

TAMIAMI VILLAGE COMMUNITY ACTIVITIES, INC.

BYLAWS

ADOPTED: **April 13, 2019**

REVISED: **FEBRUARY 14, 2022**

ARTICLE I: **NAME**

The name of this Corporation is Tamiami Village Community Activities, Inc. (TVCA)

ARTICLE II: **OBJECTIVES**

The Objectives of this Corporation are to:

- Promote good will and friendship among the residents of Tamiami Village
- Improve Community spirit
- Improve the general welfare of all
- Provide a way in which the Corporation's objectives can be achieved.

ARTICLE III: **MEMBERS**

- A. A member is any adult who has been approved for residency in Tamiami Village and currently resides in the Village.
- B. Termination of Membership: After a person has become a member, as set forth above, such membership can be terminated for the following reasons:
 - a. Failure of member to conduct himself/herself in an acceptable manner as determined by the Board of Directors or the Tamiami Village Master Association Code of Conduct.
 - b. Failure of the member to obey and comply with Corporation's regulations, as identified, and other/rules and/or restrictions.

ARTICLE IV: **OFFICERS**

- A. The Officers of this Corporation are:
 - 1. President
 - 2. Vice-President
 - 3. Secretary
 - 4. Treasurer
 - 5. Director "A"
 - 6. Director "B"
 - 7. Director "C"

- B. These Officers will perform the duties prescribed by these Bylaws and will conduct their business by Parliamentary Authority using Roberts Rules of Order Newly Revised as adopted by the Corporation.
- C. These officers will be elected to serve for a two-year term. The three directors (A-C) will each serve for three (3) years. Only one Director will be elected each year. In December 2019, for the term commencing January 1, 2020, President and Secretary shall be elected for three-year terms, The Vice President and Treasurer shall be elected for two-year terms, Director A shall be elected for one-year term, Director B shall be elected for a two-year term and Director C shall be elected for a three-year term. As of election 2021 terms will then be staggered.
- D. The Officers and Directors will hold their office until a successor is elected or appointed as per ARTICLE VII, Part B.
- E. The term of office will begin as the first order on the agenda of New Business at the January meeting at which time a formal installation ceremony will take place. Failure to hold an installation ceremony will not affect the time when the new officers assume their office.
- F. No member will hold more than one office at a time.
- G. Officers and Directors may be removed by a majority vote of the Board of Directors for just cause but not limited to non-performance or breach of fiduciary duty.

ARTICLE V: **MEETINGS**

- A. The regular meeting of the Corporation will be held on the second Monday of each month unless otherwise ordered by the Corporation or the Board of Directors.
- B. At the regular meeting held on the second Monday in April, a Nominating Committee of three members will be selected by the *President*. It is the duty of this Committee to read nominations and accept additional nominations at the November meeting. Members of the Nominating Committee are not barred from becoming nominees for the offices themselves. The Nominating Committee will post the slate of nominees two weeks prior to the Annual Meeting election in December on the TVCA bulletin board at Friendship Hall.
- C. The regular meeting on the second Monday in December is known as the Annual Meeting. This meeting is for the purpose of electing officers, receiving reports from Officers and Committees and any other business which may arise.
- D. Special meetings of the Corporation may be called by the President or the Board of Directors. A special meeting shall be called upon the written request of twenty-five (25) members of the Corporation. The purpose of the meeting will be stated in the call. Except in the cases of emergency, at least a three-day notice will be posted at

Friendship Hall bulletin board.

- E. Notice of time, place and date of each meeting whether regular, special or annual shall be provided through Message Board, newsletters (paper/electronic), or other electronic communications. Agendas will be provided and posted at the Friendship Hall bulletin board.

ARTICLE VI: **QUORUM**

- A. A quorum/majority of the Corporation will be two thirds (2/3) of those Members present voting. In the event of a major decision, it is necessary that the motion be read at one meeting and voted upon at the next meeting.
- B. A quorum of the Board of Directors will be a majority of those elected.
- C. Each member of the Corporation is entitled to one vote on each matter that is properly presented at a meeting.

ARTICLE VII: **BOARD OF DIRECTORS**

- A. The Board of Directors shall have general supervision of the affairs of the Corporation between its business meetings, make recommendations to the Corporation and shall perform such duties as are specified by these Bylaws. The Board of Directors shall be subject to the orders of the Corporation and none of its acts will conflict with the orders of the Corporation.
- B. In case of a vacancy in office, the Board of Directors shall appoint a successor who will complete the unexpired term, except as provided in VIII: B. 2.
- C. The Board of Directors shall approve the proper minute keeping books for the Secretary and provide the same.
- D. The Board of Directors shall approve the proper financial record books for the Treasurer and provide the same.
- E. The Board of Directors shall have the authority to approve an expenditure up to and including \$400.00 from the TVCA account. An expenditure that exceeds that amount must have the approval of the Membership at a regular or special meeting.
- F. To carry out the affairs of the Corporation between business meetings, the Board of Directors may take action without a meeting, via phone conference, email or video conferencing if the action is then approved in writing and ratified at the next regularly scheduled meeting.

ARTICLE VIII: DUTIES OF OFFICERS

A. President

1. The President shall preside at all meetings of the Corporation and see that business is properly conducted.
2. Shall appoint and discharge all Committees.
3. Shall endeavor to carry out the objectives of the Corporation.
4. Shall be an ex-officio member of all committees except the Nominating Committee.
5. Shall appoint a financial review committee in November, under the direction of the Treasurer, to report at the Annual Meeting.
6. Shall speak officially in the name of the Corporation.

