

HOLLYWOOD HILLS CIVIC ASSOCIATION, INC.

BYLAWS

ARTICLE I. NAME

This Association is a 501(c)(4) not-for-profit corporation and shall be known as the Hollywood Hills Civic Association, Inc. (hereafter HHCA). This Association is not organized for profit and must be operated exclusively to promote social welfare (as a civic league or social welfare organization).

ARTICLE II. PURPOSE AND OBJECTIVES

Section 1. The primary purpose of the HHCA is to work collaboratively with residents to support the quality of life in our neighborhood located in Hollywood, Florida. We do this by communicating, discussing, presenting, and/or representing issues that impact (positively or negatively) the character, and value of Hollywood Hills.

Section 2. HHCA facilitates the flow of communication between the City of Hollywood and its residents within Hollywood Hills, coordinates with other civic associations, and provides a focal point for the business community to communicate with residents of Hollywood Hills.

Section 3. HHCA promotes civic, cultural, and recreational activities and the general welfare of Hollywood Hills. It also does the same for the City of Hollywood, Florida. HHCA promotes and encourages social relations among neighbors for our community.

Section 4. HHCA is a non-partisan, non-political, and non-sectarian not for profit organization. HHCA provides a forum to present and discuss issues within the general interest of, or the general welfare of, the residents of Hollywood Hills.

ARTICLE III. MEMBERSHIP

Section 1. The Hollywood Hills neighborhood area is an area of the municipality as currently defined by City of Hollywood. The Hollywood Hills neighborhood consists of all properties within: North side of Washington Street, South side of Sheridan Street, East side of 56 Avenue, and West side of Park Road (North or South).

Section 2. General Membership shall consist of persons who are members of a household located within the boundaries of the Hollywood Hills neighborhood. All potential new members are required to fill out a membership application form and pay annual dues to be eligible for membership.

Section 3. Associate membership shall consist of individuals, businesses, or organizations with an interest in supporting and being active with the HHCA, and do not need to reside within the HHCA boundaries.

Section 4. A membership year is from January 1 through December 31. Applications for new membership are accepted continuously throughout the year. Applications require payment of dues for the current year to be provided with an Application Form.

Section 5. Any member who intentionally uses his or her position in the HHCA in a manner detrimental to the interest of the HHCA may have their membership suspended or revoked upon a majority vote of the Board of Directors at the next regularly scheduled board meeting.

Section 6. Any Officer or Director who files for public office (any public office for any agency or municipality) shall resign from his or her office in the HHCA.

ARTICLE IV. MEETINGS AND QUORUMS

Section 1. General membership meetings shall be held following a schedule for a calendar year as set by the Executive Committee and approved by the Board. These meetings shall be advertised on the HHCA website and in the Newsletter at least 1 month prior to each meeting. Additional general membership meetings may be scheduled by the Board of Directors when special circumstances so require. Any general membership meeting may be cancelled by the Board of Directors when special circumstances so require. Any number of general members in attendance shall constitute a quorum.

Section 2. The Board of Directors shall meet regularly throughout the year as scheduled by the Officers and approved at a board meeting by the Board of Directors. Each board meeting shall be scheduled at least 1 month prior to that meeting. Additional board meetings may be scheduled by the President with less notice when special circumstances so require. A quorum is achieved at 50%, so when the Board of Directors has a complement of an even number, the quorum is 50% (i.e. 5 out of 10). When the complement is an odd number, the quorum is 1 more than 50% (i.e. 6 out of 11).

Section 3. Standing Committees and Special Committees shall make decisions by majority vote of those committee members in attendance at any regularly scheduled meeting.

ARTICLE V. VOTING PRIVILEGES

Section 1. Each General Member represents one household or business or organization, with one (1) vote at General membership meetings, or one vote by mail for any voting issue brought to the membership by the Board.

Section 2. Associate Members shall not have voting rights.

Section 3. Annual dues are delinquent thirty (30) days after the due date. Voting privileges are suspended until dues are fully paid retroactive to the due date.

Section 4. As members of the Board of Directors, officers and directors each have one (1) vote on Board of Directors business.

ARTICLE VI. OFFICERS AND DIRECTORS

Section 1. Officers. The HHCA shall have a complement of four (4) elected Officers who are also Directors prior to being elected as an Officer. Officer positions are: President, Vice President, Treasurer, and Secretary. In addition, if/when future expansion of workload so require, the Officer complement may be increased by the Board of Directors to six (6) named positions.

Section 2. Directors. The HHCA shall have an initial complement of eight (8) elected Directors. The Officers are elected from the Directors. The Past President is an additional ex-officio Director, and such term will be active until the current President leaves office (becoming next Past President). In addition, if/when future expansion of membership and workload so require, the Director complement may be increased by the Board of Directors to 10 elected positions.

