

2013

**SOUTH VENICE
ASSOCIATION**

CIVIC

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**Policies
Procedures
By-Laws**

SOUTH VENICE CIVIC ASSOCIATION, INC

Rev. 1.1.2013

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ARTICLE I – GENERAL

Section A. NAME

The official name of this organization shall be the SOUTH VENICE CIVIC ASSOCIATION, INC., hereafter referred to as “SVCA.” It is a nonprofit corporation under the laws of the State of Florida, incorporated on December 23, 1955, with articles of amendments filed June 30, 1980, further amended December XX, 2014 and designated under IRS as a 501(c)(3) civic association.

Section B. SERVICE AREA

The service area of the SVCA shall include all residential property in the South Venice Subdivision, Units 1 through 75, inclusive, namely Manasota Land and Timber, South Venice Shores, all metes and bounds, Yacht Club Estates, and Sunset Beach Estates, and abutting properties as documented and approved by the board of directors.

Section C. PRINCIPAL OFFICE

The principal office of the SVCA shall be located at 720 Alligator Drive, Venice, Florida.

Section D. PURPOSE

The purpose of the SVCA is to promote civic betterment and social welfare and improvements, to further the common good and general welfare of the people of the community, and to care for and improve its legal properties.

In addition to charitable, educational and scientific activities, to erect and maintain public buildings and facilities, monuments or works; lessen the burdens of government; reduce neighborhood tensions; eliminate prejudice and discrimination; defend human and civic rights secured by law; and combat community deterioration and juvenile delinquency.

ARTICLE II – MEMBERSHIP

Section A. ELIGIBILITY

Every person or family who owns or rents residential property within or abutting the service area is eligible to become a member of the SVCA by application in writing and payment of dues. One resident address is eligible for one membership. Social memberships are eligible upon the approval of the board of directors.

Section B. CATEGORIES AND LIMITATIONS

There shall be five categories of membership in the SVCA.

1. Active. This category shall be limited to owners of residential property within the

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- service area.
2. Associate. This category shall be limited to rents of residential property with the service area.
 3. Life. This category shall be limited to past presidents and those persons who by majority vote of the board of directors shall be deemed to have rendered outstanding service in the furtherance of the SVCA.
 4. Social. Upon prior approval of the board of directors, this category is available to nonresidents outside the service area who support the purpose of the SVCA and participate in its civic or social activities.
 5. **Business. Available to businesses located in Sarasota County upon approval by the Board**

Section C. VOTING

Each active and associate member shall have one vote. Any life member wishing to vote must qualify and obtain active or associate status each year. The life member shall not pay dues. ~~Social members shall not have the right to vote or to hold office.~~ **Social members shall have the right to vote or to hold office.**

Section D. ANNUAL DUES

Membership dues shall be at such rate or rates, schedule or formula, as may from time to time be prescribed by the board of directors, due and payable on a calendar year basis.

Section E. TERMINATION

1. A member may resign from the SVCA.
2. A member shall be suspended for nonpayment of current dues effective dues 90 days from the date payment is due.
3. A member may be suspended for conduct unbecoming a member upon the recommendation of the board of directors and a two-thirds vote of the membership at a general meeting. In this event, any action by the membership on this issue shall be delayed at least one month in order to allow the member the opportunity to prepare a defense. A suspended member may be reinstated upon recommendation of the board of directors and two-third vote of the membership present and voting at a regular meeting.

ARTICLE III – GENERAL MEMBERSHIP MEETINGS

Section A. ANNUAL MEETING

The annual business meeting of the SVCA shall be held in December for the purpose of installation of officers and directors and presentation of the annual reports.

Section B. MONTHLY MEETINGS, VOTING

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Meetings of the general membership shall be held monthly, except July and August, for the purpose of making reports and to provide programs of interest. A motion from the floor may be presented at any meeting of the membership. If seconded, the vote on the motion may be deferred to the board of directors and, by majority recommendation of the board at its next meeting, shall be presented to the general membership for vote. The president may defer major issues to a committee or task force for investigation of the issues before calling for a vote.

Section C. SPECIAL MEETINGS

Special meetings of the general membership may be called by the president or a majority of the board of directors. A petition signed by 25 voting members requesting a special meeting, in writing, shall be called. The special meetings shall be limited to the subject matter for which the special meeting was called. All special meetings shall first be ~~published in the South Venice Beach Wave.~~ advertised by posting of a notice at the SVCA office and/or distributing said notice via USPS, fax or email to the membership at least 5 days in advance.

