

**BY-LAWS OF
MIDDLEBURG CIVIC ASSOCIATION, INC.**

**ARTICLE I
NAME, LOCATION AND PURPOSE**

Section 1. Name

The name of this corporation shall be Middleburg Civic Association, Incorporated (The Association).

Section 2. PRINCIPAL OFFICE

The principal office of this Association shall be located at 2102 Palmetto Avenue, Middleburg, Florida. The Associations' mailing address is P.O. Box 147, Middleburg, Florida 32050-0147, Middleburg, Clay County, Florida.

Section 3. OBJECT AND PURPOSE

The general objects and purposes of this corporation and its powers and authority, shall be limited to those objects, purposes, powers and authority granted to such corporation not for profit, under and by virtue of the Laws of the State of Florida.

The specific objects and purposes for which this corporation is authorized are:

- a. To promote literary, scientific, social and philanthropic improvement, and the advancement and benefits of its members.
- b. To render aid to all worthy civic objects and purposes.
- c. To promote the general development of the community of Middleburg, Clay County, Florida.
- d. To cultivate public sentiment for promotion of civic improvements and the beautification of the said Middleburg community.
- e. To develop the mutual welfare and benefits of the community and its members.
- f. To cooperate with and to assist in coordinating the efforts of all similar organizations and individuals for the promotion of the civic benefit of the community of Middleburg, Clay County, Florida.
- g. To own and/or maintain and operate a Community House in Middleburg, Clay County, Florida, with full power to allow others to use for a fee, the building or equipment; to purchase equipment, furniture, fixture and supplies; to promote meetings, entertainment and other activities; and to charge admission thereof.
- h. To cooperate in all respects with Clay County Chamber of Commerce and Board of County Commissioners of Clay County, Florida.

**ARTICLE II
MEMBERSHIP**

Section 1. ADULT MEMBERSHIP

Any person who is eighteen years of age or older and who is in accord with the objects and purposes of the Association shall be qualified to become a community member.

Section 2. BUSINESS MEMBERSHIP

Any business, which is in accord with the objects and purposes of the Association, shall be qualified to become a member.

Section 3. MEMBERSHIP

Any person or business who shall meet the above qualification may become a member by making application to the Treasurer or Membership Chairman and tendering payment of dues. Applicant shall become a member of the Association and receive an annual membership card signed by the Treasurer or President.

This membership card shall entitle such person or business to all rights and privileges of the membership in this Association and such member shall have the right to vote at any regular or special meeting of the Association, and shall be qualified to become a member of the Executive Committee of the Association. No member shall be considered eligible to hold an elective office, unless they were a member for two (2) months of the current year and no member can vote unless a member for 30 days or more preceding the yearly election. Only 1 vote can be cast per each membership.

Section 4. EXPULSION OR REMOVAL

This Association shall have the power to suspend, remove, or expel any member for cause when the Association shall, with a majority of those present, vote for such suspension, removal or expulsion at any regular Meeting.

Section 5. LOSS OF PRIVILEGES

When any member of this Association shall be suspended, removed or expelled, or when any member resigns or severs connection with this Association, such member shall cease to have any voice in the management or control of the affairs of the Association. This will be strictly enforced.

Section 6. ANNUAL DUES

The annual dues for membership in this Association shall be \$25.00 per community member (1 vote), \$60.00 per Business (1 vote) per calendar year. Membership shall be effective commencing with payment of dues, and shall be effective January 1st and ending December 31st of the calendar year the annual dues are paid. Renewing Business memberships may receive a \$10.00 discount on dues if paid by January 31st of the current year.

ARTICLE III

MEETINGS

Section 1. REGULAR ANNUAL MEETING

A regular annual meeting of the Association shall be held at a designated location or the principal office on the last Wednesday of January, if not a legal holiday. If a legal holiday, the time for such regular meeting may be changed by resolution duly enacted by the members at any regular or special meeting.

Section 2. REGULAR MONTHLY MEETING

The regular monthly meeting of the Association shall be held on the last Wednesday of each month, if not a legal holiday. If a legal holiday, the time for such regular meeting may be changed by resolution duly enacted by the Board members at any scheduled or special Board meeting.

