

TAMIAMI VILLAGE COMMUNITY ACTIVITIES, INC. BYLAWS

ADOPTED: **April 13, 2019**

**REVISED JANUARY 8, 2024**

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 Tamiami Village Community Activities, Inc.'s objectives can be achieved.

ARTICLE III: **MEMBERS**

- A. Membership: Any individual/resident of Tamiami Village, regardless of race, color, or religion may be a member of the corporation.
- 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 and the Tamiami Village Master Association Code of Conduct.
  - b. Failure of the member to obey and comply with Corporation rules, 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 use of the adopted Bylaws or if not contained Parliamentary Authority using Roberts Rules of Order Newly Revised as adopted by the Corporation.
- C. The President and Secretary will each be elected to serve for a three year term. The Vice President and Treasurer will be elected for a two year term. The three Directors (5-7) will each serve for three (3) years. Only one Director will be elected each year.
- D. 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 3 shall be elected for a three year term. In 2020 terms according to Bylaws all terms for will commence.
- E. The Officers and Directors will hold their office until a successor is elected or appointed as per ARTICLE VII, Part B.
- F. 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.
- G. No member will hold more than one office at a time.

## 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. The TVCA will provide opportunity during scheduled meetings for update on TVCA Board or group activities or updates and for the Master Association to provide an update on the status of the Village or issues affecting the Village.
- 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 Annual Meeting of the Corporation is on the second Monday in December. The Annual Meeting of the members is for the election of the Board of Directors, for the ensuing terms shall be held at such a place, as the Board of Directors may determine. The transaction of such other business as may properly come before the members may also be held at that time.
- 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 Organization. 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 Meetings: Notice of time, place and day of each meeting, whether regular, special or annual shall be provided through message boards, newsletters (paper/electronic), or other electronic communications. Agendas will be provided and posted at Friendship Hall bulletin board.
- F. Adjournment of Meetings: Adjournment of the meetings may be effected by a motion made, seconded, and approved by a majority of members present, and entitled to vote thereat.

#### **ARTICLE VI: QUORUM**

- A. Quorum/Majority: 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. Voting Rights: Each member is entitled to one vote on each matter that is properly presented to such member and that is a proper matter to vote upon.
- C. A quorum of the Board of Directors will be a majority of those elected.

#### **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 By Laws. 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/accounting program 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.

**ARTICLE VIII: DUTIES OF OFFICERS**

- A. **President:** The President shall be a member of the Board of Directors. They shall preside at all meetings of the Board of Directors, shall call to order all meetings of the members, and shall be the chief officer of the Corporation subject to the supervision of the Board of Directors. The President shall have general charge of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. They shall, when required by the Board of Directors, make a full written report with respect to any designated matter in connection with the Corporation or its affairs and they shall execute and acknowledge on behalf of the Corporation all contracts, documents, checks, bonds, and other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be delegated by the Board or these Bylaws to some other officer or agent of the Corporation, and in general shall perform all duties incident to the office of the President and such other duties as may be delegated by the Board of Directors. The President may appoint an advisory council consisting of three to five members from the membership of the Corporation for the period of their term. Such advisory council may confer with the President as may be required but shall have no official status other than giving of such advice.
- B. **Vice President:** The elected Vice President shall be a member of the Board of Directors. Each Vice President shall have the powers and duties as may

be delegated by the Board of Directors. In the absence or disability of the President, the Vice President, shall be vested with all the powers and perform the duties of the President.

C. Secretary: The Secretary shall be a member of the Board of Directors and shall act as Secretary at all Board Meetings, as well as all meetings of members of the Corporation. They shall give or cause to be given all required notices of meetings of Directors and members; shall record all meetings of the Directors and members in a book kept for that purpose; and in general, shall perform all duties incident to the office of Secretary, and shall have powers and duties as may be delegated by the Board of Directors. The Secretary shall have custody of all Corporation official documents. The Secretary, 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. The Secretary 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.

D. Treasurer: The Treasurer shall be a member of the Board of Directors and shall receive the monies of the Corporation for deposit in such banks, trusts, or other depositories as may be selected. The Treasurer shall have all financial records, including receipts or disbursement, and when required by the President of the Board of Directors, render a statement of the financial condition of the Corporation, and in general perform all duties incident to the office of Treasurer and shall have the powers and duties as may be delegated by the Board of Directors. The Treasurer will coordinate the Audit Committee, appointed by the Board of Directors. If required by the Board of Directors, the Treasurer shall be bonded in the amount determined by the Board of Directors.

Expenditures:

- a. Treasurer shall pay all bills ***up to and including four hundred dollars (\$400)*** that have been properly approved by the ***Board of Directors*** (upon presentation of a voucher or receipt).

- b. Treasurer shall pay any expenditure **over** four hundred (\$400) which has been approved by a majority of the Members at a regular or special meeting.
- c. Shall make a complete report to the Membership when requested by the President.
- d. Shall maintain at all times, all books, in such order that a report may be given on order of the **Board of Directors** and be available for the audit by the Auditing Committee.
- e. Shall arrange for all checks to be signed by the Treasurer and one other duly elected Board Member/Executive Staff, upon request from approved community group.
- f. Shall coordinate with Tamiami Village office to make use of electronic accounting programs.

**DIRECTORS:**

- 1. Shall be three (3) in number serving three (3) year terms. One term expires and is voted on each year.

The Directors shall be assigned designated duties and responsibilities to further the objectives of the Corporation. They shall furnish reports and updates to the Board of Directors as needed.

Each Director shall be responsible for designated groups within the community and shall monitor their activities and offer guidance and input regarding group functioning.

**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 OF THE ORGANIZATION**

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**

Amendments and/or Revisions to Bylaws: Changes to these Bylaws must be ratified by a majority of the membership of the Corporation attending a meeting for that specific purpose, in accordance with Article VI.

**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. 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. ***The group or person reserving the hall is responsible for any damage done to hall or equipment.***
4. 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.)

5. 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 outlines 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.