

Flagler/Palm Coast Civic Association, Inc. (F/PCCA) BY-LAWS

Article I - Name: The organization's name shall be **Flagler/Palm Coast Civic Association (F/PCCA)**. It shall be known as a non-profit organization. The office shall be located at the residence of the incumbent President, or at a designated location.

Article II - Mission Statement: To educate members and the public about local government services and policies.

Article III - Purpose: The purpose of the Association is to provide a forum through which members of the association can discuss their problems; make recommendations for the improvement of the communities located in Flagler County. The objectives of the Association shall be to provide for the general welfare of its members as related to property values, social activities, entertainment, recreation, nuisance control, beautification of property, etc. The Association will be responsible for the coordination of communications and recommendations to appropriate governments and/or staff personnel; or any other government agencies; or any active corporation, company or organization, where this action is deemed by the Association to be in the best interest of the community as a whole.

Article IV - Membership:

Section One - Members: Members of the Association shall consist of residents of Flagler County; property owners, lessees with a fixed lease of one year or longer; adult residents in the household of such property ownership and lessees, and Flagler students who have attained the rank of high school Juniors or higher. Provided, however, that each person shall make proper application to the Membership Committee of the Association and make payment of his/her annual dues.

Section Two - Voting: Voting privileges shall be restricted to members in good standing in F/PCCA.

Section Three - Termination of Membership: Any member desiring to do so may resign from F/PCCA at any time. Any Member may be expelled from membership by the affirmative vote of two-thirds (2/3) of the members present at any regular meeting or any special meeting called for that purpose. No pro-rata refund of dues shall be made to any member.

Section Four - Liability for Debts/Indemnification of Officers: No member of the Association or any officer or director thereof, shall be held liable for any debt, or for any act or inaction of the Association. Except in the case of willful misconduct, the Association shall provide appropriate liability and fiduciary insurance to protect the officers and directors against any liability for acts done as such officers on behalf of the Association.

Article V - Committees: The President, with concurrence of the Board of Directors (the Board), shall establish committees and define their responsibilities.

Article VI - Dues: Dues for the privilege of membership shall be established by the Board and approved by membership at a regularly scheduled meeting, or at a special meeting called for that purpose. Annual dues payment is required on or before the date of the first regular meeting in January. Dues are not prorated for new members who join during the year. The purpose of dues shall be to provide funds for the normal operation of the Association.

Article VII - Officers and Directors:

Section One - Management: The business affairs of the Association shall be managed and controlled by the Board, composed of the President, Vice Presidents, Secretary, Treasurer, Immediate Past President and Directors. When the President, in his or her judgement, requires a significant decision between regular meetings of the Board, an Executive Committee with a minimum of three attendees, comprised of the President, Vice Presidents, Secretary and Treasurer shall act for the Board..

Section Two - Eligibility for Office: Candidates for office shall have been a permanent year-round resident of

Flagler County and a regular member of the Association for at least one (1) year prior to the election date. To facilitate Association reorganization, the one year membership requirement is waived for the general election to be held in December 2009.

Section Three - Required Resignation to Prevent a Conflict: Should a current President, Vice President, Secretary or Treasurer decide to run for any public office within Flagler County and its Cities, that officer is required to resign from his/her Association office on the date of filing with the Elections office.

Section Four - Officers: Elected officers shall be elected by the majority of members who attend the annual December election meeting. Officers elected shall serve for a term of one (1) year until the next election meeting, or until their successors have been elected and qualified. The Board shall have the authority to elect a replacement for any officer who resigns, dies, or who is no longer eligible as determined by the Board to hold office; provided, however, that should a vacancy occur in the office of President, a Vice President shall assume that office. Any officer thus elected by the Board shall fill the unexpired term of the replaced officer. No person shall serve as President of F/PCCA for more than two (2) consecutive one-year terms.

Section Five - Authority of the Board: The Board shall have authority over all affairs of the Association unless otherwise made the responsibility of the members as set forth herein, and shall in addition have authority to make such rules and regulations governing the conduct of the Association not inconsistent with these by-Laws.