Section 3. SPECIAL MEETINGS

A special meeting of the members may be called at any time by the president or by majority of the members of the Executive Committee. Any member may request an Executive Committee Meeting. No business other than the business stated in the call or notice of such meeting shall be transacted. Each call for such meeting shall state the time, place and purpose of such meeting and notice in writing of such meetings shall be presented to members. There must be no later than 1 week notice.

Section 4. QUORUM

Quorum shall consist of seven members present, of which one must be an officer.

Section 5. VOTING

At any and all meetings of the Association, each member shall be entitled to one vote as Business member or one vote as a community member as long as membership is current, present and in good standing. Voting shall be cast by participating roll call, show of hands or private ballot at the discretion of the President. There will be two voting periods (a.m. and p.m.) on any posted election date. In the event of a tie, a tiebreaking vote will be noticed to the members within 7 days to allow a new vote.

Section 6. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules or order the Association may adopt.

ARTICLE IV

EXECUTIVE COMMITTEE

Section 1. RESPONSIBILITY, QUORUM AND MEETINGS

The responsibility of the Executive Committee is to fulfill and exercise the corporate powers of the Association. Three Executive Committee members shall constitute a quorum. The Executive Committee shall meet at least 3 times annually. The minutes shall be read and acted upon at the next regular meeting of the Association.

Section 2. MEMBERSHIP

All members of the Executive Committee shall consist of elected officers.

Section 3. VACANCY

The Executive Committee has the authority to appoint an officer pro term from the membership of the Middleburg Civic Association to fill the vacancy of an officer who has resigned, expired or is absent. The vacancy will be filled by election within 30 days or no later than 60 days if notice will not allow for a 30 day election period.

Section 4. INVENTORY

The Executive Committee shall ensure that an annual inventory of the Association property is completed in the month of December each year and a report given at the annual meeting in January.

Section 5. MONIES

Any monies needed for Association of upto \$1,000 or less will be approved by the Executive Committee. Monies over \$1,000.00 will be voted on and approved by the majority of the members present.

ARTICLE V

OFFICERS

Section 1. OFFICERS

The officers of the Association shall be President, First Vice-President, Second Vice-President, Secretary and Treasurer. A term shall consist of one year.

Section 2. DUTIES OF OFFICERS

A. **PRESIDENT:** The responsibility of the President is to conduct all meetings as stated in the by-laws; prescribe and maintain order; announce all business, and shall preside as Ex-Officio of all committees except the nominating committee. The President votes only in case of a tie vote and is not authorized to introduce or amend a motion. (Ex-Officio means no vote in committee.) The President shall interview and hire or fire subcontractors as needed per executive committee. The President shall act as facilities chairperson or, in the alternative, appoint one.

B. **FIRST VICE-PRESIDENT:** The responsibility of the First Vice-President is to serve as the President's assistant and perform the duties of the President in the absence of the President. The First Vice-President will function as the Event Committee Chairperson, and provide appropriate reports to the general meeting.

C. **MEMBERSHIP CHAIRPERSON:** The responsibility of the Membership Chairperson is the same as the First Vice- President in the absence of the First Vice-President. The Membership Chairperson is responsible for Community awareness, manage membership renewal, and cataloging membership applications.

D. **SECRETARY:** The responsibility of the Secretary is to keep minutes of meetings, read minutes, conduct all correspondence, call meeting to order in the absence of President and Vice-Presidents and preside until election of President Pro Term, and Organize and send newsletters.

E. **TREASURER:** The responsibility of the Treasurer is to receive and bank all monies due the organization, keep adequate records of such funds and maintain Association banking accounts. The Treasurer shall abide by the following procedures:

1. All funds are to be deposited in a duly constituted Bank or Credit Union in the name of the Middleburg Civic Association, Incorporated approved by the Membership.
2. Funds received are to be deposited in proper account within three (3) business days after receipt.
3. Pay all bills when due. Send statements when necessary, gives a complete financial report, and Keeps records of current members including addresses and telephone number.
4. All monies shall be paid out by numbered checks or approved debit card. The Treasurer will be the primary signature on all checks.
5. The Treasurer shall close the books at year end, submit them for audit two (2) weeks prior to the annual meeting, and Prepare and deliver form 1099.

