

# **Southeast Seminole Heights Civic Association, By-Laws**

## **Article 1: NAME AND PURPOSE**

**SECTION 1.01: NAME:** The name of this association shall be Southeast Seminole Heights Civic Association, Inc., a non-profit organization [501(c)(3)] located in Tampa, Florida and bounded to the North by Hillsborough Avenue, bounded to the East by Fifteenth Street, bounded to the South by Dr. Martin Luther King, Jr. Boulevard and bounded to the West by Taliaferro Street. The association may hereinafter be referred to in this document as SESHCA or the Association.

**SECTION 1.02: 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 2: 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.

**SECTION 2.01: VOTING MEMBERS:** Requirements to be a voting member:

- A. A voting member 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.
- E. 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 2.02: NON-VOTING MEMBERS:** Two types of non-voting membership categories exist.

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

### **Article 3: ASSOCIATION MEETINGS**

**SECTION 3.01: ANNUAL MEETING:** One membership meeting shall be designed as the annual meeting. At this meeting:

- a. The President shall report on the state of the association
- b. The Treasurer shall give an annual financial report
- c. Elections for Members of the Board of Directors shall be held

**SECTION 3.02: GENERAL MEETINGS:** General meetings shall be held on the third Tuesday of the third month of each quarter, (January, April, July, October) unless it is a holiday, in which case the meeting date and place shall be established at the preceding general membership meeting, or at other times as deemed necessary by the Board of Directors. 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.

**SECTION 3.03: 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 3.04 AGENDA:** The President shall prepare the agenda for the general and special meetings of the membership. Any member may suggest an item to be added to the agenda by submitting the item in writing to the President at least seven days in advance of the membership meeting. The President shall approve or deny such a request at their sole discretion. Membership attendance will be recorded at each meeting. If a member does not sign in they will be considered absent. Attendance records will be kept for a period of two (2) years, by the Secretary of the Board of Directors.

**SECTION 3.05: PLACE OF MEETING:** Meetings of the members shall be held at a suitable place and in a manner convenient to the members as determined by the Board of Directors. Meetings of the members may be held in person. However, meetings may be held remotely via video conference or telephonically when the Board of Directors determines in-person meetings are not reasonably safe or appropriate.

**SECTION 3.06: NOTICE OF MEETING:** Written notice stating the place, day and hour for any meeting of members shall be posted to the association website and any social media accounts-not fewer than ten (10) days and 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.

**SECTION 3.07: QUORUM:** One-third ( $\frac{1}{3}$ ) of the voting members in good standing present in person, or via remote appearance when meetings are held remotely as provided in Article 3, or by proxy, shall constitute a quorum for the transaction of business at any meeting. Unless otherwise specified in these bylaws, decisions of the Association shall be made by a majority vote of those members present at any meeting or by proxy.

**SECTION 3.08: MAJORITY VOTE:** The acts of a majority of the voting members present at a meeting where a quorum exists shall constitute the act of the members, unless the act of a greater number is required by law or by these Bylaws.

**SECTION 3.09: CONDUCT OF MEETINGS:** The most current edition of Robert's Rules of Order shall prevail as the method by which business is conducted at general and special meetings, and at meetings of the Board of Directors.

#### **Article 4: OFFICERS**

**SECTION 4.01: OFFICERS:** The Officers of the Board of Directors and Association shall consist of a President, one Vice President, a Treasurer, and a Secretary. Promptly following the death, resignation, or removal of an Officer, the President of the Association shall convene a special meeting of Board of Directors to elect a replacement for the office vacated through resignation, death or removal.

**SECTION 4.02 PRESIDENT:** The President shall be the Chief Executive Officer of the Association and shall, in general, prepare the agenda, preside at all meetings of the board and membership, supervise and control all of the business and affairs of the Association. The President and any Officer, authorized by the Board of Directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors authorizes to be executed..

**SECTION 4.03 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 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 4.04 TREASURER:** The Treasurer shall have custody of, and be accountable for, all funds and securities of the Association. The Treasurer 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 7 of these Bylaws. If required by the Board of Directors, the Treasurer shall provide a bond for the faithful discharge of duties.

**SECTION 4.05 SECRETARY:** The Secretary shall keep minutes of all meetings including those 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. The Secretary 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, email, and phone number for each Director.