Section 3. Associate Directors. A person must attend a minimum of three (3) consecutive board meetings to be eligible for nomination as an Associate Director. The number of Associate Directors shall be unlimited at the discretion of the Board of Directors. Associate Directors may participate in Committees. Associate Directors have no voting authority unless the need of a quorum is required to conduct business. If a quorum of Directors is not in attendance at a board meeting, then, the Board of Directors will appoint the necessary number of Associate Director(s) to have voting privileges for that meeting only.

Section 4. Vacancies. Any vacancies in the ranks of elected Officers or Directors shall be filled by the Board of Directors with any general member in good standing who volunteers for the position and is approved through a majority vote of the Directors at a board meeting (regularly scheduled meeting or can be done through electronic meeting format when necessary). Vacancies are filled for the remaining time period of the incomplete term, and any future term must be approved per normal voting for Officers and Directors as stated herein.

Section 5. Meeting Attendance. All Directors (including Officers) should attend all regularly scheduled Board of Directors meetings. Any Director who misses two (2) consecutive board meetings, without excused absences approved by the Board, shall be notified in writing of unexcused absences and meeting attendance requirements. Following notification, any Director who misses a third board meeting in a calendar year, without excused absence, shall be reviewed by Directors at the next regularly scheduled board meeting for a vote to be dismissed from their position based upon majority vote of the remaining Directors. An excused absence is granted for Directors who notify an Officer as soon as possible prior to a regularly scheduled board meeting of their reasonable reason to be absent, with having also fulfilled any reporting that they were assigned to present or submit for that board meeting.

Section 6. Nominations. A Nominating Committee shall be appointed by the President in October of each year to be approved by the Board of Directors. The composition of the Nominating Committee shall be publicized to the General Membership. The nominations shall be presented for approval to the Board of Directors at the following February board meeting. The nominations shall be publicized to the General Membership at the February general membership meeting.

Section 7. Elections. Elections for Officers and Directors shall be held during the general membership meeting on or about March of each year. The membership shall vote for each position being elected, either for individual positions or for the presented candidates in total when there are not more than 1 person eligible for any position being elected. Two tellers shall be designated to assist in the vote tally. Elected Officers and Directors shall then normally be sworn into office on or about the April general membership meeting by a government official, such as a Police Officer, County Commissioner or Judge. Newly elected Officers and Directors assume office during the general membership meeting when sworn into office. Elected Officers and Directors shall promptly complete the logistical details of physical relief and turnover between themselves and the prior Officers and Directors within fifteen (15) days.

Section 8. Term of Office. The term of office for elected Officers and Directors is two (2) years with no term limit for consecutive terms.

ARTICLE VII. DUTIES OF OFFICERS AND DIRECTORS

Section 1. President. The President shall be the Chief Executive Officer of the HHCA and shall preside at all business meetings of the General Membership and Board of Directors. He or she shall appoint committee chairs, maintain proper decorum at meetings, and ensure compliance with these Bylaws and other pertinent procedures and applicable laws. The President shall represent the HHCA with various governmental and non-governmental agencies, including the media, as appropriate.

Section 2. Vice President. The Vice President shall assist the President in the performance of the latter's duties, act in lieu of the President in the latter's absence or when so directed; function as Chief of Staff;

coordinate administration and operations as appropriate; ensure proper reception of incoming correspondence and routing for action or information; and perform special assignments as necessary.

Section 3. Treasurer. The Treasurer shall function as the Chief Financial Officer, bill members for annual dues; process membership applications with dues payments; keep an accurate record of dues payment dates; make bank deposits promptly for all monies received or collected; prepare expenditure checks; file or have filed appropriate tax or other government reports or returns; maintain corporate record files (including Articles of Incorporation, annual IRS non-profit informational returns, and required State reports); perform other assigned tasks as appropriate. Payments by HHCA shall be only for reasonable and necessary expenditures. The Treasurer has authority to pay any regular budgeted expenses of HHCA. Any expenditure for non-budgeted expense up to five hundred dollars (\$500) requires approval of Officers prior to payment. Any expenditure of five hundred dollars (\$500) or more requires the Board of Directors' approval. The Treasurer shall present a brief financial report at all board meetings and general membership meetings. The Treasurer shall keep the financial records available for review by the Officers; with expected annual review by the Board of Directors, and for special review at least sixty (60) days before an election. The Treasurer shall maintain an alphabetized membership list with address, telephone number, and other pertinent contact and membership status information for use by the Board of Directors and committees on request.

