

Franklin Square Civic Association, Inc. Bylaws

Article I. Name and Purpose

Section 1.01: NAME. The NAME of this organization shall be the Franklin Square Civic Association Inc., hereafter referred to as the Association. It shall be a nonprofit organization. The Association is organized exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

Section 1.02: References to the “Board” in this document as it applies to meetings includes the Officers and Executive Directors described in Article 4.01.

Article II. Mission Statement

Section 2.01 The purpose of our Franklin Square Civic Association Inc. is to help maintain and enhance the quality of life in the Franklin Square community.

Article III. Membership

Section 3.01: ELIGIBILITY FOR MEMBERSHIP. Any current resident of, or owner of property in Franklin Square, or pays rent on a property located in Franklin Square, or payer of Franklin Square property or school taxes, is eligible for Membership in the Association upon payment of the annual dues, and completion of an Application for Membership form.

Section 3.02: ANNUAL DUES. The amount required for annual dues shall be \$25 for each year unless changed by a majority vote of the members in attendance at an annual meeting of the full membership. Payment of the annual dues will entitle the Resident or Property Owner to full membership privileges for one year from the date the application was received thru the same date the following year. A membership discount of \$100.00 for five years may be offered at the discretion of the Board but must be voted on at a Board meeting no later than December and remain in effect for the upcoming membership year. Discount memberships, if offered, are valid from the date the application was received thru the same date five years hence. Renewal of any membership is expected at the time of renewal. Late renewals may have an end date based on their original application acceptance. A member may pay their dues by cash, check, money order or electronic payment. There shall be no trade-off of merchandise or services in lieu of payment of dues. All membership dues are donations to the association and are tax deductible, therefore dues paid, or dues paid in advance are non-refundable.

Section 3.03: VOTING RIGHTS. The full payment of annual dues will entitle one person over the age eighteen in the Member’s household to only one vote in all Association elections and in any surveys conducted by the Association.

Section 3.04: TERMINATION OF MEMBERSHIP. Membership in the Association is terminated whenever the Member is in default of payment of the annual Association Dues. A member may also be removed by two-thirds (2/3) of the members of the Board present at a board meeting, upon good cause shown.

Section 3.05: RESIGNATION. Any Member may resign by filing a written resignation with the Recording Secretary of the Association.

ARTICLE IV. Officers

Section 4.01: OFFICERS. The Association shall have the following officers:

- 1) President
- 2) Vice-President
- 3) Treasurer

- 4) Corresponding Secretary
- 5) Recording Secretary
- 6) Executive Directors (a minimum of four and a maximum of six)

Section 4.02: ELECTION OF OFFICERS. The Officers shall be elected by majority vote at the annual meeting of the full membership. (Refer to Article VI)

Section 4.03: TERM OF OFFICE. The Executive Directors shall serve a one-year term, with no limitations on the amount of future terms. An officer may serve a maximum of two years in the same position. However, if an officer wishes to serve more than two years, that officer must relinquish their position from that specific officer position and may reapply for any position as an Officer or Executive Director. The nominations committee should therefore consider that officer position “vacant” for the next incoming Officers and Executive Director referred to as the “Slate”. (See Article VI. Nominations). This is to prevent an officer from becoming a permanent Officer without the Executive Directors and the General Membership considering other members for officer positions.

Section 4.04: DUTIES. The duties of the Officers are as follows:

