



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.” (Hereinafter referred to as SMRCA).

Section 2:

South Middle River has its boundaries as follows:

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

Western boundary - The border is “the median line” of Powerline Road /NW 9th Ave.

Southern boundary - The border is Sunrise Boulevard

Northern boundary – 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

SMRCA 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 SMRCA 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.

SMRCA is 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 SMRCA 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 SMRCA 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, SMRCA shall refrain from any activities not permitted (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

SMRCA's mission is to be an inclusive Association that enhances the quality of life for all who own or rent a business or residence in South Middle River.

To achieve this mission, SMRCA's specific goals and objectives are as follows:

1. To build on the shared strengths of our diversity.
2. 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.
3. 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;
4. 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.

Article III: Membership

Section 1:

Full authority for direction of SMRCA shall be vested in the General Membership (GM).

Section 2:

Membership, Dues and Voting Eligibility

SMRCA Membership, dues and voting eligibility will be determined by majority vote of the SMRCA Board of Directors (hereinafter referred to as the BOD) and detailed in the Membership, Dues and Voting Eligibility section of the SMRCA Policies and Procedures Manual.

Article IV Meetings

Section 1:

The SMRCA BOD shall set a calendar of monthly meetings for General membership meetings and BOD meetings annually and make this calendar available to the General Membership and the community at large. These monthly meetings will be held in a publicly accessible location according to this schedule 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 as soon as possible by whatever methods available.

All members, including the BOD, will sign in before all meetings, and voting privileges will 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.

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.

Article V: The SMRCA BOD

Section 1:

Definition and Quorum for the BOD Meeting

The SMRCA BOD shall consist of the Executive Board (Officer) 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 “ BOD)” 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 BOD or to be on the BOD 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. Members running for a BOD position:

1. Must currently be an active (paid) member of SMRCA for a minimum of the six (6) months just prior to January 1 of the next fiscal year (Four (4) months prior to be nominated).
2. Must have been active by engaging in a bona fide SMRCA function, event, or activity within the previous six (6) months just before the beginning of the new fiscal 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 whenever possible while on the BOD. This is an important way for the BOD to communicate and sometimes vote on line.
4. Term Limits (for Executive Officer 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 rather than being retroactive.
5. Only a fulltime resident of South Middle River (i.e., 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.

Section3:

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 SMRCA 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 BOD 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 SMRCA in such banks, trust companies or safe deposit boxes as the BOD shall designate. The Treasurer shall be the primary Officer to sign, make and endorse in the name of SMRCA all checks, warrants, and orders for payment of money and pay out and dispose of same in receipt thereof, under the direction of the BOD. However, all four Executive Officers will 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 BOD 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.

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 and maintain the minutes and agendas of the BOD 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 BOD 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 BOD and perform all other duties incident to this office.

NOTE: BOD - Additional Duties:

The BOD will also refer to Board Policies and Procedures Manual: “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. BOD’ 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: BOD 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 BOD 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 BOD 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 BOD for any reason, it shall be the duty of the BOD 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

The BOD as a whole or a specific board member or member at large can represent SMRCA regarding a specific issue in public forum and/or on SMRCA stationery only after receiving a majority approval of a documented (email or in-person) vote of the entire Board of Directors to do so before such document can be circulated.

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 Financial Policies and Procedures section of the Board Manual.

Article VII: Nomination and Election of Officers & Directors

Section 1:

A nominating committee shall be appointed by a majority vote by the BOD 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 Nomination Committee Job Description and Procedures), 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 BOD (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 BOD, 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

A nominating committee for prospective Board members will be nominated by the Board and ratified at the General Meeting in August each year. The Nominating Committee members and the Board Election process will follow the Nominating Committee job description, duties, responsibilities, processes and timelines as outlined in the Policies and Procedures Manual.

Article VIII: Committees

Section 1:

Committees made of neighborhood volunteers are set up by the BOD 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 urgently 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 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 BOD 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
- Neighborhood Planning Committee
- Beautification / Landscape Task Force projects
- Governance (Bylaws) Committee
- Code/Crime Committee
- Website Committee
- Nominating Committee
- Community Outreach Committee

- Youth Committee

Article IX: 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.

Article X: Amendments of Bylaws

Section 1:

These bylaws can be amended only by the following procedure:

1. Review and/or changes made by the Governance/Bylaws Committee
2. Review by the BOD
3. If approved by the BOD, then
4. 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.
5. 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 XI: 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 BOD, based upon the severity of the breach of trust.

Article XII: 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, Ethics, and Code of Conduct Standards

The BOD shall adopt by majority vote comprehensive conflict of interest, Code of Conduct, Code of Ethics, and Compliance Policies and Procedures that, at minimum, ensure compliance with all laws governing nonprofit charitable corporations.

The BOD 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.

Section 4:**Compliance**

SMRCA's Compliance Officer will be nominated by the president of the Board and approved by a majority vote of the BOD.

Section 5:**Reporting Violations and Grievances**

SMRCA will maintain a system, policy and procedure for reporting any suspected violations of Conflict Of Interest, Ethics, And Code of Conduct Policy and Procedures.

Section 6:**Document Retention**

SMRCA will maintain and follow policies and procedures that, at minimum, comply with the Sarbanes-Oxley Act and retain all documents as outlined in the Document Retention and Destruction Policies and Procedures.

AFFIRMATION OF BYLAWS

*These Bylaws have been approved by a 2/3 majority vote of the general membership on this ___th
day of the month of September in the year 2014.*

Affirmed and signed by the Secretary of SMRCA: -----

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