

SOUTH VENICE CIVIC ASSOCIATION, INC

BYLAWS

ARTICLE I – GENERAL

Section 1.1 CORPORATION

The official name of this organization shall be the SOUTH VENICE CIVIC ASSOCIATION, INC., (hereafter referred to as the “Corporation” or “SVCA”), a Florida not-for-profit corporation.

Section 1.2 REGISTERED OFFICE

The Corporation shall have and continuously maintain in this State a registered office and a registered agent whose office address is identical with such registered office, and may have other offices within or without the State of Florida as the Board of Directors may from time to time determine.

Section 1.3 PURPOSE

The purpose of the SVCA is to promote 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 2.1 ELIGIBILITY

Any **property owner or resident** who resides in any of the various South Venice Subdivisions **or** who supports the purpose of the SVCA is eligible to become a member of the organization.

Section 2.2 CATEGORIES

The Board of Directors shall determine specific categories and characteristics of membership, if any.

Section 2.3 VOTING

Each member shall have one vote. Eligibility to vote shall be determined by the Board of Directors.

Section 2.4 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 2.5 TERMINATION

A member may resign from the SVCA at any time. A member shall be automatically suspended for nonpayment of current dues. A member may be suspended by the Board of Directors for conduct unbecoming a member. A suspended member may be reinstated by a two-thirds vote of the board of directors.

ARTICLE III – GENERAL MEMBERSHIP MEETINGS

Section 3.1 ANNUAL MEETING

The annual business meeting of the SVCA shall be held as determined by the Board.

Section 3.2 MONTHLY MEETINGS, VOTING

Meetings of the general membership shall be held monthly or as prescribed by the Board of Directors. A motion from the floor may be presented at any meeting of the membership.

Section 3.3 SPECIAL MEETINGS

Special meetings of the general membership may be called by the Chair of the Board of Directors, a majority of the Board of Directors, or upon receipt by the President of a written petition signed by 25 voting members requesting a special meeting. A special meeting shall be limited to the subject matter for which the special meeting was called. All special meetings shall first be advertised as the Board of Directors shall determine.

Section 3.4 QUORUM

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

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1. POWERS

All corporate powers must be exercised or under the authority of the Board of Directors. The affairs of the Corporation must be managed under the direction of its Board of Directors. All powers and

management are subject to any limitation set forth in the Articles of Incorporation.

Section 4.2. COMPOSITION AND TERMS OF OFFICE

The Board of Directors shall consist of not less than five (5) and not more than thirteen (13) persons. The number of directors may be increased or decreased from time to time by vote of a majority of the directors. Directors shall be elected at the Corporation's annual meeting. Each director, except one appointed to fill a vacancy, shall be elected to serve a one (1) year term or until his a successor shall be elected and shall qualify, or until an earlier resignation, removal from office, or death. No individual may serve more than five (5) consecutive terms as a director of the Corporation.

Section 4.3. QUORUM

The presence of a majority of directors shall constitute a quorum for the purpose of acting upon all motions which come before the board.

Section 4.4. 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 until the corporation's next annual meeting.

Section 4.5. BOARD CHAIR

The Board Chair shall have all the duties which that position would customarily require, including chairing all meetings of the Board of Directors, and all other duties assigned to the Chair under these Bylaws or by Board resolution.

ARTICLE V – CORPORATE OFFICERS

Section 5.1. COMPOSITION AND TERMS OF OFFICE

The officers of the Corporation shall be elected by the Board of Directors and shall consist of a President, Vice President, Secretary, and Treasurer. The Board may elect other officers, assistant officers, and agents that the Board of Directors from time to time may deem necessary. The same person may hold two or more offices.

Officers shall be elected to serve a one (1) year term or until a successor shall be elected and shall qualify, or until an earlier resignation, removal from office, or death.