B. Vice-President

1. Shall in the absence of the President, perform the duties of that office.
2. Shall, in the event of a vacancy in the President's office, complete the unexpired term.
3. Shall, when requested, assist the President.

C. Secretary

1. Shall keep an accurate record of all meetings in a permanent record book provided for that purpose and report the same at the next meeting.
2. Shall conduct all correspondence pertaining to the Corporation.
3. Shall, in the absence of the President and Vice-President, call to order and preside over the meeting if a quorum of officers is present.
4. Shall make the minutes available for examination by any Member of the Corporation at a mutually reasonable time, but this privilege must not be abused at the annoyance of the Secretary.

D. Treasurer

1. Shall keep an accurate account of all financial transactions in a permanent record book approved and provided for that purpose by the Board of Directors.
2. Shall receive all monies collected by the Corporation and give a receipt for the same.
3. Shall deposit all monies collected in a bank designated by the Board of Directors.
4. Shall pay all expenditures:
 - a. Shall pay all bills up to an including four hundred dollars (\$400) which have been properly approved by the Board of Directors (upon presentation of a voucher or receipt).
 - b. Shall pay any expenditure over four hundred dollars (\$400) which has been approved by a majority of the Members at a regular or special meeting.
5. Shall make a complete report to the Membership when requested by the President.
6. Shall maintain all books in such order that a report may be given on order of the Board of Directors and be available as the Chair of the Financial Review Committee.

7. Shall arrange for all checks to be signed by two authorized signers.

E. Directors

1. Shall be three (3) in number serving three (3) year terms. One term expiring each year.

ARTICLE IX: AGREEMENT OF THE CORPORATION

No Officer, Member or Committee will sign or make any agreement governing the Members of the Tamiami Village Community Activities, Inc. except by a two-thirds (2/3) vote at a regular or special meeting of the Corporation.

ARTICLE X: PARLIMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order Newly Revised will govern the Corporation in all cases in which they are applicable and in which they are consistent with these Bylaws and any special rules of order the Corporation may adopt.

ARTICLE XI: AMENDING THIS DOCUMENT

These Bylaws can be amended at any regular meeting of the Corporation by a two-thirds (2/3) vote of those in attendance provided that the Amendment has been submitted in writing and presented at the previous meeting.

Article XII: STANDING RULES OF THE CORPORATION

Standing Rules are previously adopted motions which have a continuing effect. Although combined with, they are not part of these Bylaws. They are not subject to the same rules regarding suspending, amending and rescinding by a two-thirds (2/3) vote at a meeting but by a majority vote with prior notice.

Article XIII: FISCAL YEAR

The fiscal Year of the Corporation shall commence on the first day of January each year and end the thirty-first day of December of the same year.

Article XVI: TERMINATION AND LIQUIDATION

Decision to terminate the Corporation shall be done by majority vote of the membership at a meeting scheduled in accordance with Article V of these Bylaws. Under the direction of an administrator selected by the Board of Directors, and following the local, state, and federal liquidation laws, all assets of the Corporation will be sold. The revenue will be put into the Corporation's checking account. All debts and liabilities will first be satisfied. The remaining funds will be distributed to qualified and recognized charitable corporations as determined prior to the liquidation vote by the Board of

Directors. Liquidation of the organization known as the “Tamiami Village Community Activities, Inc.” will become final when all funds are disposed of as directed and all necessary local, state, and federal dissolution are satisfied.

APPENDIX “A”

1. Upon the death of a Member, the Treasurer will draw a check from Corporation funds for the surviving next of kin in the amount of twenty-five dollars (\$25.00),
2. The duly appointed chairperson of any Corporation Committee is permitted to spend up to and including thirty-five dollars (\$35.00) for any project without prior permission from the Membership to carry out the duties of that project.

APPENDIX “B”

Hall Usage

1. Park functions that require either Friendship Hall or Flamingo will take precedence over small group or individual use of either hall.
2. Both Friendship Hall and Flamingo Hall are available for use by any Resident of Tamiami Village providing the time requested does not conflict with any other usage or scheduled activity. ***A hall usage form must be completed and approved to reserve location and time.*** Use of the hall will be on a first request basis and the hall must be cleaned up by the reserving Resident after use. Failure to clean the hall or to conduct himself/herself in an acceptable manner, as determined by the Board of Directors and/or the Tamiami Master Association Code of Conduct, may result in future loss of hall privileges. Supplies used during the use of either hall must be replaced by the Resident using the hall.
3. Should conflicting use of either hall arise, every effort will be made to accommodate the displaced individual or group in another area of either hall.
4. ***The group or person reserving the hall is responsible for any damage done to hall or equipment.***
5. No Tamiami Village Facility may be reserved for individual commercial use (i.e. Tupperware party, Mary Kay, home decorations, resident activity resulting in personal gain, i.e. band, karaoke, church/prayers services not sanctioned by the Tamiami Village Church Board of Directors, etc.)
6. Should any group not wish to be a part of the TVCA, they shall be made to rent any facility of Tamiami Village and shall provide proof of required liability insurance that is comparable to that outlined in the Master Association policy and verified by insurance provider.

APPENDIX “C”

Fiscal Policy

1. Groups requesting seed money for any TVCA sponsored event should be recognized account holders in the Tamiami Village Community Activities, Inc. The event being held by the requesting group should be open to all members of the TVCA and every Member should have an equal opportunity of participating in the event.
2. The requesting group should have a reasonable plan to pay back the money requested after the event is held. Any profit made after the event expenses is that organizations to do with as they choose.
3. The requesting organization is completely responsible for any applicable taxes due and must keep monies earmarked for that purpose.
4. A financial report of profit and loss shall be submitted to the TVCA within five days of that event, on prescribed form.