

**HARBOUR HEIGHTS CIVIC ASSOCIATION, INC.**  
**BYLAWS 12/22**

This amendment supersedes previous editions dated 12/19, 12/09,10/01, 11/00, 6/88, 4/85

1. **NAME:** The name of this Association is the Harbour Heights Civic Association, Inc., herein referred to as the HHCA, a Florida 501c4 not-for-profit corporation.
2. **OBJECT:** The object of the HHCA is the furtherance of the objectives stated in the Articles of Incorporation and any activities necessary or convenient for the accomplishment of those goals and purposes.
3. **FISCAL/ANNUAL YEAR:** The fiscal and annual year shall be from the first day of January of each year until the 31<sup>st</sup> day of December. The Membership Annual meeting will be held in December with the elections of new officers in December, sworn in and taking their elected position as of January 1 of the next year.
4. **PRECEDENCE:**  
THE LAWS OF THE STATE OF FLORIDA shall take precedence over the Articles of Incorporation.  
THE ARTICLES OF INCORPORATION shall take precedence over the Bylaws.  
THE BYLAWS shall take precedence Robert's Rules of Order  
ROBERTS RULES OF ORDER (current edition) shall guide conduct of the HHCA when the above rules and regulations do not apply.
5. **AMENDMENTS:**
  - a. The Articles of Incorporation and these Bylaws may be amended by a majority vote of not less than twenty of the voting members at a regular membership meeting or at a special meeting duly called for that purpose. Notice of any proposed amendment shall be sent to all members in good standing no less than five (5) days prior to the meeting at which action is to be taken. Amendments to the Bylaws shall be effective upon adoption, and Amendments to the Articles of Incorporation shall be effective upon acceptance of the amendments(s) by the Secretary of State for the State of Florida.
  - b. If all of the procedures of this article have been followed, but a quorum is not available to take action on an amendment, those voting members present at the meeting may act as an expanded Bylaws Committee and author the wording of a suggested amendment which shall be sent to all voting members in good standing for their vote on the proposal. This written vote must be received by the secretary prior to the start of the next general meeting of the HHCA or be considered an abstention.
  - c. The Standing Rules portion of the bylaws may be amended by a two-thirds (2/3) majority vote of the membership present at any business meeting. These rules are just as binding as the rest of this document.
6. **MEMBERSHIP AND VOTING :**
  - a. Membership shall consist of two (2) classes:
    - i. VOTING MEMBERS: All persons of legal age living in or owning property in the Harbour Heights subdivision shall, upon payment of current dues, become members in good standing and shall be eligible to vote in any membership meeting.
    - ii. NON-VOTING MEMBER: Any member who does not live in or own property in Harbour Heights.
  - b. Voting:
    - i. At any board meeting if a vote on any item of business results in a tie, that item of business shall be brought before the membership for resolution.
    - ii. Dues must be paid for the current year to be eligible to vote for the election of officers, board members and house committee.
7. **REMOVAL:** Membership in the HHCA may be terminated, with or without cause, by a two-thirds (2/3) majority vote of the members in good standing present at any membership meeting. Any Officer or Director may be removed from office with or without cause by a two-thirds (2/3) majority vote of members in good standing present at any meeting.

**8. QUORUM:**

- a. Twenty (20) members in good standing shall constitute a quorum at any meeting of the membership.
- b. A majority of the entire Board of Directors shall constitute a quorum at any meeting of that Board.
- c. Board members participating remotely in a board meeting shall be counted as present to establish a quorum.

**9. ELECTION OF OFFICERS, DIRECTORS AND HOUSE COMMITTEE:**

- a. Officers, Directors and House Committee members shall be nominated by a Nominating Committee composed of at least three members. The nominating committee shall be selected by the Board in October and shall present nominations to the membership for all available positions at the November membership meeting. The Nominating Committee may prepare a written ballot and present this ballot, if necessary, to the members in good standing at the December membership meeting. The first order of business of the December membership meeting shall be voting for Officers, Directors and House Committee. Voting may be by secret ballot. Members in good standing who are unable to attend the December membership meeting may submit their vote in writing and deliver it to the Nominating Committee prior to the annual meeting. Members of the Nominating Committee shall act as tellers and certify the election. If a member of the nominating committee is nominated for an office, that member shall not take part in the counting of ballots. The newly elected officers and directors shall be formally installed before any new business is conducted. Only members in good standing may be elected.
- b. In lieu of members willing to serve on the nominating committee, the Board of Directors shall serve in that capacity.