- 1) The PRESIDENT shall be the principal executive officer of the Association and shall preside over all meetings, represent the Association on public occasions, and make such committee appointments from the membership as shall be deemed advisable for the effective conduct of the work of the Association.
- 2) The VICE-PRESIDENT shall assist the President as the President requests and represent the Association on appropriate occasions. The Vice-President shall also, in the absence or disability of the President, perform the duties and exercise the powers of the President of the Association.
- 3) The TREASURER shall collect, safeguard, disburse and make periodic reports of all funds collected and expenses made in the name of the Association. The TREASURER shall work with the PRESIDENT to ensure the collection and deposit of membership dues.
- 4) The CORRESPONDING SECRETARY shall conduct such official external correspondence (outside of the Officers and Executive Directors and membership) as shall be required. The President shall approve all such correspondence or if the President is not available, by one of the other officers.
- 5) The RECORDING SECRETARY shall keep attendance records and record the proceedings of all meetings and maintain adequate records of the Association activities.
- 6) The duties of the officers shall not be limited as enumerated above, but they may discharge in addition such duties as are assigned by the Association Membership and or Board.
- 7) Unless so authorized, no officer shall have any power or authority to bind the Association by any contract or engagement, to pledge its credit, or to render if liable pecuniary for any purpose or in any amount.

The duties of the Executive Directors are as follows:

- 1) Unless so authorized, no Executive Director shall have any power or authority to bind the Association by any contract or engagement, to pledge its credit, or to render if liable pecuniary for

any purpose or in any amount.

2) Executive Directors should chair, co chair, or at minimum actively support committees designated by the association.

Section 4.05: VACANCIES AND REMOVAL FROM OFFICE. Any Officer may be removed by two-thirds (2/3) of the members of the Board upon good cause shown (excluding the Officer to be removed). Upon the death, removal, resignation, or incapacity of an Officer of the Association, a majority of the Officers and Executive Directors will appoint a successor from the Board for the remainder of the term of office. Any member in good standing may replace the board member, who will be assuming that officer position, by a majority vote of the Officers and Executive Directors. Any vacant Executive Director position may be replaced at anytime during the year with two-thirds (2/3) of the members of the Board. The position may be filled by any member in good standing selected by two-thirds (2/3) of the members of the Board. If a vote is required before any upcoming board meeting, an electronic method of voting can be utilized, however it is a requirement that the entire board is notified, and responders and their responses are logged and noted by the Membership / Recoding Secretary.

Section 4.06: CONSECUTIVE ABSENCES. Absence of an Officer or Executive Director from three (3) consecutive regular Board Meetings without an excuse deemed valid and so recorded by the Board may be reason for the Board to terminate the directorship of said Officer or Executive Director.

Section 4.07: MANAGEMENT. The Association shall be managed by the Officers so elected, with powers consistent with the Bylaws of the Association.

Section 4.08: BOARD COMPOSITION: The board shall not be comprised of Officers and / or Executive Directors residing in the same household.

ARTICLE V. Meetings

Section 5.01: All meetings mentioned within these Bylaws may be held in person or virtually. Board meetings of the Association shall be held monthly, at a date, place and time designated by those present at the previous board meeting or set up in advance. Board meetings in July and August are at the Board's discretion. A majority of board members present at any board meeting shall constitute a quorum at such meeting. All issues shall be decided by a majority vote of members present at the meetings.

Section 5.02: ANNUAL GENERAL MEETING. An annual meeting of the Members shall be held in the month of January of each year, if possible. At such meeting, the Members shall elect the Officers and Executive Directors of the Association, receive reports on the affairs of the Association, and transact any other business, which is within the power of the Members. If an annual meeting has not been called and held within six months after the time designated for it, any Member may call the annual meeting.

Section 5.03: NOTICE OF MEETINGS. An e-mail notice of each General Meeting stating the place, day, and hour of the meeting, shall be given by the Recording Secretary of the Association, or by the person authorized to call the meeting, to each Member of record entitled to vote at the meeting. This notice shall be given at least seven (7) days before the date named for the meeting. This can be via a separate email or in our "Upcoming Events".

Section 5.04: Executive Committee meetings can be called at any time at the discretion of the President.

Section 5.05: Association Committee meetings can be called at any time at the discretion of the Chairperson

or Co-Chairpersons of that committee. Association Committee Meetings may be held in person, by phone and / or by email or other digital method as long as all committee members are notified.

