been sufficiently exhausted and should be tabled for another meeting, a private discussion or as otherwise deemed appropriate by the Chair.
- 7) A single member may speak 2-3 times on the same topic (after being recognized), especially during a debate, even if told to sit as in # 5, except as in # 8.
- 8) Anyone who is asked to sit down due to not following these guidelines **three times at a single meeting (BOD, GMM, Committee, etc)** may not speak again or may be asked to leave by a 2/3 vote of the members at that meeting.
- 9) That member in # 8 **cannot be prohibited from going to any future meetings**, unless similar behavior continues, at which time the general membership votes simply that this member should not be allowed to go to that particular meeting for a certain period of time (2/3 vote required).

Approved unanimously by the general membership on 7/23/2013
and on September 24, 2013

EXHIBIT B

CALENDAR OF IMPORTANT EVENTS FOR SMRCA THROUGHOUT THE YEAR

JANUARY

BOD liability insurance must be paid asap by treasurer, so there is no lapse.
Change name on the account (ie, contact info) for our domain name. Our domain name is registered, and we are now paid for 10 years with \$ 129.00 paid for “godaddy.com,” where we are registered as of 7/15/2013. At the first meeting of the new board every year, one of the responsibilities will be to change the name on the account (ie, contact info) to the new treasurer or any executive board member that carries a debit card for any bills to be paid.
File State Tax exempt form every 5yrs - (good until 2015)
13th St Alliance dues
Council of Civic Ass’n dues
All Executive Officers go to bank to get their debit cards
Secretary–notify appropriate entities re changes in BOD to City, State, banks, etc
Treasurer – present prior YTD final report at BOD and GMM meetings
BOD – pay dues before BOD 1st meeting in order to vote
Gen Membership – pay dues asap

FEBRUARY

“Sunbiz” registration to FL Dept of Business State Regulations
Register to Dept of Agriculture

MARCH

Prepare IRS 990 or 990(EZ) form and present to BOD for review

APRIL – Taxes must be sent to IRS

MAY – E-mail reminder to GM and prospective new BOD about when dues must be paid re: BOD election

JUNE - Semi-annual budget review by Compliance Officer and BOD (to be done in July) Semi-annual “Conflict of interest reaffirmation” by Compliance Officer w/ BOD

JULY - By July 1, final date for prospective new BOD members to have paid dues Semi-annual budget review by Compliance Officer and BOD

AUGUST - Nominating Committee appointed by BOD GM ratifies Nominating Committee and its chair

SEPTEMBER

Nominating Committee discusses its role to GM and provides forms to prospective new BOD; Nom Cmte informs Gen Membership of upcoming election of the new BOD held in November (for the following year)

OCTOBER

No outside speakers permitted

Inform all members re possible change of Nov meeting (due to Thanksgiving)

By Oct 7, all applications for new BOD must be handed in to Nom Cmte

Interviews by Nom Committee for prospective new BOD members

Announcement of prospective BOD candidates; bios; Q&A Candidate's forum

NOVEMBER

Semi-annual budget review by Compliance Officer and BOD

Semi-annual "Conflict of interest reaffirmation" by Compliance Officer w/ BOD

Electronic and oral reminder to all members re dues for following year

Sec to notify any change in SMRCA's mailing address after election

This is Annual Meeting of the year - no outside speakers permitted

Election of new BOD

"Annual Statement" (re "Conflict of Interest Policy") and "Code of Conduct Policy" to be signed by all new BOD members

Verbal & written reports by Pres, Treas, & Comm Chairs reflecting year's events

DECEMBER - BOD "transition" meeting w/ new BOD; handover of all paperwork & Reports and other documents; orientation of new BOD by current BOD;

We have liability insurance for the board of directors. Must be paid by Jan 1 of the year.

Plan to change name on the account (ie, contact info) for our domain name. Our domain

name is registered, and we are now paid for 10 years with \$ 129.00 paid for "godaddy.com," where we are registered as of 7/15/2013. At the first meeting of the new board every year, one of the responsibilities will be to change the name on the account (ie, contact info) to the new treasurer or any executive board member that carries a debit card for any bills to be paid.

