

Bylaws of the Eastwood Civic Association

(Originally established September 9, 1985 and last amended on December 7, 2015.)

- I. **NAME:** The name of the association shall be the Eastwood Civic Association. Hereafter referred to as The Association or ECA.
- II. **BOUNDARIES:** The boundaries of the Association shall be: The area encompassed by Milby Street on the Northwest, Harrisburg Street on the Northeast, the HB&T Railroad Tracks on the Southeast, and the Gulf Freeway on the Southwest. The boundaries also include the area encompassed by the HB&T Railroad Tracks on the Northwest, the Drainage Ditch Northeast of Harrisburg on the Northeast, Hughes Street on the Southeast, and Jefferson Street to the Southwest. The boundaries shall also include any additional neighborhoods or areas partially outside the defined boundaries but also partially included within the boundaries of the association as described above.
- III. **MEMBERSHIP:** Membership shall be open to residents, property owners, and business owners within the established boundaries who pay annual membership dues. Members who are current on their annual dues and are in good standing will be eligible to vote on association business.
- IV. **PURPOSE:** The Association is established as a Non-Profit Civic organization for the purpose of:
 - a. Building a strong sense of community
 - b. Communicating and seeking relief for community concerns
 - c. Seeking options to improve the quality of life for our residents and to protect the value and beauty and our homes and neighborhood assets
 - d. Aiding our educational institutions in their efforts to provide opportunities for students in our area
 - e. Working with government agencies and law enforcement and other civil authorities to our mutual benefits
 - f. Providing information and education of topics of interest to our association

- V. **POWERS:** The Eastwood Civic Association is not to be confused with a homeowners' or property association. Although the association may work with the City or other Enforcing Agency to maintain certain standards, the ECA neither holds the following powers nor aspires to do so:
- a. Levying fines against neighbors found in violation of rules
 - b. Determining whether home improvements and landscaping are in compliance with neighborhood standards
 - c. Placement of liens against or selling the property of homes in violation
 - d. Establishment of compulsory participation in the association
- VI. **BOARD OF DIRECTORS:** ECA shall be led by an elected Board of Directors (hereafter referred to as the Board).
- a. **DESCRIPTION and POWERS:**
 1. The Board shall consist of nine (9) voting members: four (4) current Officers, four (4) Directors, and the President from the previous term.
 2. The Board is empowered to handle all regular business of the Association subject to the limits established within these bylaws and to the limits established in the Standing Rules. Included is the spending of funds and the right of approval of Committee head Appointees.
 - b. **BOARD MEETINGS:** The Board shall conduct regular meetings to handle Association business.
 1. **FREQUENCY:** Board meetings shall be held monthly from day of election at a time and place agreed upon by a majority of the Board members. Two meetings per year may be skipped by the board to accommodate regularly scheduled national holidays. The schedule shall be established at the beginning of the year and will be published for the membership to see.
 2. **ATTENDANCE:** Board meetings shall be open to general membership for the purpose of presentation of proposals or concerns or as a non-voting observer provided that sufficient notice is provided to the Board to allow time to secure appropriate facilities.
 3. **QUORUM:** A quorum of the Board shall be five (5) members.

4.VOTE REQUIREMENTS: Each Board member is entitled to one vote. Approval of business items shall be by a simple majority of the Board members present except for the following cases: approval of committee Head appointments, letters of support, and approval of the expenditure of funds shall require not less than five (5) members. The five (5) Board member minimum may also be requested by a Board member to be applied to any specific business item.

5.INTRA-MEETING BUSINESS: The Board may elect to present business items and vote on the same via phone, email, or other previously agreed upon means between Board meetings. Such business shall be recorded by the Secretary and presented along with the minutes at the next convened Board Meeting.

6.RETREAT: The Board shall hold a formal retreat in January to review the prior year and following year's business, goals, and review all Standing Rules and Standing / Special Committees for continuance.

c. OFFICERS and DUTIES: Officers shall consist of the following titles and duties:

1.PRESIDENT: - Presides at all meetings, to appoint all committees (Standing and Special), signs all contracts with the secretary, establishes agendas for all meetings, represents or appoints representatives of the Association, and performs all other duties pertaining to the office.

