

# Bylaws of Gandy Civic Association, Inc.

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Gandyciviccenter.com

## Article I: Name

The name of this organization is Gandy Civic Association, Inc (GCA). A not-for-profit Corporation.

## Article II: Purpose

Section 1: The purpose of the Gandy Civic Association shall be dedicated to protecting and promoting the welfare of the area it serves; to provide a forum where residents may hear and be heard in all matters pertaining to any civic concern; to also work with other such organizations and government agencies for the betterment of the community, the City and the State. Accordingly, the facilities and grounds of the Association may be used for civic activities such as voting, scouting programs, neighborhood watch, and other similar activities as approved by the Association membership.

Section 2: ~~The area of interest to~~ The Association shall be bounded on the North by Gandy Boulevard; on the West by Tampa Bay; **on the East by Dale Mabry Hwy; on the South by MacDill AFB to Manhattan Ave. To the West of Manhattan Ave, the southern border is the GSA Railroad Spur. The first streets on the southern boundary, west of Manhattan Ave, are Varn Ave and Westshore Circle.**

Section 3: Given the purpose and nature of the Gandy Civic Association, the organization may from time-to-time, with the recommendation of the **Executive Board (Eboard) of Directors** and **a majority vote at a approval of the general membership meeting present**, contribute materials, goods, or money to local and worthwhile charities; including students of local public high schools, elderly assistance, and other programs of civic nature deemed appropriate by The Association. Funds used for this purpose will be those funds deemed in excess of organization expense requirements as determined by the **Executive Board of Directors**.

## Article III: Membership

Section 1: All persons of good character who lives, owns property, or owns a business in SOG, (South of Gandy), ~~18 years of age or older~~ willing to uphold its policies and subscribe to its charter and bylaws, may become members upon payment of dues as hereinafter provided. Members shall be accepted without regard to age, color, race, religion, gender, disability, or place of national origin.

Section 2: All persons of good character, **not eligible for membership per Section 1 of this Article**, willing to uphold its policies and subscribe to its charter and bylaws, may become members upon payment of dues as hereinafter provided, but they will not be able to hold office or vote.

## Article IV: Elections of Officers

Section 1: Officers of the Association shall be President, Vice President, Secretary, Treasurer, **and one Board Member at large (BML)** ~~and five (5) Trustees~~, all of whom shall be elected for a term of 24 months; ~~with the exception of the fifth Trustee who shall be the outgoing president. If the outgoing president is unable to serve, an election will be held for the fifth position on the board.~~ Officers and Trustees shall be nominated and selected from the membership as outlined in Article III Section 1.

Section 2: **Nominations for election may be submitted via email, US Mail, and in person at the October GCA general membership meeting. Nominations will be closed at the end of the October meeting, or on the second Wednesday of October if there is no meeting. If an office is uncontested, the sole candidate is considered elected, and no vote will be held for that office. The Vice President and Secretary will be elected in even-numbered years; the President and Treasurer and Board Member at Large will be elected in odd-numbered years.** ~~Nominations for election of officers to include President, Vice President, Secretary, Treasurer, and four trustees, shall be made at the November meeting of each odd year. The term of office shall begin on January 1<sup>st</sup> of the year following the year election.~~

Section 3: No officer shall hold the same office consecutively more than two terms, ~~or until replaced by a suitable candidate.~~

Section 4: Only members in good standing ~~with a three-month period of membership~~ shall be allowed to make nominations for elections or accept a nomination. The consent of each nominee must be obtained before being placed in nomination.

Section 5: **The election of Officers shall be held at the November General Meeting, and/or electronically, and/or by U.S. mail, as designated by the Executive Board and noticed at least 30 days prior. The term of office shall begin on January 1<sup>st</sup> of the following year.** ~~All elections of officers shall be conducted by secret ballot on ballot slips furnished by the Secretary except in the event of a nominee having no opposition, when the Association may vote by voice in directing the Secretary to cast a unanimous ballot for such unopposed candidates. Members may vote by sealed absentee ballot, if said ballot is delivered to the Secretary by midnight the day preceding the election. Proxy voting will not be permitted.~~