MONTHLY

BOD meeting – 2nd Wed @ Warfield Park, 7 PM

Gen Membership Meeting – 4th Tues @ Church of Intercession @ 6:45 PM

By Friday before meetings, Treas and Sec e-mail their reports, agenda, prior minutes, etc to BOD and Compliance Officer, for proof reading & review before meetings

Treasurer updates membership list and presents to BOD

Treas reports his monthly report to BOD & at GMM

Secretary is responsible for assuring that everyone signs in at BOD meeting; and uses sign-in membership list at GMM w/ updates

Sec brings bylaws, this calendar, and Rob Rules of Order to all meetings

GENERAL

- Committees – meet at least quarterly and present reports to BOD
- Term of Office for BOD – 1 year (see bylaws)
- BOD vacancy – member must complete profile form; & be paid up 4 mos prior
- Back-up all computer information on disk quarterly or more often: March, June, September and after Nov meeting

**CALENDAR OF IMPORTANT EVENTS FOR SMRCA
THROUGHOUT THE YEAR
EXPLANATION OF CALENDAR EVENTS**

January

- 1) Change name on the account (ie, contact info) for our domain name. Our domain name is registered, and we are now paid for 10 years with \$ 129.00 paid for “godaddy.com,” where we are registered as of 7/15/2013. At the first meeting of the new board every year, one of the responsibilities will be to change the name on the account (ie, contact info) to the new treasurer or any executive board member that carries a debit card for any bills to be paid.
- 2) File for State Tax-exempt form by the end of month every 5 yrs (good until 2015)
- 3) Pay dues for 13th Street Alliance membership (approx. \$ 150)
- 4) Pay dues to the Council of Civic Associations (approx. \$ 50)
- 6) All Executive Officers must get their debit cards at the bank
- 7) BOD liability insurance must be paid asap in January by treasurer.
- 8) Secretary to notify City, State and all our banks re changes to the BOD, including a list of names, titles of office, phone number and e-mails
- 9) At first BOD meeting and GMM of year, prior treasurer must present the year-end (as of Dec 31 of prior year) report closing out that year.
- 10) BOD members must be paid up any time after the BOD election in November, but not later than by the first BOD meeting (2nd Wednesday of January). a) Payment by cash-immediate voting and motion privileges; b) payment by cleared check must be before the 1st BOD meeting, verified by treasurer. Otherwise, the proposed BOD member cannot make motions or vote at any meeting until paid.
- 11) For general members, dues for the new fiscal year to be paid in January, or at any time thereafter. Payment of dues in order to vote in general membership meeting:
 - a) If paid by check, it must have been cleared before member can vote, verified by treasurer.
 - b) If paid by cash, voting privileges are effective immediately except as follows: Payment (cash or cleared check) must be received at least 60 days prior to BOD election vote held in November. In general, this due date is approximately the 4th Tuesday of September of the election year.
- 12) Any membership renewal or payment received from November 1 – December 31 will be counted as full payment for the following fiscal year, as well as for those last two months.

February

- 1) Submit form for “Sunbiz” – State Registration to the Florida Dept of Business--State Regulations (regarding change in BOD officials) - \$ 61.25
- 2) Submit form to the Dept of Agriculture (approx. \$ 50-60.00) for SMRCA to be permitted to solicit donations

March

Prepare for filing IRS tax return(s) for 501 (c) (3) corporation form 990 or 990(EZ)

April

- 1) Treasurer presents 990 or 990(EZ) forms for review by BOD
- 2) IRS tax form(s) must be filed

May

- 1) E-mail reminders to notify all SMRCA members of payment of dues (cash or cleared check) required by July 1 to become eligible to run for BOD (election)
- 2) E-mail reminders to all members re payment of dues (cash or cleared check) to be received at least 60 days prior to BOD election vote held in November in order to vote in November BOD election. In general, this due date is approximately the 4th Tuesday of September of the election year.

June

- 1) Semi-annual Budget Review by Compliance Officer and BOD (to be done in July)
- 2) “Conflict of Interest Reaffirmation” periodic review by Compliance Officer w/ BOD

July

Semi-annual Budget Review by Compliance Officer and BOD

For all prospective BOD candidates who want to run in the November election, dues must be paid up as a member (by cash or cleared check) by July 1, and the individual must have been active in some SMRCA project (see bylaws)

August

- 1) At BOD meeting – Nominating committee is appointed by BOD; the committee appoints its Chair (pending approval by general membership)
- 2) At GMM – members ratify Nominating committee with its chair

September GMM

- 1) Nominating committee presents its role and nominating process to the GM
- 2) Committee provides prospective new BOD w/ “board member profile form”
- 3) Nominating Committee informs Gen Membership of upcoming election of the new BOD held in November (for the following year) as per bylaws

October 7 – Nominating committee must receive all profile forms by this date for a candidate to be considered

October

- 1) Interviews will be held for all qualified prospective board members by Nom Cmte
- 2) Notify members electronically if Nov GMM date changes due to Thanksgiving

October GMM

- 1) No outside speakers will be permitted
- 2) Prospective BOD candidates will be announced at beginning of meeting
- 3) Short bios are given by prospective candidates
- 4) Candidate’s Forum (Q & A) is held