Section Six - Board Meetings: The Board shall meet at such time, place and with such frequency as fixed by a majority of the members of the Board, or at the request of the President. A majority of the members of the Board shall be requisite and sufficient for any action taken by the Board, except as provided in Section Four of this Article (election of an elective officer's replacement).

Section Seven - President: The President shall be the Chief Executive Officer of the Association, shall preside at all meetings of the membership and the Board, and subject to the control of the Board, have general supervision of all business and affairs of the Association. The President shall be an ex-officio member of all committees, except the Nomination and Election Committees. All contracts of the Association, unless otherwise authorized and directed by the Board, shall be made and executed in the name and on behalf of the Association by the President and attested to by the Secretary. The President, or his designee(s), shall have exclusive authority to represent or speak for the Association.

Section Eight - Vice Presidents: In the event the President is absent or disabled, a Vice President shall have the authority and shall perform the duties and functions of the President. The Vice-Presidents shall perform the duties assigned to them by the President.

Section Nine - Secretary: The Secretary shall give all notices provided for in these By-Laws and shall keep the Minutes of all meetings of the Association and the Board of Directors. The Secretary also shall keep a list of all Officers, Directors and Committee Chairpersons, and shall keep a file of all Minutes, correspondence, reports and other documents. The Secretary shall answer all correspondence of the Association under the direction of the President. In the absence of the Secretary, a Vice President shall record any Minutes.

Section Ten - Treasurer: The Treasurer shall collect all dues and assessments and deposit same to the account of the Association, keep accurate records and documents of all receipts and disbursements. The Treasurer shall make a report thereof to the members at each business meeting and at such other times as the Board may determine. Such accounts are to be subject to audit as determined by the Board. The funds of the Association shall be deposited in such bank or credit union as the Board may determine. Checks drawn on the Association's funds shall be signed by the Treasurer and the President or another designated Officer. The Treasurer shall be bonded with a duly approved and licensed Bonding Company in an amount as determined by the Board, the premium to be paid by the Association.

Article VIII - Meetings:

Section One - Regular Meetings: Regular meetings shall be held monthly, on the second Tuesday of each

month. The Board reserves the right to cancel any meeting or set an alternate date for it. The annual election of officers shall be held during the regular meeting in December.

Section Two - Special Meetings: Special meetings of the Association may be called by the President at any time, and shall be called by the President whenever requested to do so by a majority of the members of the Board or by one-fourth (1/4) of the members of the Association.

Section Three - Vote: A majority of the votes cast shall be requisite for the determination of any matter presented, except as provided for in Article XII, Section Two.

Article IX - Nominating Committee:

Section One - A Nominating Committee of not less than five (5) nor more than seven (7) members shall be appointed by the President at the October regular meeting. The Nominating Committee shall present at the regular November meeting a slate composed of one candidate for each office.

Section Two - Candidate Selection: No member shall be nominated for any office without his or her consent. Members of the Nominating Committee may be nominated for office; provided, however, that such member resign from the committee prior to the presentation of the committee report. If this should take place, any vacancy on the Nominating Committee may be filled by appointment by the President.

Section Three - Nominations and Elections: At the November meeting, nominations for the various offices may be made from the floor by any member, and when seconded and approved by a majority of members present, shall be placed on the ballot along with nominations of the Nominating Committee for vote at the December meeting.

Article X - Election Committee: An Election Committee of five (5) members shall be appointed by the President at the regular November meeting. The Election Committee shall be responsible for providing ballots for voting, shall serve as tellers and be responsible for the general conduct of the election.

Article XI - Rules of Order: Rules of Order contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws and any special Rules of Order the Association may adopt.

Article XII - Amendments to By-Laws:

Section One - Changes: Any proposed By-Law change shall be submitted in writing and read to the members at a regular meeting, or a special meeting called for that purpose, preceding the meeting at which the action on the amendment is to be taken.

Section Two - Voting Requirements: The By-Laws may be amended by a two-thirds (2/3) vote at any regular meeting or special meeting of the Association; provided, however, that the conditions of Section One of this Article have been adhered to.

- Approved on 7/29/09