2.VICE PRESIDENT: Presides at all meetings in the absence of the President and performs those duties delegated by the President.

3.SECRETARY: Keeps an accurate record of the proceedings of all Board and General Meetings, reads such record at subsequent meetings for the approval of the membership and to furnish copies of the record as may be required, maintains a current copy of the Bylaws and prepares all correspondence and notices to membership and such other correspondence as may be required. Maintains copies of all current Standing Rules and Rules of Order.

4.TREASURER: Receive all monies and deposits same in the bank. Disburses all monies as authorized by the Membership or the Board. Maintains accurate books of accounts for all receipts and disbursements, and presents a report of finances at each meeting.

d. ELECTIONS, TERMS, SUCCESSION and TRANSITIONS: Officers and Directors are elected positions.

1.DIRECT ELECTION: Officers and Directors of the Board are elected directly to their positions by the general membership.

2. **NOMINATION:** Nominees must be valid members in good standing, and must have expressed a willingness to serve in the capacity to which nominated. The President or Acting President shall present a slate of nominees for all officers at the regular November meeting for approval of the membership. Nomination shall also be taken from the floor at this time.

3. **ELECTION:**

- i. **TIMING:** Nominations shall be presented during the regular November meeting. Election shall occur during the regular December meeting.
- ii. **PROCEDURE:** Election shall be overseen by the current President and Secretary. Voting shall be by voice vote. If the Secretary determines that the voice vote is too close to call, a follow-up vote shall be by secret ballot for the nominees proposed by the election committee.

4. **MEMBERSHIP VOTES:** Voting privileges shall be granted to all members in good standing on the basis of one (1) vote per resident household, business, or property owner.

5. **TERM LIMITS:** Terms of Officers and Directors shall run from installation at the regular October meeting for a period of approximately twelve (12) months until installation of new officers and Board. Officers may serve no more than two (2) consecutive terms at any one position. Directors are not subject to term limits. Before being eligible for the same position after two (2) consecutive terms, a person must relinquish the position for not less than one (1) term.

6. **TRANSITION:** Installation of the newly elected Officers and Board shall take place following the election and prior to the close of the election meeting. Transition of the board may be eased by a joint meeting of the current and outgoing boards upon mutual agreement to do so. This meeting may be held at a mutually convenient time between the installation of the new board and the January Board retreat.

7. **SUCCESSION:** Specific positions shall be filled through defined succession:

- i. **PRESIDENT:** Should, for any reason, the position of President become vacant, the Vice President shall become President.

- ii. VICE PRESIDENT: Should, for any reason, the position of Vice President become vacant, the position shall be filled by one of the Directors selected by a two-thirds (2/3) majority of the remaining Board members.
- iii. SECRETARY, TREASURER, and DIRECTOR SUCCESSION: Succession of Secretary, Treasurer or any of the remaining Directors shall be by majority vote of the members present at a regular meeting.
- iv. PAST PRESIDENT: Should, for any reason, the Past President vacate the position before the current President leaves office, the Board may create a temporary fifth (5th) Director position to ensure a tie-breaker vote. This Director must be elected by a majority vote of members present at a regular meeting. The position will be eliminated at the end of the Current President's Term.

8.REMOVAL: Removal of any Officer or Director shall require a motion from the floor of a regular meeting, seconded and approved by two-thirds (2/3) majority of the members present at two (2) consecutive regular meetings. An Officer or Director may be removed or asked to resign, at the discretion of the board, by a two-thirds (2/3) majority vote of the Board if the Board Member misses three or more consecutive Board Meetings.

VII. RULES: The meetings and operation of the Association shall be governed by formalized rules:

- a. STANDING RULES: There are two types of Standing Rules, distinguished by order of precedence:
 - 1.Those approved by the General Membership.
 - 2.Those approved by the Board of Directors.
- b. OTHER RULES: Rules of Order may be established by the General Membership or Board, as deemed necessary for the orderly procedure of conducting of Association business. Robert's Rules of Order shall apply where none of the above shall.