November

- 1) Semi-annual budget review by Compliance Officer and BOD
- 2) Semi-annual “Conflict of interest reaffirmation” by Compliance Officer w/ BOD
- 3) Electronic, oral (and other) reminders to be sent to all members re renewal of SMRCA dues, beginning in November and December (which will be valid for the

following full fiscal year)

4) Secretary to notify all necessary parties of change in SMRCA mailing addresses (if addresses are changed) due to change in BOD

November GMM

- 1) No outside speakers will be permitted; this is the Annual Meeting
- 2) Election of the BOD by ballot and/or acclamation
- 3) “Annual Statement” (re “Conflict of Interest Policy”) and “Code of Conduct Policy” to be signed by all new BOD members
- 4) Verbal and written reports are presented by the President, Treasurer and Committee Chairs reflecting events from the year

December - BOD “transition” meeting between current BOD and newly elected BOD; Current BOD orients new BOD and hands over all paperwork, reports and other documents to new BOD
BOD liability insurance must be paid by Jan 1 of the year.

Plan to change name on the account (ie, contact info) for our domain name. Our domain name is registered, and we are now paid for 10 years with \$ 129.00 paid for “godaddy.com,” where we are registered as of 7/15/2013. At the first meeting of the new board every year, one of the responsibilities will be to change the name on the account (ie, contact info) to the new treasurer or any executive board member that carries a debit card for any bills to be paid.

MONTHLY

BOD meeting - 2nd Wednesday of each month – 7:00 PM, (at least one week’s notice, if possible, is required to change the date and/or location)

General membership meeting (GMM) - 4th Tuesday of each month, 6:15 PM (social), 6:45 PM (meeting officially begins) - at least one week’s notice, if possible, is required to change the date and/or location

Friday immediately before the BOD meeting:

- 1) Treasurer’s report must be e-mailed to BOD and Compliance Officer for proof reading & review before BOD meeting
- 2) Secretary’s BOD agenda and previous month’s BOD minutes must be e-mailed to the BOD and Compliance Officer, for proof reading & review before BOD meeting

Friday immediately before the GMM:

Secretary’s general membership meeting’s agenda and previous month’s general membership meeting’s minutes must be e-mailed to the BOD and Compliance Officer, for proof reading & review before general membership meeting

Treasurer’s and Secretary’s monthly duties:

- 1) Treasurer updates membership list and provides to BOD at BOD meeting
- 2) Treasurer prepares monthly treasurer’s report for the month prior (from the first to last day of prior month, including balance at the end of the previous month)
- 3) Treasurer presents his/her report (if approved by BOD) at the following general membership meeting

- 4) Secretary provides agenda and prior BOD meeting minutes to BOD
- 5) Secretary provides agenda and prior general membership meeting's minutes to general membership
- 6) Secretary assures that all BOD members, Compliance Officer and any guests sign in before BOD meeting begins on sign-in sheet
- 7) Secretary is responsible for using current membership list of paid voting members at general membership meetings and assures that all members sign in and update any changes in their information (phone, e-mail, etc); for non-members or those not on the list, a different sign-in sheet will be used. This must be done before meeting begins. He/She assures that there is a quorum at all meetings and records the number of voting members in the minutes.
- 8) Secretary will bring to all meetings a copy of the bylaws, this calendar, and Robert's Rules of Order

GENERAL

Committees - Every 3 months (quarterly) or more often as per individual committee:

All committees must meet at least quarterly (except the Bylaws and Nominating committees, which meet as needed or during election season, respectively) and present a written report of their activities/minutes to the BOD for review and implementation that month. If more frequent meetings are held, reports for those meetings must also be reported. The reports, after BOD approval, will be placed on the website (SMRCA.com) by webmaster and kept as hardcopies or on discs in the secretary's files.

Term of Office for BOD

- 1) One year, beginning at the first BOD meeting the following January and ending just prior to the first meeting of the following year's new BOD Meeting (January), when the newly elected BOD takes over.
- 2) Executive officers may run for same office for a maximum of 2 consecutive terms of one year each and then must wait two years, before running for that same office again. That same position may be held for a total of 6 yrs total lifetime. (see bylaws)

BOD Vacancy Position

4 months prior to nomination for a member to fill a BOD vacancy - must be paid up (by cash or cleared check) as a member and have been active in some SMRCA project(s); appointed by BOD after prospective board profile form is completed and reviewed; then ratified by at the next GMM

Backup discs

The Webmaster will back up all computer data at least quarterly: March, June, September and after Nov GM meeting

AFFIRMATION OF BYLAWS

These Bylaws have been approved by a 2/3 majority vote of the general membership on this 24th day of the month of September in the year 2013.

*Affirmed and signed by the Secretary of SMRCA: Donna Collins 9/24/2013
Donna Collins, Secretary*

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

BylawsRevisedSept24_2013