**10. OFFICERS:**

- a. The officers of the HHCA shall be the President, Vice President, Secretary and Treasurer. The officers shall be elected annually at the December membership general meeting by the members, as provided herein. The term of office shall be one (1) year.
- b. If there are no other candidates for this office they may be voted in for a sequential one-year term.

**11. DUTIES OF THE PRESIDENT:** The President shall preside over all meetings of members and all meetings of the Board of Directors. Subject to approval of the Board of Directors, the President shall select committees deemed necessary to conduct the affairs of the HHCA. The President with the treasurer shall ensure an annual report is submitted to the Department of State for the State of Florida.

**12. DUTIES OF VICE PRESIDENT:** The Vice President shall serve in the absence of the President and carry out such further duties and have such further responsibilities as are assigned by the Board of Directors. The Vice President shall become President in the event of the President's resignation or removal.

**13. DUTIES OF THE SECRETARY:** The Secretary shall record and maintain minutes of all meetings and shall be responsible for all correspondence and notices of meetings unless same handled by the Director of Communications. The Secretary shall ensure all legal papers and records concerning the HHCA are maintained and these records shall be open to any member in good standing at any regular meeting or by order of the Board of Directors. The Secretary shall maintain an alphabetical record of members with the assistance of the membership committee.

**14. DUTIES OF THE TREASURER:** The Treasurer shall be the custodian of all funds of the HHCA, shall keep an itemized account of all receipts and expenditures and shall give a monthly report at all membership and Board of Directors meetings. The Treasurer shall disburse funds in accordance with policies established by the Board of Directors. The Treasurer shall inform the Board of Directors of all bills and taxes due and pay them in a timely manner. The Treasurer (with the president) shall file all annual and quarterly reports with the appropriate State and Federal agencies in a timely manner. The Board of Directors may appoint additional members to assist the Treasurer.

**15. THE BOARD OF DIRECTORS:** The board shall consist of the Officers and the Chairman of the House Committee. The Director of Communications and the Rental Administrator shall be appointed by the Board of Directors annually. The chairman of the House Committee shall be elected by the members of the House Committee. Should a member of the Board be absent for an extended period, not to exceed one year, the Board may select a

temporary replacement to fill this position, however, the replacement for the House Committee Chairman shall be selected from and by the House Committee. The temporary replacement shall have all voting privileges.

16. **VACANCIES:** A vacancy in any office of the Association may be filled by the Board of Directors.
17. **RESPONSIBILITY:** the Board of Directors shall manage all HHCA affairs.
18. **INDEMNIFICATION:** Members of the Board of Directors shall be indemnified by the HHCA against all expenses and liabilities, including counsel fees reasonably incurred or imposed upon them in connection with any proceedings to which they may be a party, or in which they may become involved by reason of their being or having been a Director or any settlement thereof, whether or not they were a Director at the time such expenses were incurred, except in cases when the Director is adjudged guilty of nonfeasance, misfeasance or malfeasance in the performance of their duties or shall have breached their fiduciary duty. The HHCA shall not be liable for payment of a voluntary settlement unless it is first approved by the membership.
19. **CONFLICT OF INTEREST:** No contract or other transaction between HHCA or a member of the Board and other parties may be made when said Board member has a financial or other interest in the transaction unless the Board is fully aware of the interest and gives approval for the transaction. If such transaction takes place without knowledge of the Board, such transaction is void.
20. **FINANCIAL REVIEWS:** The Board of Directors may conduct a review of the records at any time. An annual examination of the financial records shall be completed within ninety (90) days of the end of the fiscal year by person(s) deemed qualified by the Board of Directors but who are not Officers or Directors of the HHCA. A written report of this examination shall be posted for the membership upon completion.
21. **BUDGET:** The Board shall prepare and approve a yearly budget which shall take effect January 1 of the new fiscal year. The Board shall not sell any property of the HHCA valued in excess of five hundred (\$500.00) without membership approval. The Board shall limit spending by a committee; except for the House Committee, which shall be limited to five hundred (\$500.00) per month expenditures without approval of the Board of Directors.
22. **HOUSE COMMITTEE:** A House Committee consisting of up to six (6) members, and the rental administrator (appointed by the Board of Directors), shall act as custodians of all property belonging to this HHCA. The House Committee shall elect its own chairman annually. The House Committee shall coordinate with the Rental Administrator. Responsibilities of the house committee:
  - a. Maintain a current inventory of all property owned by the HHCA.
  - b. Shall work closely with the Rental Administrator to plan, coordinate, facilitate and oversee all events. Responsibilities of the Rental Administrator shall also include promotion, booking and contract administration of all rentals of the HHCA facility.
  - c. Keeping a current price list of rental fees for the building and other rental property; determine fees for cases not covered by the rental price list or if a long-term contract as possible.
  - d. Contract for the rental of the building and maintain a calendar of all events scheduled. Rental payments shall be coordinated with the Treasurer.
  - e. Contract for building janitorial services and determine appropriate cost.
  - f. Perform maintenance to keep all HHCA property in good repair.
  - g. Study any proposals for voluntary improvement of HHCA property and worthy projects. Request help from membership when improvements or maintenance can be performed by volunteers. f. Determine where and what items may be stored in the HHCA building.
  - h. House committee activities shall be reported monthly at the meetings of the Board and the membership by the Chairman of the House Committee.
  - i. A detailed account of all expenditures shall be submitted monthly to the Treasurer.