Section 6: Any and all **Officer** vacancies ~~occurring in offices~~ shall be reported by the Secretary at a regular meeting, or to the **Executive Board** of Directors; following which, if required, the President may call a Special **Election** meeting for the purpose of filling ~~to fill~~ such vacancy or vacancies. ~~In that event, the regular procedure for elections shall be followed. However, it shall be the authority of the Executive Board of directors to make such temporary appointment for an official or officials to hold office until an election takes place. All officers elected to fill a vacancy shall hold such office for the unexpired term of such office.~~

Section 7: ~~No person holding public political office shall be eligible to hold office in the Association, nor shall any officer of the Association continue in official tenure if the person becomes a candidate for public political office. Such an event shall call for immediate resignation from the Executive Board.~~ Association member(s)

Section 8: No member of the **Executive Board** ~~of Directors~~ shall receive compensation ~~solely~~ for the performance of duties as a member of the **Executive Board** ~~of Directors~~.

Section 9: Failure to satisfactorily serve as an **Executive** Board member, including invalid absences from three or more meetings may result in removal from the Board. A majority of the remaining **Executive** Board members is required to make the removal.

## **Article V: Duties of the Officers**

The **Executive** Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer, and one Board Member at Large. ~~The Terms of the directors shall be for a period of twenty-four months.~~ They ~~Directors~~ will serve as custodians of the Association and shall be empowered to make recommendations for such things as may be of benefit to the Association. At the call of the President, they shall hold an executive meeting one week before the regular meeting. Special meetings of the **Executive** Board of Directors may be called by the President, or the President may be directed to hold such a meeting upon request of a **majority vote** quorum of the membership or the **Executive** Board of Directors.

Section 1: President – The President of the Association shall be the presiding officer at all regular and special meetings of the Association and shall conduct such meetings in a fair and impartial manner, conforming to Roberts Rules of Order, revised. ~~The President shall have no vote on any question before the Association, except in the event of a tie vote, when he/she may cast the deciding ballot or vote. The President shall not speak for or against a motion submitted to the membership while occupying the Chair, make take the floor upon surrendering to the chair to the Vice President or other member during the time of the debate and shall not resume the Chair until after the vote on the question has been taken.~~ The President shall be an ex-officio member of the Board of Directors and all committees, ~~except the nominating committee,~~ whenever his/her service may be helpful or required. As the head of the Association, he/she makes such recommendations as are calculated to develop interest and activity of the membership in all undertakings and progressive programs of the Association. The President shall sign all official letters and act as a liaison officer of the Association in all matters and with all civic bodies with whom the Association is in cooperation. The President, as principal custodian of the building and property is authorized to expend money up to \$250.00 in case of emergencies.

Section 2: Vice President – The Vice President will preside at all meetings in the absence or ability of the President to serve specific duties that may be provided **for** in the bylaws. The Vice President shall assume responsibility for the administrative details as delegated by the President and shall represent the President upon request, assuming the duties of the President in case of resignation until the position is filled in accordance with the bylaws.

Section 3: Secretary – The Secretary shall be responsible for keeping minutes of all regular and special meetings, which shall be made permanent record of the Association. The Secretary shall be the official custodian of all records, except those assigned to others, and promptly deliver all records to any successor Secretary. **Along with the President, the Secretary** shall maintain a correct list of members and their addresses and carry on such correspondence with members and others as the duties of the office may require. In the absence of the President and Vice President, the Secretary shall call the meeting to order and preside for only that meeting.

Section 4: Treasurer – The Treasurer shall have charge of all funds belonging to the Association and shall collect and deposit all the Association funds in such bank or banks as may be designated by the

~~Executive Board of Directors.~~ In case of emergencies, the Treasurer may expend monies up to two hundred fifty dollars (\$250) upon approval of the **Executive Board of Directors**; all larger expenditures to be approved by the voting body. The Treasurer shall submit a verbal **report** at each meeting of the Association. The books of the Treasurer shall be audited at least annually by an auditor. When the auditor **is** satisfied that the report is correct, **they** must sign a statement to that effect at the end of the report. The auditor shall be appointed by the President at least thirty days before the first week in December and at any other requested date. All checks must be signed by the Treasurer and/or the President.

