

# BYLAWS of the ST. JAMES CITY CIVIC ASSOCIATION, INC.

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## ARTICLE I: NAME

The Name of the organization shall be the St. James City Civic Association, Inc.

## ARTICLE II: PURPOSE

The purpose of the Association is to provide and maintain a suitable facility to house all groups approved by the Board of Directors; to aid and encourage civic, charitable, social, educational and similar groups to use the facilities for the benefit of the community of St. James City and Pine Island; to raise funds in any manner approved by the Board of Directors to maintain these grounds and buildings; procure land and; support charities approved by the Board.

## ARTICLE III: MEMBERSHIP

Sec. 1: Any person is eligible to become a member who: subscribes to the purposes and Bylaws of the St. James City Civic Association, Inc., and pays the annual dues as established by the Association.

No part of the net earnings, properties or assets of this Civic Association, on dissolution or otherwise, shall benefit any member.

Sec. 2: The Board of Directors shall establish the dues for individual annual membership. In addition to dues the Board may levy additional usage costs for each use of the building or facilities.

Sec. 3: Membership may be revoked or denied for any person who does not abide by the Bylaws.

## ARTICLE IV: ELECTIONS

Sec. 1: The Board of Directors shall consist of not less than three (3) but no more than eleven (11) elected directors. Officers are to be elected for 3-year terms. Directors are to be elected for 2 **year** terms.

Sec. 2: A list of candidates and nominees eligible for election to the Board of Directors shall be presented to the membership 30 days prior to the Annual General Membership meeting. Directors shall be elected at the Annual General Membership meeting by a majority vote of the members present or by proxy. Nominations may be made from the floor at any general meeting or may be submitted in writing. Nominees must give assurance that they will serve before being nominated.

Sec. 3: Voting by Members: A member who is entitled to vote may vote in person or by proxy executed in writing by the member. The member may appoint a proxy to vote on their behalf as indicated on the ballot. The completed, executed original ballot must be received by the St. James City Civic Association, Inc. before the election date or due date occurs. Ballots may be hand delivered to any Board Member in a sealed envelope, mailed to: PO Box 605, St James City, FL 33956, or emailed to the email address stated on the ballot.

Sec. 4: Director vacancies created by resignation, removal, disability, death, etc. may be filled by a temporary Director appointed by the President with the concurrence of the Board of Directors to serve until the next annual meeting. At that election a Director will be elected by the membership for a one- or two-year term to coincide with the term ending date of the Director who created the vacancy.

## ARTICLE V: BOARD OF DIRECTORS

Sec. 1: All Directors shall be willing to serve as officers, serve on committees, or assume miscellaneous duties as required.

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- Sec. 2: The Directors shall have charge of the properties owned by the Association and have the responsibility of conducting the business of the Association.
- Sec. 3: Directors must ensure that the organization is being run according with the Bylaws. Votes of the majority, provided there is a quorum, shall determine the issues at all Directors meetings.
- Sec. 4: The Directors shall provide for the appointment or employment of such agents, employees, or other workers as may be deemed necessary.
- Sec. 5: A quorum for the Board of Directors shall be a majority of the total number of members of the Board of Directors.
- Sec. 6: Allow E-Vote via email, by discretion of a majority of the Directors present at any meeting, for Directors that cannot be present when a vote is held. The E-Vote must be presented with a time limit of 48hrs for response with time/date clearly stated on request for vote.

### **ARTICLE VI: OFFICERS**

- Sec. 1: The Officers of the Association shall be President, Vice President, Secretary, Treasurer and other such Officers as may be approved by the Board of Directors.
- Sec. 2: The President, Vice President and the Treasurer must be members of the Board of Directors. The Secretary need not be a Board member.
- Sec. 3: Following the general election at the Annual Membership meeting, the new Board of Directors will elect new officers to serve for one year. The new officers will assume the duties of their office as soon as elected.