Section 4. Secretary. The Secretary shall keep accurate records of all transactions, meetings and board meeting attendance. The Secretary shall provide periodic attendance reports and advise on violations to Article VI. Section 5. Important documents and files shall be retained by the Secretary for safekeeping and transferred to the incoming Secretary within fifteen (15) days upon election of a new Secretary. The Secretary shall ensure that the foregoing documents and files are properly maintained and safeguarded, meeting notices are made, incoming correspondence and outgoing correspondence are properly handled, minutes are taken at meetings of the Board of Directors and assist with any other secretarial duties with other Officers and Directors as needed.

Section 5. Director. Directors shall set policies for the HHCA and shall determine policies, positions and actions by majority vote at any duly assembled meeting. Each Director may be responsible for leading either a Standing Committee or a Special Committee as appointed by the current President.

Section 6. Associate Director. Associate Directors attend and participate in board meetings and committees, but do not have voting rights. After attending a minimum of 3 board meetings, a person can be appointed by the President as an Associate Director at any regular board meeting and serve annual terms. They can be appointed to continue their position annually based on their work for HHCA. Associate Directors can be nominated for a Director position after serving for a period of at least 1 year.

ARTICLE VIII. COMMITTEES

Section 1. Executive Committee. The Executive Committee is composed of the Officers (see Article VI. Section 1). Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have the ability to discuss and plan business of the HHCA, with actions or inactions to be presented at the next scheduled board meeting to be acted on by the Board of Directors.

Section 2. Standing Committees. The following Standing Committees may be activated by the President to be confirmed by vote of the Board of Directors at the next board meeting following activation: Finance, Membership, Bylaws, Communications, Programs, Events, Civic Functions. Other Standing Committees may be requested by the current President to be confirmed by the Board of Directors as needed. Committee Members are appointed by the President and can be current Directors, Officers, and/or General Members.

Section 3. Special Committees. The President may activate various Special Committees to be confirmed by vote of the Board of Directors at the next Board of Directors meeting following activation. These Special Committees are to perform certain specific tasks stated when they are activated. Upon completion of the special task(s), the Special Committee is closed upon direction of the current President. Committee Members are appointed by the President and can be current Directors, Officers, and/or General Members.

Section 4. Appointments. The President shall appoint qualified persons to serve as chairpersons or members of Standing Committees and Special Committees. The President may, however, task a Committee Chair to appoint the Committee Members.

Section 5. Ex Officio Committee Members. The President and Vice President are *ex officio* members of Committees on which they have not chosen to be active members of. They also have the option to attend any committee meetings they choose in that capacity (*ex officio* is without the right to vote).

ARTICLE IX. AMENDMENTS

A Proposed amendment to these Bylaws shall be submitted in writing to the President by any General Member wishing to provide an amendment(s) for consideration. Amendment(s) will be referred to the Board of Directors for consideration at the next regularly scheduled meeting. The Board will vote for approval or disapproval by majority vote of the Board. If approved by the Board, amendment(s) will be included for review by the membership in the notice of the next general membership meeting, receipt of notice at least one (1) week before the next regularly scheduled meeting. A two-thirds (2/3) majority vote of the General Membership attendees is required for approval of any amendment(s).

ARTICLE X. COMMUNICATIONS

The President or Vice President is the official HHCA spokesperson for activities of the HHCA. No statement to the press, a governmental body, or a business agency, as to official policy, support, or action of the HHCA may be made by any Officer, Director or member (other than the President or Vice President) without the approval of the Board of Directors, as appropriate. Any General Member or Associate Member (including any Officer or Director) who violates the HHCA communication policy shall be subject to revocation of membership by majority vote of the Board.

ARTICLE XI. DISSOLUTION

In the event of dissolution, the residual assets of the HHCA shall be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(4) and 170(c)(2) of the Internal Revenue Code, or corresponding sections to any prior or future Internal Revenue Code. These assets may also be turned over to one or more Federal, State, or local government agencies for exclusive public purpose(s). The Board shall vote to decide as to dissolution of HHCA and then as to where the residual assets will be provided.

ARTICLE XII. PARLIAMENTARY AUTHORITY

In all matters not covered by these Bylaws, the HHCA shall follow the rules of order in the Sturgis Standard Code of Parliamentary Procedure as it has completeness, simplicity, clarity, conciseness, usability, and common procedure conformance to court decisions. Robert's Rules of Order is an acceptable alternative.

These Bylaws of the HHCA were presented to the General Membership and approved at the meeting on the day of _____ 20____ and were adopted by the Board of Directors on the _____ day of 20_____.

These Bylaws of the HHCA, as amended herein, were presented to the General Membership and approved at the meeting on the _____ day of _____ 20 ____ and were adopted by the Board of Directors on the _____ day of _____ 20_____.

_____ Date: _____
President

I hereby certify that the foregoing is a true and correct copy of the Bylaws of the HHCA and are in full force and effect as of the date thereof.

_____ Date: _____
Secretary