Section 5: Board Member at Large – The BML shall fulfill any duties agreed to by the board members as necessary. This position may change according to the elected member. The BML may assist any other elected officials in the GCA to best meet the needs of the GCA.

## **Article VI: Committees**

Committees will be formed as required to conduct Association business.

## **Article VII: Meetings**

Section 1: Meetings of the Association shall be held as “regular meetings” once each month: day and time at the discretion of the **Executive Board**. Special Meetings may be called by the President, ~~upon request of the~~ **or by a majority vote** of members ~~voting~~ at a regular meeting, or ~~upon recommendation by a majority vote of the Executive Board of Directors.~~ All members must be notified by email, phone, or ~~by~~ notice posted on the Association’s website, or **announcement of** the Special Meeting ~~announced~~ at the preceding regular meeting. Such notice must include the purpose of the Special Meeting. Only the specific business stated in the notice shall be transacted at the Special Meeting. In the event of emergency needs, the President or **the majority of the Eboard or seven other** membership in good standing, may call a Special Meeting.

Section 2: **Fifteen percent of the members in good standing AND four fifths (4/5) Eboard participation, present via Communications Media Technology (CMT) or in person, shall constitute** A quorum for the transaction of any business at the regular meeting ~~must consist of not less than three members of which two must be members.~~

## **Article VIII: ETHICS**

Section 1: No endorsements of any **partisan** political candidate shall be given by the Association. The Association will at **all** times be non-partisan and non-sectarian in every aspect.

Section 2: **If an officer of GCA decides to run for political office, he or she shall resign the GCA office at the time of filing for the elected position.**

Section 3: **No GCA media nor any GCA distribution list may be used for partisan political purposes.**

Section 4: **The Executive Board has the authority to expel members whose actions or conduct embarrass or jeopardize the best interests of GCA.**

Section 5: **No member of the Executive Board shall use his or her membership for personal, financial, or political gain, either in the public sphere or within GCA; nor shall any member of the Executive**

Board take any action that will be detrimental to the activities or reputation of GCA, on pain of suspension or expulsion. Both the evaluation of any questionable activity and the action to be taken will be under the jurisdiction of the Executive Board.

### **Article IX: Amendments to the Bylaws**

These bylaws may be amended, rescinded, repealed or altered. ~~by the quorum specified in Article VII section 2, at any regular meeting.~~ Any proposed amendment must be submitted in writing to the Secretary at ~~a~~ the regular meeting ~~or an Executive Board meeting, previous to the final action.~~ ~~It~~ The proposed changes shall be read in full ~~at that general meeting, or the next general meeting,~~ and then held over to the following meeting. ~~when it shall be debatable previous to action of the Association.~~ Notice of the meeting and the proposed changes will be given to the membership. The proposed changes will be read, debated, and require approval by a two-thirds (2/3) majority vote of the members in good standing present at the noticed meeting.

### **Article X: Order of Business**

Section 1: The general order of business for regular meetings of the Association shall be as follows:

- Meeting Called to Order
- Moment of Silence
- Pledge of Allegiance
- ~~Crimewatch (if available)~~
- ~~Program (if scheduled)~~
- Approval of minutes of previous meeting
- Treasurer's Report
- Unfinished Business
- New Business and Member Interests
- Adjournment

Section 2: The business portion of the regular meeting shall not exceed a time limit of two hours ~~one hour~~ except by majority vote of members present in the meeting. Individual discussion or debate shall be limited to the discretion of the President.

### **Article XI: Dues**

Annual dues for Association membership and method of payment shall be fixed by a majority vote of the membership. Membership cards shall be issued as receipt to those making payment. Current dues are ~~\$10 per year and subject to change~~ set by the Eboard annually.