Section D. QUORUM

At any duly called general membership meeting, a quorum shall consist of 25 voting members in good standing.

Section E. PROXIES

A member who is entitled to vote may vote in person or, unless the articles of incorporation or the bylaws otherwise provide, may vote by proxy executed in writing by the member or by his or her duly authorized attorney in fact. An appointment of a proxy is not valid after 11 months following the date of its execution unless otherwise provided in the proxy.

ARTICLE IV – BOARD OF DIRECTORS

Section A. POWERS

The governance and policy making responsibilities of the SVCA shall be vested in the board of directors which shall control its property, be responsible for its finances, and manage its affairs. No action of any member, committee, employee, director, or officer shall be binding upon, or constitute an expression of the policy of the SVCA until it shall have been approved or ratified by the board of directors.

Section B. ELIGIBILITY, COMPOSITION AND TERMS

1. To be eligible to serve on the board of directors, one must hold active or associate membership in the SVCA for at least six (6) months prior to running for

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- office.
2. The directors entitled to vote are the president, first vice president, second vice president, secretary, treasurer, and six members at large. The immediate past president may serve as a nonvoting director.
 3. No person shall be a voting director for more than five (5) consecutive years.
 4. Special Exception: A voting director, or officer's five (5) year term may be extended for a maximum of two years under the following conditions:
 - a. The nominating committee is unable to find enough qualified board candidates from among the voting SVCA members
 - b. The officer or board member's continued presence on the board is crucial to the progress, continuity, or successful completion of an SVCA project or program. (e.g., water and sewer issues, membership campaign, neighborhood watch, volunteer drive, Expo)

Section C. QUORUM

The presence of six directors shall constitute a quorum for the purpose of acting upon all motions which come before the board. Attendance of Directors via electronic means (i.e. telephone, Skype, conferencing software, etc) shall qualify as a quorum.

Section D. BOARD MEETINGS

The board shall meet monthly prior to the general meetings and during July and August. Special meetings of the board may be called by the president, or by five (5) members of the board, specifying the purpose therefore. At least five (5) days prior to notice of a special meeting of the board, the general membership shall be notified by posting notice in the office of the SVCA specifying time, place, and purpose of such meeting.

Section E. INFORMAL ACTION

If all the directors consent in writing to any action taken or to be taken by the Corporation and the writing or writings evidenced in their consent are filed in the minutes of the proceedings of the Board, the action shall be as valid as though it had been authorized at a meeting of the Board, and shall have the same effect as a unanimous vote.

Section E. SELECTION OF NOMINATING COMMITTEE AND ELECTION OF DIRECTORS

1. Nominating Committee. At the scheduled board meeting in April, the President shall select the chairman of the nominating committee and once current board member to serve. The board members shall select three members from the general membership to serve. The five members so selected, subject to their acceptance, shall comprise the nominating committee and be approved by the board. No person shall be a member of the nominating committee for more than two consecutive years. The nominating committee shall meet and present a single slate of directors to be published in the May issue of the South Venice Beach Wave. Each candidate must be an active or associate member and have agreed to accept the responsibilities of directorship.

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2. **Additional Nominations.** Additional names of candidates for directors can be nominated by petition bearing the signatures of at least five (5) voting members of the SVCA. Such petition shall be filed with the chairman of the nominating committee with ten (10) days after mailing of the South Venice Beach Wave. The determination of the nominating committee as to form and timing of the petition(s) shall be final. **Nominations may also be made from the floor at the May General Meeting.**
3. **Determination and Election.** If no petitions are filed within the designated period, the nominations shall be considered closed and the nominating slate of candidates shall be declared ELECTED by the board at its next regularly scheduled meeting. If approved petitions are presented with additional qualified candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. The new slate of candidates will be published in the **May** South Venice Beach Wave with instructions to vote for the total number of seats. The deadline to receive ballots will be **May 31**. The board at its December meeting will tally the votes and declare the candidates with the greatest number of votes ELECTED.
4. **Seating of new directors.** The new directors will be installed at the annual meeting in **June** and shall take office as of **July 1**.