Section 5.2. DUTIES OF THE PRESIDENT

The President shall be the general manager of the Corporation, shall be principally responsible for the

implementation of the policies of the Board of Directors, and shall have authority over the management and direction of the business and operations of the Corporation and its divisions, if any, subject only to the ultimate authority of the Board of Directors. The president or designee is the spokesperson for the SVCA on all issues approved by the board. The President shall perform all duties incident to the office, and such other duties as from time to time may be assigned by the Board of Directors.

Section 5.3. DUTIES OF THE VICE PRESIDENT

The Vice President shall have such duties and responsibilities as may be prescribed by the President, and such other duties as from time to time may be assigned by the Board of Directors.

Section 5.4. DUTIES OF THE SECRETARY

The Secretary shall act as Secretary of the Corporation and the Board of Directors; shall send appropriate notices or waivers of notice regarding Board meetings; shall act as official custodian of and authenticate all records, reports and minutes of the Corporation, the Board of Directors and committees; shall be responsible for the keeping and reporting of adequate records of all meetings of the Board of Directors; and shall perform such other duties as are customarily performed by or required of corporate secretaries.

Section 5.5. DUTIES OF THE TREASURER

The Treasurer shall have custody and control of all funds of the Corporation and shall have such duties as are customarily performed by or required of corporate treasurers. The treasurer shall ensure that a true and accurate financial and tax accounting of the financial transactions of the Corporation is made periodically, that reports of such transactions are presented to the Board of Directors, and that all accounts payable are presented to such representatives as the Board may designate for authorization of payment.

ARTICLE VI – FISCAL MATTERS

Section 6.1. FISCAL YEAR

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

Section 6.2. DEPOSITS

All monies paid to the SVCA shall be placed on deposit in a timely manner in financial institutions approved by the board.

Section 6.3. CHECKS, DRAFTS, ETC.

All payments of money, in any form, 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 the Board of Directors.

Section 6.4. LOANS

No loan shall be granted to officers or directors 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 the Board of Directors. Such authority may be general or confined to specific instances.

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 SVCA.

ARTICLE VII – CONFLICTS AND DUALITY OF INTEREST

Individuals shall disclose to the Board Chair any personal interests which they may have in any matter pending before the Corporation and shall refrain from participation in any discussion or decision on such matter. In addition, any member of the Corporation's Board of Directors, Staff or Membership shall refrain from obtaining any list of clients or donors for personal or private solicitation purposes at any time during the term of their affiliation.

ARTICLE VIII – CONFIDENTIALITY

All nonpublic matters concerning the internal and external conduct of the Corporation's business and its relationships shall be kept strictly confidential, unless and until the Board determines to release the information. This applies to any and all individuals associated in any way with the Corporation. It covers all documentation, correspondence, memorandums and any and all communications whether written, oral or electronic.

ARTICLE IX – INDEMNIFICATION

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 X – NONDISCRIMINATION

The Corporation recognizes the right of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and shall not at any time discriminate against any person with whom it deals because of race, religion, color, gender, gender identity, sexual orientation, age, disability, or national origin.

ARTICLE XI – 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 XII – 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 prior to the general meeting at which the vote is taken.

ARTICLE XIII – RULES OF INTERPRETATION AND GOVERNING LAW

Article 13.1. NOUN AND PRONOUN NUMBER AND GENDER

Singular nouns and pronouns are to be interpreted as plural; plural nouns and pronouns as singular; and personal pronoun gender as either masculine, feminine, or neuter.

Article 13.2. HEADINGS

Section headings are reference aids only and not evidence of the section's intent.

Article 13.3. GOVERNING LAW

Current and future Florida law governs these Bylaws and interprets its provisions.

Article 13.4 SEVERABILITY

Should any portion of these Bylaws be rendered or declared invalid by a court of competent jurisdiction of the State of Florida, the invalidation of such portion will not invalidate the remaining Bylaws, and they shall remain in full force and effect.

APPROVED on the _____ day of _____, 2016

Last amendments:

February 2016

October, 2005

May 15, 2000

January 25, 1999