- c. ORDER OF PRECEDENT: In the event of conflict, rules shall be followed in a hierarchy, in order of most important to least:
 - 1. BYLAWS
 - 2. STANDING RULES – GENERAL MEMBERSHIP
 - 3. STANDING RULES – BOARD OF DIRECTORS
 - 4. RULES OF ORDER
 - 5. ROBERT’S RULES OF ORDER
- d. SUNSET RULES: The new Board shall review all Standing Rules and Standing and Special Committees at the Board Retreat and shall determine if they should continue to function. Recommendations of the Board shall be presented to the membership for approval at the Regular February meeting.

VIII. COMMITTEES: The Associate may create committees to handle specific business.

- a. COMMITTEE TYPES: There shall be two types of committees: Standing and Special.
- b. STANDING: A Standing Committee shall be established to perform a specific task which has no specified end date or concluding event / deliverable.
- c. SPECIAL: A Special Committee shall be established to perform a specific task when a defined end date or concluding event / deliverable is known.
- d. COMMITTEE FORMATION: Each committee shall be chartered in the Standing Rules. The charter shall define the committee’s goals, responsibilities, resources, and limitations of authority. The term of committee members shall be from January 1, or date of appointment, until January 1, following the next election, unless relieved or renewed by vote of the Board.

- IX. GENERAL MEMBERSHIP MEETINGS: The General Membership shall have regularly scheduled meetings to conduct Association business.
- a. REGULAR MEETINGS: General Membership Meetings shall be held each month on the First Monday at 7:30 p.m. except holiday Mondays. In such case, the Regular meetings shall be held the following Monday evening. Due to holiday schedules, meetings in January and July are optional at the discretion of the Board. Two Regular Meetings may be replaced by a Community Event (e.g. National Night Out) at the discretion of the Board. However, no business may occur at this meeting other than membership enrollment.
 - b. SPECIAL MEETINGS: Special meetings may be called at the discretion of the President. Due notice shall be given to all officers and members for a Special meeting and Board meetings.
 - c. QUORUM: Twelve regular members, including three (3) Board members are required at a Regular meeting.
 - d. STANDARD AGENDA: A Standard Agenda Template shall be established in the Standing Rules.
- X. PROCEDURES FOR HANDLING FUNDS: The Association's funds must be properly accounted for and tracked.
- a. ACCOUNTING: A cash accounting system shall be established and maintained for each fund when specified in the Standing Rules. Assets may be comingled in a single bank account, but separate ledger balances shall be maintained by the Treasurer for each fund when specified in the Standing Rules. A "General" fund balance shall be maintained to handle all normal business of the Association and may include funds for committees not requiring a separate fund accounting.
 - b. SPECIAL FUNDS: Shall be established under Standing Rules approved by the General Membership. Special Funds shall be accounted for in accordance with the normal accounting procedures unless otherwise defined in the Standing Rule chartering the fund. Funds may only be used for the express purpose defined in the charter.
 - c. DISBURSEMENT: The Board may disburse monies from the General Fund to handle regular business of the Association to the limits established in the Standing Rules. All monies spent or received by the Board shall be reported and recorded at both the next Board meeting and next General Meeting.

- d. **CONTRACTS:** Contracts or commitments requiring continuous or recurring disbursement, or funding without a defined limit must be chartered in a Standing Rule approved by the General Membership.
 - e. **BALANCE TRANSFER:** A positive balance plus not less than one month's average expenditure shall be transferred to the incoming Treasurer.
 - f. **EXPENDITURES:** The board may make expenditures on behalf of the association between meetings through a vote on the same via phone, email, or other previously agreed upon means between Board meetings.
- XI. **AMMENDMENTS:** These Bylaws may be amended at any regular meeting by a two-thirds (2/3) majority of voting members present, providing that notice of the amendment was provided at the previous Regular meeting.
- XII. **DISSOLUTION:** In the event of dissolution of the Eastwood Civic Association, remaining assets after the satisfaction of all obligations of the corporation shall be distributed for the purpose within the scope of IRS Code 501 (C) (3), or amendments thereof.