

**Southeast Seminole Heights Civic Association,
Inc.**

By-Laws

Article I - Name and Purpose

Section 1. Name:

The name of this association shall be the Southeast Seminole Heights Civic Association, Inc., a non profit organization located in Tampa, Florida and bounded by Hillsborough Avenue, Fifteenth Street, Dr. Martin Luther King Jr. Boulevard and Taliaferro Street. The association may hereinafter be referred to in this document as SESHCA.

Section 2. Purpose:

The purpose of this association shall be to promote and encourage a sense of community in a safe and healthful residential environment and to preserve and restore the area known as Southeast Seminole Heights as further defined in the Articles of Incorporation.

Article II - Membership

Membership in the Association shall be available to adults (18 years or older), who are residents, property owners, business owners, and/or other entities of any kind having an interest in the preservation and restoration of the Southeast Seminole Heights area of Tampa, Florida, and who pay the annual membership fees as determined and assessed by the Board of Directors.

The two categories of membership are voting members and non voting members.

Section 1. Voting Members:

Requirements to be a voting member:

- A. A voting members is an adult member who has paid his/her dues required for this category of membership.

B. A voting member with an individual membership, must reside within the borders of Southeast Seminole Heights. Each individual voting membership is entitled to a single vote.

C. A voting member with a business membership must have a business within the boundaries of Southeast Seminole Heights. Each business may have a single membership only. Each business membership is allowed a single vote.

D. A non resident property owner (business or residential property) may only be a voting member after he/she has attended one general membership meeting and thereafter attends at least two general membership meetings each year of membership. Membership is restricted to a single voting membership, regardless of the number of memberships purchased or properties owned by an individual or company.

A voting member who has held an active membership for at least two years, and who

remains active in the Southeast
Seminole Heights Civic
Association may retain their voting
membership as long as they reside
in the greater Seminole Heights
area. This will continue as a voting
membership as long as the
member attends a minimum of two
General Membership Meetings a
year and remains active in the
Association by serving on at least
one committee.

Section 2. -Non-Voting Members:

Two types of non voting membership categories exist.

General: This is primarily for
individuals and businesses that
have an interest in the area but do
not necessarily reside in the
immediate neighborhood and could
not attend meetings and/or events,
or volunteer at events on a regular
basis.

Honorary: The Board may grant
Honorary Membership to
individuals who have made a
significant contribution toward the
goals of the Association. This type
of membership does not expire and
has no dues.

Article III - Meetings

Section 1. - General Meeting.

A general meeting for the purpose of the election of
Officers and members of the Board of Directors shall

normally be held in October, but must be held before the beginning of the new year.

No materials of any kind may be presented in any form, to the membership before, after or during a meeting without prior approval of the President.

Membership attendance will be recorded at each meeting. If a member does not sign in he/she will not be considered in attendance. Attendance records will be kept for a period of four (4) years, by the Membership Committee and the Secretary of the Board of Directors.

Section 2. - Special Meetings.

A special meeting of the members may be called by the President in consultation with the Board of Directors. In addition, special meetings of members may be called by any member (s) of the Board of Directors in consultation with the President. Business shall be restricted to the agenda as published and circulated prior to, or at the meeting.

Section 3. -Place of Meeting.

Meetings of the members shall be held at suitable place convenient to the members as determined by the Board of Directors.

Section 4. -Notice of Meeting.

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to all members, not fewer than ten (10) days nor more than sixty (60) days prior to the date of the meeting. The purpose, or purposes, for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when addressed and legally posted to the member at the address of record.

Section 5. -. Quorum.

Section 6. -Majority Vote.

Section 7. - Conduct of Meetings.

Article IV. - Officers

The Officers of the Association shall consist of a President, one or more Vice Presidents, a Treasurer, and a Secretary. These Officers shall be the members of the Board of Directors and shall hold these same positions on the Board of Directors. Promptly following the death, resignation, or removal of an Officer, the President of the Association shall convene a special meeting of members to elect a replacement for the office vacated through the resignation, death or removal.

Removal of Officers shall be consistent with the Removal of Directors as stated in Article V. of these *Bylaws*.

The President shall be the Chief Executive Officer of the Association and shall, in general, supervise and

control all of the business and affairs of the Association. He or she may sign, with the Secretary or any other proper Officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors authorizes to be executed. In cases where the signing and execution shall be expressly delegated by the Board of Directors or by these *Bylaws* or the statutes to some other Officer or agent of the Association, in general, he or she shall perform all duties incident to the Office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4. - Vice President.