## **Article XII: Vacancies in Office**

An unexcused failure of any elected officer to attend three consecutive meetings may ~~be~~ cause for declaring a vacancy in that office. The president may announce an election to fill such vacancy in regular manner as provided in these Bylaws ~~the elected candidate to fill the unexpired term of the office. All such elections must be announced at regular meetings proceedings that in which election is held, but~~ Nominations for vacancies may be made immediately after an office has been declared vacant. ~~The Eboard, by majority vote, may elect to fill the vacancy until the next regular election cycle.~~

## **Article XIII: Rules of Order**

Section 1: All meetings of the Association shall be ~~covered~~ in compliance with Robert's rules of Order and parliamentary procedures ~~as provide hearing~~. Members taking the floor shall rise and be recognized by the chair.

Section 2: The President shall have the authority to appoint a Sergeant At Arms ~~for that meeting~~. No person shall be allowed to attend meetings while in a state of intoxication or disorderly conduct or causing embarrassment to others in the meeting. No alcoholic beverages shall be consumed during the meetings on the premises. The use of profanity or unbecoming language, ~~personal invectives~~ or vulgar conduct shall be strictly prohibited.

## **Article XIV: Impeachment**

Any officer may be removed from office upon a ~~one third (1/3) vote of forty percent~~ ~~of the listed members in good standing. Less an officer whose office is in question.~~ ~~Thirty days advance notice shall be given the membership of such impeachment proceedings.~~ ~~one third (1/3) vote of forty percent~~ of the listed members in good standing. ~~Less an officer whose office is in question.~~ Thirty days advance notice shall be given the membership of such impeachment proceedings.

## **Article XV: Dissolution of the Association**

Section 1: If for some reason a member or group of members feels that the operation of the Association can no longer be carried on, a motion for dissolution can be made from the floor in a regular meeting, or a Special Meeting called for that purpose. If the motion is defeated by a simple majority, it may not be brought before the membership ~~again until six months have elapsed. the next regular meeting or Special Meeting called for that purpose.~~ again until six months have elapsed.

Section 2: If the motion for dissolution is carried, it then becomes the responsibility of the Secretary to poll the entire membership in good standing, each member to sign the membership roster either "yes" or "no", the "yes" vote being for, or in favor of, dissolution. The Secretary shall report to the next regular meeting to disclose the results of the membership poll. Three/fourths ~~(3/4)~~ of the entire membership will be necessary to carry the motion. If the motion is defeated, it may not be brought before the membership until ~~a year has six months have elapsed.~~ a year has six months have elapsed.

~~Section 3: If the motion to dissolve is carried, the Secretary must immediately notify the Associations legal counsel. If the Association does not have legal counsel, such counsel must be obtained at the earliest possible time. The retaining of legal counsel shall be the obligation of all officers and trustees jointly.~~

Section 3: 4. Upon notification of the membership in regular meeting by the Secretary that the motion to dissolve has been carried, all officers and trustees are immediately frozen in their positions until final dissolution is complete.

Section 4: 5. Immediately following the ~~acquisition of legal counsel~~ **success of a motion for dissolution**, no business of any kind may be transacted by any member of the Association except with the knowledge and consent of ~~said legal counsel~~ **the general membership**.

Section 5: **No officer or individual member of the Association shall be the beneficiary of the dues or other value attributable to GCA, Inc. In the event of dissolution, any dues remaining shall be first used to satisfy valid outstanding debts of the Association. If GCA, Inc. is dissolved to form another substantially identical corporation under IRS Code 501(c)(3), all remaining funds shall be transferred to the new GCA corporation.**

Section 6. Immediately following the dissolution of the Association, all assets both monetary and personal remaining after all legal and due bills are satisfied, shall be given as an outright gift to **Metropolitan Ministries or Feeding Tampa Bay**. ~~a charitable organization to be named at the time of the dissolution.~~

### **Article XVI: Indemnity**

The Gandy Civic Association Corporation shall indemnify any officer, director, trustee or any member acting on behalf of the corporation or any former officer, director trustee or member, against and hold the same harmless from any and all claims , losses, damages, liabilities, actions, judgments, costs and expenses (including settlements, judgements, actions, costs and attorney's fees): of any nature or kind whatsoever arising out of or resulting from, directly or indirectly, ~~an alleged negligent or international~~ **intentional** acts or omissions by the Corporation of the Association's failure to perform any obligation undertaken or covenant resulting from service to the Corporation as an officer, trustee director or member.