
Bylaws of the Neighborhood Council of St. Augustine, Inc.

January 29, 2017

Article I: Name, Purpose, and Philosophy

Section 1: The name of the organization shall be the Neighborhood Council of St. Augustine, Inc. ('the Council').

Section 2: The Council shall have as its purpose the promotion, maintenance, and enhancement of the quality, stability, and vitality of the residential neighborhoods of the City of St. Augustine.

Section 3: To accomplish its purpose, the Council may research issues affecting all residential neighborhoods and shall collect and disseminate information to stimulate awareness of and interest in those issues.

- (a) The Council shall foster cooperation among existing Neighborhood Association organizations and shall encourage the establishment of Neighborhood Association organizations where none exist.
- (b) The Council shall work in a positive and cooperative way with City, County, State, and Federal government officials and with other public and private organizations to accomplish its goals.
- (c) The Council shall not endorse or support political candidates.

Article II: Membership

Section 1: Member Associations of the Council are Neighborhood Associations representing any qualified, identifiable, residential neighborhood lying wholly inside the city limits of the City of St. Augustine which have been officially recognized by the Council. The Council may officially recognize a Member Association upon presentation to the Council of:

- (a) a list of the Association's elected officers, and how and when they were elected; and
- (b) a copy of the Association's approved bylaws, which must include:
 - (1) the purpose of the Association;
 - (2) requirements and timing for the election of the governing body;
 - (3) requirements for at least one business meeting in any calendar year;
 - (4) an identified process to communicate with the membership; and
 - (5) a clear description of the neighborhood's boundaries.

Section 2: An Association shall be entitled to the privileges of membership only for so long as it qualifies for membership under Section 1 of this article and as long as it complies with the following requirements:

- (a) Paying annual dues;
- (b) Providing the Council Treasurer with financial statements upon request;
- (c) Complying with any other reporting requirements relative to the Council's 501(c)4 status;
- (d) Providing the Council Treasurer with the contact information for the Treasurer of each Association and any change in banking institutions;
- (e) Providing to the Council Secretary upon request the date of the required meeting held, the list of the officers of the Association for the new calendar year, and the names of the primary and alternate delegates to the Council; and
- (f) Attending Council meetings (See Section 5 of this Article).

Section 3: The Board of Directors shall review the membership qualifications of each Member Association annually

Section 4: Any Council Delegate or Alternate with a conflict of interest or anyone who knows of a Delegate or Alternate with a conflict of interest must state such to the Council. The individual with the conflict must recuse himself or herself from any discussion or vote relative to that issue or decision.

Section 5: A Member Association which fails to have a Delegate or Alternate attend at least one meeting in a calendar year will be subject to a special review by the Board of Directors for continued membership.

Section 6: The Council encourages any neighborhood trying to formalize their organization to participate in the Council. Neighborhoods that do not meet all of the criteria for membership in the Council may attend Council meetings, but do not have to pay dues, and are not entitled to vote on Council business.

Article III: Governance

Section 1: The Council shall be governed by delegates as provided in this article. Unless otherwise provided, all Council business shall be conducted by a simple majority of delegates assembled at any meeting, as long as there is a quorum present. One member from each Member Association (either the Delegate or the Alternate) shall have one vote. A quorum will exist when at least 51% of the Council Delegates or Alternates are present.

Section 2: A Member Association's delegation shall consist of two representatives, one Delegate and one Alternate. The governing body of the Member Association shall elect or appoint both representatives from among its membership.