### **ARTICLE VII: DUTIES OF THE OFFICERS**

- Sec. 1: The President shall preside at all meetings of the association, appoint membership, nominating, standing and all special committees, and perform other duties pertaining to the office. The President may act as an ex-officio member of all committees.
- Sec. 2: The Vice President shall assume the duties of the President in the event of the President's absence, incapacitation, disability, or resignation until the President returns or a new election is held. The Vice President may serve as an advisor to all committees.
- Sec. 3: The Secretary shall keep full and accurate minutes of each meeting of the Association, maintain Association records, issue notices of special meetings at least ten (10) days prior to such meetings, and perform related duties as required.
- Sec. 4:
  - (a) The Treasurer, President, or other Board authorized individual shall receive all moneys belonging to the Association and pay all valid bills by electronic payment or by check. The Treasurer shall keep accurate records of the transactions of the office and perform all other duties pertaining to the office as required by the Association. The Treasurer shall promptly deposit all Association moneys as they are collected in such bank or other financial institutions as may be designated by the Board of Directors. Such deposits shall be in the name of the Saint James City Civic Association, Inc.
  - (b) The Treasurer shall also receive and have charge of all bills, as well as notes, bonds, and other securities belonging to the Association and shall dispose of same as may be determined by the majority of the Board of Directors. All disbursement of money shall be in accordance with bills or receipts received.

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(c) The Treasurer, upon being elected, shall immediately be added as an authorized signature on any financial accounts of the Association.

### **ARTICLE VIII: REMOVAL FROM OFFICE**

Sec. 1: An Officer or Director may be removed from office for cause by a two thirds (2/3) majority of the members of the Board of Directors present at a regular or special Board of Directors meeting provided that such Officer or Director has been notified in writing at least fourteen (14) days prior to the meeting to decide the proposed action.

### **ARTICLE IX: MEETINGS**

Sec. 1: General Membership and Annual Membership meetings will be held at the date and time established by the Board of Directors.

Sec. 2: The regular Board of Directors meeting will be held at a time and place set by the Directors. These meetings are open and may be observed by any member of the Association. In the case of a venue change the membership shall be notified by the Secretary or in the newsletter.

Sec. 3: Unless otherwise determined by the Board of Directors, guests will not participate in the business of the Board of Directors Board Meetings.

Sec. 4: The by-laws of the organization are rules that govern the conduct of the organization's affairs and the duties of its officers and members. In this context, the by-laws are stating that members are welcome to attend board meetings and participate, but they must do so in a respectful and orderly manner. To ensure this, the organization requires that any member wishing to address the board must submit their request in writing at least 7 days before the meeting. This allows the board to prepare for the discussion and maintain an organized agenda.

If a member does not adhere to these guidelines and disrupts the meeting, they may be asked to leave. Additionally, if the behavior is particularly disruptive or disrespectful, the member may be barred from attending future meetings. This rule is in place to ensure that board meetings can be conducted efficiently and effectively, and that all members' voices can be heard without interference. It is important for all members to understand and abide by these by-laws to maintain a productive and harmonious environment within the organization.

### **ARTICLE X: MISCELLANEOUS**

Sec. 1: Unless otherwise determined by the Board of Directors, expenditures requiring Board approval shall require a minimum of 3 bids from eligible bidders. The Board of Directors will review the bids and the justification to make the final selection of the successful bidder.

Sec.2: Any member of the Board of Directors with signing authority on the Association's bank account may authorize expenditures up to \$200 without prior Board approval.

Sec. 3: The Board of Directors may authorize contributions to organizations or individuals for educational, service, charity or benevolent purposes.

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## ARTICLE XI: AMEMDMENTS

These by-laws may be altered, amended, or repealed and new by-laws adopted by a two-thirds (2/3) vote of the Board of Directors present at a meeting called for that purpose or under new business at a Board of Directors meeting. Notice of any bylaw's revisions, including the proposed changes with explanations, must be provided to the membership within 30 days of those changes being approved by the Board of Directors. This requirement may be met by posting on a website or other appropriate platform.

## ARTICLE XII: ORDER OF BUSINESS

The order of business at any Association or Board meeting shall be as follows:

1. Call to order
2. Roll call of Board members.
3. Reading of minutes of previous meeting, approval of the minutes.
4. Treasurer's report
5. Committee reports
6. Old business
7. New business
8. Good of the organization
9. Adjournment

The provisions of Robert's Rules of Order as revised shall govern the conduct of business of the Association.

These by-laws and constitution:

Adopted: March 7, 1963

Revised: November 18, 1974 Revised:  
October 18, 1976

Revised: March 16, 1992

Revised: March 17, 1997

Revised: December 11, 2000

Revised: November 15, 2004

Revised: March 19, 2007

Revised: March 15, 2010

Revised: January 20, 2014

Revised: January 6, 2015 Article VI Sec 2 Officers

Revised: November 2016 Article V. Sec 6 E-Vote

Revised: March 15, 2018

Revised: December 2024 – General Assembly Vote January 2025