ARTICLE VI. NOMINATIONS

Section 6.01: The President of the Association shall each year appoint two (2) members from the current Officers and Executive Directors to serve as co-chairs on a nomination committee consisting of five (5) members, three (3) of which shall be from the current membership. The three (3) general members applying to the nominations committee shall be elected by the majority of the vote of the current Officers and Executive Directors in September of each year. The three members from the current membership serving on the nominations committee cannot be nominees for positions for the upcoming board. In the event that the nomination committee cannot obtain a total of three members from the general membership, the co-chairs of the committee shall appoint the remaining members from the existing board. All nominees must be paid members of good standing as of December 31st of the current year and should be actively involved in committees and / or events. The committee shall reach out to the general membership for volunteers to serve on the board and submit to the body at the October Board meeting, a list of candidates for nomination, hereafter referred to as the Slate, which will be voted on at the annual January General Meeting. Officers can only be selected from the members of the existing Officers or Executive Directors. Board members can be selected from the existing Officers, Executive Directors or general members. This will ensure some stability and experience in the movement of members up to an Executive Director position and from an Executive Director position to Officer position, after serving in such capacity.

Section 6.02: The Slate shall be decreed by a vote at the November General Meeting. The slate is the recommendation of the nominations committee and was approved by the board to serve the Association for the next year. If there is only one nominee per position being filled, and therefore no position being challenged, the Recording Secretary may cast one vote for the Slate and the election of the incoming Officers and Executive Directors will be final. All nominees on the Slate must agree to uphold the Bylaws of the Association.

Section 6.03: There will not be any nominations taken from the floor at the November General Meeting when the vote will be taken.

Section 6.04: Should there be more than one person vying for an Officer position, then and only then a vote by paper closed ballot by the current Officers and Executive Directors shall be required. The only positions available are those that were determined by the Nominations Committee to be deemed previously vacant. This is to ensure we do not have an entire board replaced and to ensure some stability and experience on the newly elected board.

ARTICLE VIII. COMMITTEES.

Section 7.01: AUTHORIZATION TO ESTABLISH COMMITTEES. The Association may establish committees as deemed necessary to pursue its stated objectives. Chairpersons / Co-Chairpersons must be members in good standing. Members of Committees shall be volunteers from the general membership, but not exclude any other existing Officers or Executive Directors. Each committee shall provide a written report prior to each monthly board meeting. Members reporting on any committee must take direction from the Chairperson or Co-Chairperson and report back to them. No committee shall take or make public any formal action, or make public any resolution, or any way commit the Association on any question of policy without first having received the approval of the Officers and Executive Directors. All Committees shall be chaired and / or co chaired by at least one of the Officers or Executive Directors.

Section 7.02: All Association sponsored, or co-sponsored events shall ensure any appropriate insurance and

/ or permits are obtained prior to the event.

Section 7.03: The Officers and Executive Directors will determine which committees require a budget and will set forth that budget and adjust if necessary that budget at regularly scheduled Board meetings. Budgets that exceed One Thousand Dollars (\$1,000) must adhere to Section 8.01:b. Once a budget is set and approved, there is no longer a need for board approvals set fourth in Section 8.01:a, as long as the budget will not be exceeded.

Section 7.04: The committee chairs or co-chairs should keep the board apprised of their expenditures through committee reports and / or expenditure reports.

ARTICLE VIII. FINANCES.

Section 8.01: EXPENDITURES.

8.01:a: If a budget is not set for a committee, expenditures of funds amounting to over One Hundred Dollars (\$100) in any month must be approved by majority vote of the Officers and Executive Directors present at any Board Meeting. Budgets set for any committee, must adhere to Sections 8.01:b thru 8.01:c.

8.01:b: Expenditures of funds from membership dues amounting to over One Thousand Dollars (\$1,000) in any 30-day period must be approved by majority vote of the Membership present at any properly announced meeting of the Membership. Insurance coverage expenditures are excluded from this requirement and must be paid at the time they are due.

8.01:c: Expenditures of monies from fund raising over One Thousand Dollars (\$1,000) in any 30-day period must be approved by majority vote of the Board present at any Board Meeting.