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- Section 3:** The Council shall have the authority and responsibility to:
- a) appoint, employ, or otherwise engage all persons or firms who provide services to the Council.
 - b) fill any vacancy occurring among the officers.
 - c) interpret the bylaws.
 - d) amend the bylaws as provided for herein.
 - e) establish a budget and membership dues, if any, and approve all expenditures.
 - f) file the appropriate forms necessary to comply with the status of the Council as a 501(c)4 organization and shall comply with any other IRS regulations.
- Section 4:** Candidates for Council offices may be proposed by any member of a Member Association.
- Section 5:** Officers, Delegates and Alternates shall not hold any elected government office. Should a Council Officer, Delegate or Alternate decide to run for an elected government office, he or she shall immediately resign from their Council position.
- Section 6:** The President of the Council shall preside at all general and special meetings of the Council, and will serve as the Council's primary spokesperson in dealing with other organizations, groups or governing bodies.
- Section 7:** The Vice President of the Council shall serve as Acting President when the President is unavailable or at the President's discretion, and will be responsible for special projects as directed by the President or the Council.
- Section 8:** The Secretary shall be the official custodian of all records of the Council, shall keep the minutes of all meetings of the Council, and shall also conduct the correspondence for the Council. The Secretary shall perform other duties as may be directed by the Council.
- Section 9:** The Treasurer shall keep an account for all funds of the Council.
- (a) All funds shall be deposited and maintained in a bank account in the name of the Neighborhood Council of St. Augustine, Inc.
 - (b) Funds shall be expended from the account only in a manner consistent with these bylaws and the direction of the Council.
 - (c) The Neighborhood Council of St. Augustine, Inc. will file tax returns based on the calendar year.
 - (d) The Treasurer shall be responsible for completion and filing of any and all government reports or forms on behalf of the Council.
 - (e) The Treasurer shall be responsible for any disbursement of funds.

- f) All monies received shall be immediately delivered to the Treasurer, who shall provide a receipt.
- g) The Treasurer shall give periodic reports of all transactions and shall prepare financial statements as directed by the Council.
- h) Expenditures over \$150 shall require written or electronic approval of one other Council Officer.
- i) The Treasurer shall advise the Council of any concerns with reporting requirements for any government entities that may jeopardize the Council's relationship with the IRS or the 501(c)4 status of the Council.
- j) The Treasurer will issue reporting requirements during the first quarter of the year to all Council members to ensure that information needed to comply with regulatory or banking needs is received.

Section 10: The Board of Directors consists of the four elected officers: President, Vice President, Secretary and Treasurer. The Board may have a set schedule of meetings or may meet as needed.

Section 11: Elections for President, Vice President, Secretary and Treasurer will be held in the first quarter of each calendar year. Nominations for officers shall be presented to any Board member no later than ten (10) days prior to the scheduled date of the Annual Meeting. Nominations shall not be accepted from the floor. The term of office for Council officers is one year. However, individuals may hold office for multiple annual terms, consecutive or otherwise.

Article IV: Committees

Section 1: The Council may from time to time establish such standing or special committees as it deems necessary or desirable to accomplish its purposes. If the Council establishes a committee, it shall give that committee a specific charge, and appoint from among the delegates a chairperson or co-chairpersons. The Chair of the Committee may invite anyone who is a member of a Member Association, but who is not necessarily a Delegate, to serve on any committee.

Article V: Meetings

Section 1: The Council shall schedule meetings at such times and places as may be necessary to accomplish the purposes for which the Council is organized. Every Delegate and Alternate shall have notice of a meeting no later than one week prior to such meeting. Emergency meetings with an identified purpose may be called without adhering to the notice guidelines.

Section 2: An Annual Meeting of the Council shall be held during the first quarter of each year. The Annual Meeting shall include:

- (a) presentation of the slate and the election of Council officers;
- (b) a report from the Treasurer on the finances of the Council including income, disbursements and reserves; and
- (c) other business as deemed necessary.

Section 3: In addition to the Annual Meeting, the Council shall meet an additional three (3) times each year. Meetings for other purposes may be called as needed as specified in Section 1 of this Article.

Section 4: The procedure at every meeting shall be governed in a manner consistent with the bylaws and general principles of fairness, courtesy, and the orderly dispatch of business. Roberts Rules of Order Newly Revised shall serve as the basis for conducting meetings.

Section 5: If any individual from any Member Association, other than a Delegate or an Alternate, wishes to attend a regular meeting of the Council, prior approval of the Board of Directors must be granted. Persons who are not a member of any recognized Association shall not be permitted to attend regular meetings of the Council, unless specifically invited to do so by the Board of Directors.

Article VI: Amendments

Section 1: The bylaws may be amended by a majority of the Council Delegates or Alternates assembled to conduct business at any regular meeting of the Council, provided a quorum is present. Proposed changes to the by-laws will be communicated at least one week prior to voting on the changes.

Article VII: Dissolution

Section 1: In the event the Neighborhood Council of St. Augustine, Inc. becomes inactive or dissolves, all monies belonging to it after the satisfaction of its debts and accounts shall be donated to a community-oriented 501(c)3 or 501(c)4 charitable institution or organization in St. Augustine, which institution or organization shall be approved by a majority of the Council Delegates or Alternates at the time of its dissolution.