Section F. VACANCIES

Vacancies on the board shall be filled by nomination and election by the current board, and acceptance by the members so nominated. The member so elected shall hold office for the remainder of the calendar year.

ARTICLE V – OFFICERS

Section A. DETERMINATION OF OFFICERS

Officers are elected by the members of the board. Officers are:

President	Secretary
First Vice President	Treasurer
Second Vice President	

Section B. TERM OF OFFICE

The term of office for all officers shall be for one calendar year which is the fiscal year of the SVCA. An officer who misses three consecutive board meeting shall lose his/her position on the board unless this provision is waived by the board for cause. **In the event of removal of a director, the Board shall proceed with such removal in the manner**

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provided in Florida Statute 617.0808 as amended from time to time.

Section C. DUTIES OF OFFICERS

1. **President.** The president shall serve as chief elected officer of the SVCA and shall preside at all meetings of the membership and the board. The president shall assign duties to the first and second vice president. The president shall recommend all standing committees and appoint all chairmen, subject to board approval. The president may form special committees and select a chairman as he or she deems necessary to carry out a special program of the SVCA, subject to board approval. Such special committees shall not exceed the term of the appointing president.
The president is the spokesperson for the SVCA at all meetings of the County Commission, other governmental agencies, and community forums, on issues approved by the board.
2. **First Vice President.** The first vice president shall exercise the powers and authority and perform the duties of the president in the absence or inability of the president, and carry out other duties as shall be assigned by the president.
3. **Second Vice President.** The second vice president shall perform such duties as shall be assigned by the president. He/she shall act as liaison between the SVCA board of directors and the South Venice Beach Endowment Trust, but may not serve as a trustee.
4. **Secretary.** The secretary shall ensure that notices of all meetings of the general membership and of the board of directors are issued according to these bylaws. The secretary shall ensure that minutes are taken of all meetings and shall ensure the safekeeping of all corporate books, records, and papers in the SVCA office files.
5. **Treasurer.** The treasurer shall be responsible for the safeguarding of all funds received by the SVCA and for its proper disbursement. The treasurer shall cause a monthly financial report to be made to the board. The treasurer shall be the chairman of the budget committee and prior to January 1 submit a budget of estimated income and expenses for the coming year to the board for approval.
6. **Immediate Past President.** The immediate past president shall be a member of the board of directors, without vote, and shall act in an advisory capacity.

ARTICLE VI – COMMITTEES

Section A. The board may create standing and special committees as needed. The president shall appoint all committee chairmen subject to board approval. The treasurer shall be the chair of the budget committee.

Section B. The committees shall make investigations, conduct studies, attend

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hearings, make recommendations to the board, and carry on such other duties as delegated to them by the board.

Section C. Three (3) members of a committee shall constitute a quorum for the purpose of making recommendations to the board.

ARTICLE VII – FINANCES

~~**Section A.** All monies paid to the SVCA shall be placed on deposit in a timely manner in financial institutions approved by the board. Funds unused from the current year's budget shall be allocated or reserved pursuant to the majority vote of the current board.~~

~~**Section B.** The fiscal year of the SVCA shall begin on January 1 and shall close on December 31.~~

~~**Section C.** The approved budget shall be in writing and maintained with the monthly financial statements. Unbudgeted expenditures must be approved by the board. Unbudgeted expenditures over \$5,000 must be approved by the membership.~~

~~**Section D.** The board may accept donations or gifts in the name of the SVCA.~~

~~**Section E.** Reasonable fees or salaries for services rendered are acceptable as authorized by the board of directors.~~

~~**Section F.** Prior to March 31 of the following year, the accounts of the SVCA may be reviewed as authorized by the board of directors.~~

~~**Section G.** The SVCA may, by resolution of the board, provide for indemnification by the SVCA of any and all of its officers and directors, former officers or directors, or appointees, or staff members, against expenses actually and necessarily incurred by them in connection with the defense of any action, suite, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors, appointees, or staff members. Indemnification includes bonding of officers and any other persons authorized to sign checks or handle SVCA monies.~~

~~**Section H.** The highest amount of indebtedness or liability to which the SVCA may at any time subject itself, shall never be greater than one-half (1/2) of the value of the property of the SVCA.~~

~~**Section I.** The amount and value of real estate which the SVCA may hold, subject always to the approval of the Circuit Judge, shall be one million dollars (\$1,000,000).~~

**ARTICLE VII
Fiscal Matters**

Section 6.1. Fiscal Year. The fiscal year of the Corporation shall commence on July 1 of each year and end on June 30 of each year.