8.01:d: The President and Treasurer shall sign checks. In the absence of either or both, then any two officers, whose signatures are on the Association's checking account, may sign. The Association shall not acquire any card for making payments. Any approved purchases made by the board members will be reimbursed by check. All purchases must have an original receipt or bill and use our tax-exempt status in order to receive full reimbursement.

8.01:e: Limitations: The Association shall not purchase any tickets, chances, or make any contributions to further the cause of any organization, charity, business, corporation, church or individual. Notwithstanding the above, the Association may use funds and or donate time to promote or enhance for the benefit of the community and also advertise in any of the above organizations in order to increase awareness of Association activities and to increase membership, at the sole discretion of the board by a majority vote.

Section 8.02: FINANCIAL REPORTS. Monthly and Annual Treasury Reports shall be prepared by the Treasurer and be available to the Members at any monthly meeting and presented formally at the annual meeting.

Section 8.03: INSURANCE: The Association shall secure and maintain reasonable insurance coverage for property, liability and D&O coverage to protect the Officers and Executive Directors. This shall be reviewed / renewed at the January Board meeting or upon policy renewal(s) to ensure appropriate coverage for the fiscal year.

ARTICLE IX. CODES OF ETHICS AND WHISTLEBLOWER POLICY.

9.01 Purpose.

The Association requires and encourages directors, officers, and members to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The representatives of the Association must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of the Association to adhere to all laws and regulations that apply to the Association and the underlying purpose of this policy is to support the Association's goal of legal compliance. The support of all members is necessary to achieving compliance with various laws and regulations.

9.02 Reporting Violations.

If any Board member or Association member reasonably believes that some policy, practice, or activity of the Association is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

9.03 Acting in Good Faith.

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

9.04 Retaliation.

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of the Association and provides the Association with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

The Association shall not retaliate against any Board member or Association member who in good faith, has made a protest or raised a complaint against some practice of the Association or of another individual or entity with whom the Association has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

The Association shall not retaliate against any Board member or Association member who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of the Association that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

9.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

9.06 Handling of Reported Violations

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all Board members and Association members and they shall have the opportunity to ask questions about the policy.

9.07 Conflict of Interest.

The board shall adopt and periodically review a conflict-of-interest policy to protect the Association's interest when it is contemplating any transaction or arrangement which may benefit any Board member or Association member, or any member of a committee with board-delegated powers.

ARTICLE X. AMENDMENTS.

Section 10.01: PROCEDURE. These Bylaws may be amended by a two-thirds majority vote of those present at any Board meeting, provided seven days written or email notice of the proposed amendment and of the meeting is given. Changes to these Bylaws for grammatical and / or formatting will not require a vote but must be provided to the Officers and Executive Directors with those changes explained.

ARTICLE XI. ACCEPTANCE OF BYLAWS

Section 11.01: VOTING. Acceptance of these Bylaws shall be by a majority vote of those present at any General meeting of the Members of the Association, provided written and or digital copies of the Bylaws are made available and written or email notice of the meeting is given to all Members at least seven days prior to the meeting. An electronic method of voting may be utilized, as long as the members' responses are logged and noted by the Recording Secretary. Changes to these Bylaws for grammatical and / or formatting will not require a vote.

ARTICLE XII. NON-COMPLIANCE WITH BYLAWS.

Section 12.01: NON-COMPLIANCE PENALTIES. Noncompliance with the Bylaws of the Association may result in termination of membership for the offender, upon a two-thirds of the members of the Board. Under no circumstance will noncompliance with any section of these Bylaws constitute the forfeiture of the rights of the Association to exist or the rights of the Association to enforce the Bylaws of the Association.

ARTICLE XIII. DISSOLUTION CLAUSE.

Section 13.01: The Association may be dissolved only with authorization by its Officers and Executive Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Voting Members. Upon dissolution or other termination of the Association, all remaining assets of the Association, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XIV. ROBERTS RULES OF ORDER.

Section 14.01: In case any issue arises that is not covered by the above By-Laws of the Association; Roberts Rules of Order will be followed.