In the absence of the President, or in the event of his or her inability or refusal to act, a Vice President shall perform the duties of the President; and when so acting, shall have all the powers of and be subject to all of the restrictions that would apply to the President. In the event that there are multiple Vice Presidents, the Board shall elect one of the Vice Presidents to substitute for the President. This should be done shortly after any new formation of the Board. All Vice Presidents shall perform duties as designated by the President and/or the Board of Directors.

Section 5. - Treasurer.

The Treasurer shall have custody of, and be accountable for, all funds and securities of the Association. He/She shall receive and give receipts for monies due and payable to the Association from any source, and deposit all monies as prescribed by the Board of Directors in accordance with the provisions of Articles VII of these *Bylaws*. If required by the Board of Directors, the Treasurer shall provide a bond for the faithful discharge of duties.

Section 6. - Secretary.

The Secretary shall prepare the minutes for the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these *Bylaws* or as required by law; be custodian of the records of the

Association and the seal of the Corporation. He/She shall affix the seal to all of the appropriate documents when requested. The execution of the seal on behalf of the Association shall be authorized in accordance with the provisions of these Bylaws. The secretary shall keep a register containing the post office address for each Director.

Article V.- Board of Directors

Section 1. - General Powers

The affairs of the Association shall be managed by it's Board of Directors. The Board of Directors shall have all the powers necessary or appropriate to the administration of the affairs of this Association and may do all such acts and things as are not reserved to the Directors by law, *The Articles of Incorporation*, or these *Bylaws*.

Section 2. - Number, Tenure, and Qualifications

The initial number of Directors for the Association shall be seven (7), including the, Officers. The voting members of the Association may elect additional Directors, but in any event, not more than ten (10) nor fewer than three (3) as determined by voting members at the annual election meeting of the members.

Directors must be residents of the State of Florida who reside within the boundaries of SESH. They must be a voting member of the Association, have attended two General Membership meetings in the voting year and have served on a minimum of one committee. Each Director shall serve an unlimited number of two (2) year terms, commencing on January 1 next following his or her election and continuing for such two (2) year term (s) until he or she resigns, dies, or is removed. Upon resignation, death or removal of a Director, the remaining directors shall, by a majority vote, appoint another Director to fill the vacant Director position. If, however, the resignation, death or removal of a Director leaves the Association with fewer than three (3) Directors the President of the Association shall then immediately hold a special meeting of members to elect a third (3rd) Director.

Section 3. - Election of Directors

The President shall appoint a nominating committee prior to the general meeting in July. At the July meeting nominations will be requested. The nomination committee will prepare a ballot of those voting members nominated for election.. At the general meeting in September all persons who are nominated and who accept, will present their platforms. Additional nominations may be made from the floor. Nominations will then be closed.

Members may vote in person, by proxy, email, or postal mail.

Voting in Person: The election will normally occur at the general meeting in October. A majority vote by the voting members, constituting a quorum, is necessary for election.

The Nomination Committee will recommend to the Board of Directors for approval, the method of distributing, collecting and authenticating, ballots for those voting by proxy, email or postal mail. All details for validating the vote will be included in the directions distributed and will be part of the permanent record held by the Board Secretary.

Section 4. - Removal of Directors.

By a majority vote, the Board of Directors may ask a Director to resign for any, or all of the following reasons: neglect of duties, three (3) consecutive unexcused absences, or any other pattern of excessive unexcused or irregular attendance at meetings of the Board of Directors. If the resignation is not forthcoming within seven (7) days, the person may then be removed by a two-thirds (2/3) majority of the voting members

present, and constituting a quorum, at a meeting called for such purpose.

Section 5. - Meetings.

The Board of Directors shall normally meet once per month, unless deemed unnecessary in any given month.

Section 6. - Place of Meeting.

Meetings of the Directors shall be held at any suitable place convenient to the Directors, as designated by them.

Section 7. - Notice of Meetings.

Notice setting the place, day and hour of any meeting of Directors shall be given, either personally or by mail, to each Director, not fewer than three (3) days before the date of the meeting, by or at the direction of the President. When a special meeting is required, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when addressed and legally posted to the member at the address of record.

Section 8. - Quorum.

A majority of the Directors shall constitute a quorum for the transaction of business at any meeting. If a quorum is not present, a majority of the Directors present may adjourn the meeting without further notice.

Section 9. - Majority Vote.