#### **Article 5: BOARD OF DIRECTORS**

**SECTION 5.01: GENERAL POWERS:** The affairs of the Association shall be managed by its 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 5.02: NUMBER OF DIRECTORS:** The ultimate authority of the Association shall vest in a Board of Directors consisting of at least seven (7) members, including the Officers. The voting members of the Association may increase or decrease the number of Directors to no more than eleven (11) members and no fewer than three (3) members by a majority vote of the presiding Board.

**SECTION 5.03 QUALIFICATIONS:** Directors must be residents of the State of Florida and reside within the boundaries of SESHCA. Additionally, Directors must be voting members of the Association and have attended either: One General Membership meeting and 2 SESHCA official events within the voting year; or two General Membership meetings within the voting year. Further, Directors agree to serve on a minimum of one committee.

**SECTION 5.04 TENURE:** Each Director shall serve an unlimited number of two (2) year terms, commencing on January 1 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 5.05: ELECTION OF DIRECTORS:** During election years, President shall appoint a nominating committee prior to the general meeting in July. At the July meeting the nominating committee will announce the number of available Director vacancies and seek nominations. Members of the Association may submit nominations in person at the July meeting or via an email address provided by the nominating committee. Voting members present at the annual meeting in October shall elect the Directors by a majority vote constituting a quorum upon a ballot prepared by the nominating committee. Voting members may vote in person, email, postal mail or by proxy. Additional nominations may be made from the floor.

The Nominating Committee will recommend the method of distributing, collecting and authenticating ballots for those voting by proxy, email or postal mail to the Board of Directors for approval by majority vote. The method used to validate the votes will be included in the directions distributed with the ballot and will be part of the permanent record held by the Board Secretary.

**SECTION 5.06: 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 ( $\frac{2}{3}$ ) majority of the voting members present, and constituting a quorum, at a meeting called for such purpose.

**SECTION 5.07 BOARD OF DIRECTOR MEETINGS:** The Board of Directors shall normally meet once per month, unless deemed unnecessary in any given month.

**SECTION 5.08 PLACE OF BOARD OF DIRECTOR MEETINGS:** Meetings of the Directors shall be held at any suitable place convenient to the Directors, as designated by them. Meetings of the Directors may be held remotely via video conference or telephonically when the board of directors

determines in-person meetings are not reasonably safe or appropriate.

**SECTION 5.09 NOTICE OF BOARD OF DIRECTOR MEETINGS:** Notice setting the place, day and hour of any meeting of Directors shall be given, either personally or by email, 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 5.10: 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 5.11 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 these *Bylaws*.

**SECTION 5.12 COMPENSATION:** Directors shall not receive any salary or compensation for their services as Director.

**SECTION 5.13 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, text or via a social media platform as determined by the Board of Directors, 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, text or other remote actions must be made using the single, on file, recognized email, phone number or account of each director and must be sent simultaneously to all Board members. The Secretary will monitor the voting, and report all results by a simultaneous email to all Directors.

## **Article 6: COMMITTEES**

**SECTION 6.01 COMMITTEES:** Types of committees are designated by the action of a majority of the Directors present at a meeting 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 6.02: TERM OF OFFICE:** Each member of a committee may continue to serve for as long as is feasible.

**SECTION 6.03: CHAIR:** One member of each committee shall be appointed as Chair by the President of the Association.

**SECTION 6.04: 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 6.05: QUORUM:** Unless otherwise stated by law or in these *Bylaws*, a majority of the entire committee shall constitute a quorum.

**SECTION 6.06: 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 7: CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**SECTION 7.01: 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 7.02: 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 7.03: 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 7.04: GIFTS:** The Board of Directors may accept or decline, on behalf of the Association, any contribution, gift, bequest or devise for the Association.

## **Article 8: 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 9: FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of January and end of 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 10: BONDING AND INDEMNITY**

**SECTION 10.01: 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 10.02; 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 not 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 11: 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 12: WAIVER OR NOTICE**

When a notice is required to be given under the provisions of 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 13: 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 14: SOCIAL MEDIA POLICY**

The Board of Directors shall implement a Social Media Policy to be posted on SESHCA's website and social media accounts. This policy will be reviewed regularly by the Board and may be amended as needed to reflect changing social media practices and community needs.

#### **Article 15: AMENDMENT TO BY-LAWS**

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