Section 6.2. Loans. No loan shall be granted to an officer of the Corporation. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6.3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation or to the Corporation, shall be signed or endorsed by such executive officer or executive officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of any resolution, the Chief Executive and his or her express designees shall be authorized to sign or endorse such instruments.

Section 6.4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 6.5. Maintenance of Records. The Corporation shall keep correct and complete books and records of account and other records of the activities of the Corporation as may be appropriate. All such records shall be open to inspection upon the demand of any member of the Board of Directors.

Section 6.6. The approved budget shall be in writing and maintained with the monthly financial statements. Unbudgeted expenditures must be approved by the board. Unbudgeted expenditures over \$5,000 must be approved by the membership.

**ARTICLE VIII
Conflicts or Duality of Interest**

Section 7.1. Statement of General Policy on Conflicts of Interest. Board members routinely excuse themselves from participation in discussion of, or voting on, matters that may have a relation to a potential conflict of interest.

**ARTICLE IX
Confidentiality**

Section 8.1. Confidentiality. Directors, members, volunteers, and employees

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deserve to have all nonpublic affairs of the Corporation kept in the strictest confidence. By maintaining an unassailably high level of confidentiality regarding all affairs of the Corporation, it will be assured that the community views the Corporation and all organizations that interact with it in a positive light. In addition, maintaining the highest professional standards, including that of confidentiality, assures that the community as a whole holds the Corporation in high esteem.

All nonpublic matters concerning the internal and external conduct of the Corporation's business and its relationships shall be kept strictly confidential unless the determination is made by the Board to release the information. This includes all of its nonpublic function and the discussions and deliberations of any committee concerning any nonpublic issue or matter.

This applies to any and all individuals including employees, volunteers, members and directors. It covers all documentation, correspondence, memorandums and any and all communications whether written, oral or electronic.

Violation of this provision could lead to termination of employment for any employee. For volunteers, committee, and Board members, it could lead to removal. For members, it could lead to termination of membership.

ARTICLE VIII – CLUBS AND AFFILIATES

~~The SVCA may create or sponsor clubs, or become affiliated with organizations, that support the purposes of the SVCA. Such clubs or affiliated organizations shall operate under their own rules and regulations provided they do not conflict with the bylaws of the SVCA. They shall maintain their own bank accounts and may be included in the annual reports and tax records of the SVCA.~~

ARTICLE X

Indemnification and Insurance

Section 9.1. Indemnification. The Corporation shall provide indemnification as stated in Florida Statute 617.0831 as amended from time to time.

Section 9.2. Insurance of Risk. The Corporation's management shall have the authority to purchase and maintain insurance on behalf of any person who is or was an agent against any liability or claim asserted against the agent and incurred while acting in his or her capacity as an agent or arising out of his or her status as an agent of the Corporation.

ARTICLE XI

Nondiscrimination

Section 10.1. Nondiscrimination. The Corporation recognizes the right of all person to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and shall not at any time discriminate against any person with

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whom it deals because of race, religion, color, gender, age, disability, or national origin.

ARTICLE XII – DISSOLUTION

On dissolution of the SVCA, any funds remaining shall be distributed to one or more organized and qualified charitable, educational, scientific, or philanthropic foundations, organizations to be selected by the majority vote of the board of directors.

~~ARTICLE X – PARLIAMENTARY AUTHORITY~~

~~The current edition of Roberts Rules of Order, Newly Revised, shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the charter or bylaws of the SVCA.~~

ARTICLE XIII – AMENDMENTS

These bylaws may be amended at any general meeting of the SVCA, or at any special meeting called for that purpose, by a two-third (2/3) vote of members eligible as a quorum of 25, after the proposed amendment has first been (a) submitted to the president by the bylaws committee and (b) recommended by a majority vote of the board and (c) published in the South Venice Beach Wave **and/or USPS, fax or email** prior to the general meeting at which the vote is taken.

APPROVED on the _____ day of _____, 2014

President

Certified by:

Secretary

Last amendments: **XXXXXX,XXX 2014**
October, 2005
May 15, 2000
January 25, 1999