The act of a majority of the Directors present at a meeting where a quorum exists shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 10. - Compensation.

Directors shall not receive any salary or compensation for their services as Director.

Section 11. - Written Action of Directors.

Directors may take action without a meeting, provided that all of the Directors are informed of the action to be considered, and that all agree to take action without a meeting. The Secretary must verify by signature all votes taken.

Directors may take action by email, provided that all of the Directors are informed of the action to be considered and that all agree to take the action without a meeting.

All email actions must be made using the single, on file, recognized email of each director, and must be sent simultaneous to all Board members. The Secretary will monitor the voting, and report all results by a simultaneously email to all Directors.

Article VI. - Committees

Section 1. - Committees.

Types of committees are designated by the action of a majority of the Directors present at a meeting at which a quorum is present. Committees shall constitute themselves, with approval and appointment by the President of the Association. Committees will continue at the pleasure of the Board of Directors. A majority of the Directors present at a meeting at which a quorum is present may discontinue a committee.

Section 2. - Term of Office.

Each member of a committee may continue to serve for as long as is feasible.

Section 3. - Chair.

One member of each committee shall be appointed as Chair by the President of the Association.

Section 4. - Vacancies.

Vacancies in the membership of any committee may be filled by appointment made in the same manner as that provided in the case of the original appointment.

Section 5. - Quorum.

Unless otherwise stated by law or in these *Bylaws*, a majority of the entire committee shall constitute a quorum.

Section 6. - Rules.

Each committee should, for its own governance, adopt rules which are not inconsistent with these *Bylaws*. These rules shall be filed with the Secretary of the Board of Directors. Each Committee Chair is responsible for submitting a report of all committee actions to the next meeting of the Board of Directors.

**Article VII - Contracts
Checks, Deposits and
Funds**

Section 1. - Contracts.

The Board of Directors may authorize any Officer to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Association; and this authority may be general or specific with respect to various matters.

Section 2. - Checks and Drafts, etc.

All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Association shall be signed by two (2) Officers of the Association, as designated by the Board of Directors.

Section 3. - Deposits.

All funds of the Association shall be deposited to the credit of the Association in banks, trust companies, or other depositories as the Board of Directors may designate.

Section 4. - Gifts.

The Board of Directors may accept or decline, on behalf of the Association, any contribution, gift, bequest or

devise for the Association.

Article VII. Books and Records

The Association shall maintain correct and complete books and records of accounts and minutes of the preceding meeting of its members, Board of Directors, and committees of the Association. The Association shall also keep, at the registered or principal office, a record of the names and the addresses of the Directors and all members in good standing. Members who have paid their annual dues shall be deemed "members in good standing." All books and records of the Association may be inspected by any Director or his / her agent or attorney for any purpose at any reasonable time. Books and accounts of the Association shall be kept under the direction of the Treasurer of the Association. Reports and records of the Association's members shall be kept under the direction of the Secretary of the Association.

Article IX. Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each calendar year. The dates of the fiscal year of the Association may be changed by a vote of the Board of Directors, without further action by the members.

Article X. - Bonding and Indemnity

Section 1. - Fidelity Bonds.

The Board of Directors may require fidelity bonds for any, or all, of the Officers and employees of the Association who have custody or control of Association funds. The premium of the bonds shall be paid by the Association.

Section 2. _ Indemnity.

Each Officer and Director of the Association shall be reimbursed by the Association for reasonable expenses incurred by him or her in conjunction with any action, suit, or proceeding to which he or she may have been party by reason of being an Officer or Director of the Association. The Association will not be held liable for these expenses when the Officer or Director is adjudged negligent.

Article XI. - Seal

The Board of Directors may provide a Corporate Seal containing the name of the Association. The seal shall be in the charge of the Secretary. If so directed by the Board of Directors, a duplicate of the seal may be kept and used by the Treasurer.

Article XII. - Waiver of Notice

When a notice is required to be given under the provisions of the State law, the Articles of Incorporation, or these *Bylaws*, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIII - Privacy Policy

All lists containing names, addresses, phone numbers, email addresses, or other personal information will be used strictly for the purpose for which they were originally obtained. No lists of any kind will be given out to any committee, business, organization, or individual without the express consent of the board of Directors. The Board of Directors may revoke the membership of any member who does not abide by the Privacy Policy.

Article XV. - Amendment to Bylaws

These Bylaws may be altered, amended or repealed; and new Bylaws may be adopted by a majority vote of the Directors, followed by approval of the voting membership.