#### **STANDING RULES OF THE HARBOR HEIGHTS CIVIC ASSOCIATION**

23. **DUES:** Annual dues shall be due and payable by January 1 of each year. There shall be no prorated or refund of dues for any reason upon termination of membership. Changes in the amount of dues shall be recommended by the Board

of Directors for membership approval.

24. **MEETINGS:** Minutes of the Board of Directors and Membership meetings are required to be taken at any and all meetings including committee meetings. All minutes shall be maintained by the secretary and an approved hard copy stored at the HHCA office in the filing cabinet.
- a. REGULAR MEMBERSHIP MEETINGS shall be held on the second Tuesday of each month or as directed by the Board of Directors except in June, July and August, or as needed. These meeting shall be called to order at 7 PM or soon thereafter as practical.
  - b. All meetings should have an agenda prepared by the President in accordance with Roberts Rules of Order and the agenda may or may not include the following:
    - i. Pledge of Allegiance to the flag
    - ii. Roll call of officers
    - iii. Guest speakers
    - iv. Introduction of guests and new members
    - v. Reading of the minutes of previous meeting
    - vi. Reading of communications
    - vii. Treasurer's report
    - viii. Committee reports
    - ix. Unfinished business
    - x. Installation of officers—**January membership General Meeting only**—the Nominating Committee Chair shall install the new officers. NOTE: the new officers and directors shall be installed before the new business portion of the meeting. If the vote count has not been completed prior to the new business portion of the meeting, a recess shall be called until the installation is completed.
    - xi. New business
    - xii. For the good of the HHCA (announcements)
    - xiii. Adjournment
  - c. SPECIAL MEETINGS may be held at any time at the direction of the president or the Board of Directors or upon petition signed by not less than twenty (20) members in good standing. Members shall be notified of the time, place and object of the special meeting with at least three (3) days notice.
  - d. BOARD DIRECTORS MEETINGS shall be conducted during the week preceding the membership meeting. Special meetings of the board may be requested at any time by any member of the board. Board meetings shall be open to the membership. An agenda shall be provided and members shall be given the opportunity to speak on any agenda item prior to the Board taking action on that item. Board members may participate remotely in a board meeting.
25. **COMMITTEES:** The HHCA shall have Standing Committees which are appointed or elected for a definite period of time and Select Committees which are appointed for special purposes. All committees are subject to approval by the Board. Committees shall report at all Board of Directors and membership meetings. The first person named for a Committee shall be a temporary chairman until such time as the members of this Committee shall elect a permanent chairman. The Board of Directors shall govern the operation of all committees. The Board may make the following changes in any time:
- a. Abolish existing committees.
  - b. Establish new committees.
  - c. Change or modify the function and/or responsibilities of any committee except the House Committee, which shall function as described herein.
26. **SPONSORSHIPS:** The HHCA may sponsor activities or organizations upon approval of the members. A written agreement describing the operation, responsibilities and the control of funds shall exist between the HHCA and the activity. Periodic reports shall be submitted by the person in charge of such activity when requested by the Board.