Section 3. NOMINATION OF OFFICERS

A nominating committee shall be appointed at the regular October meeting of the Association, with said committee to present a slate of officers for consideration at the regular December meeting. The nomination must be entered by the October Meeting. Nominations of officers shall be permitted from the floor following the report of the nominating committee.

Section 4. ELECTION OF OFFICERS

Immediately following the report of the nominating committee and any nominations from the floor, the officers shall be elected by the Association at the December meeting and by secret ballot. The newly elected officers shall be installed and take office January 2nd, or as soon as possible thereafter, and be presented/sworn in at the January Board meeting.

Section 5. REMOVAL FROM OFFICE

Any officer not attending three (3) consecutive meetings without valid reason or nonperformance of duties shall be removed from office. Current Executive Committee shall be removed if the taxes are not filed by April 15th of each year.

ARTICLE VI

COMMITTEES

Section 1. COMMITTEES

The committees of the Association shall be: Facilities, Fund Raising, Parade, By-Laws, Festivals and Social with the Chairperson being appointed by the Executive Committee each year. Other committees may be appointed as needed by the Executive Committee.

Section 2. REPORTING

Committee Chairpersons shall report to the Executive Committee.

Section 3. DUTIES OF COMMITTEES

Each committee shall have the responsibility to ensure that procedures and rules shall be developed and presented to the Executive Committee for review and then submitted for approval to the membership by vote. The duties of the committees shall be as follows:

- a. BY-LAWS. To review the current By-Laws of the Association every two years and present recommendations to the Executive Committee then to the members for approval by vote.
- b. NOMINATING. Appointed in October in order to present a slate of candidates at the November regular meeting to be considered for upcoming open executive offices. Present written report of candidate status at November and December meetings.

ARTICLE VII

AMENDMENTS

Section 1. BY-LAWS

The Association's By-Laws may be altered, amended, rescinded or suspended by a two-thirds vote of all members present at any regular meeting or special meeting called for that purpose provided at least two week notice of either meeting has been given to the membership in writing or email.

Section 2. BY-LAWS COMMITTEE

See Duties of Committees.

ARTICLE VIII RULES AND PROCEDURES

Section 1. RULES AND PROCEDURES

Any committee may develop rules and procedures for fulfilling their functional responsibility.

- a. Any committee developing such rules or procedures shall present such to the Executive Committee for review and approval.
- b. Any committee suggesting changes in approved rules and procedures shall present such changes to the Executive Committee for review and approval.
- c. Any persons or committee soliciting for grants must be pre-approved by the executive committee on Middleburg Civic Association Letterhead.

PROCEDURES/RULES FOR FACILITIES MANAGEMENT

Section 1. FACILITIES

- a. Multiple use of the facilities by clubs and organizations shall be recommended to the Executive Committee by the Facilities Chairman. Subsequent use will be scheduled by the Facilities Chairman.
- b. Organizations, clubs, etc. except for sponsored groups shall pay full user fee of \$175.00 minimum per day. The Executive Committee may develop pro-rated fees.
- c. Members may use the facilities for personal use only and receive a member discount of \$25.00. One free usage day for executive board per year excluding Weekends or Holidays.
- d. Monies received for use of facilities are to be turned over to the Treasurer within three (3) days. ALL Usage Fees and Cleaning Deposit checks will be deposited.
- e. A \$100.00 Cleaning and Damage deposit is required upon use of the premises. Money will be refunded upon satisfactory inspection of premises by Facilities Chairman.
 1. No removal of personal property from the building (i.e. chairs, tables, etc.)
 2. No construction of any type within the building or on the porch.
 3. Hot water will be turned off when facility is not in use.
 4. Damaged property from usage will be the user's responsibility.
- f. The Executive Committee has the authority to review and approve discounts for extenuating circumstances.

Section 2. SPONSORED GROUPS

Have use of facilities for regularly scheduled meeting without donation. Have use of facilities for special events when facilities are not in use without donation. Yearly community Service project is recommended.

Section 3. SPECIAL USE GROUPS

Will require approval of the Executive Committee for such activities as flea markets, bazaars, fish fries, dinners and festivals Any not for profit organization engaged in money-making activities will donate \$100.00 or 15% of net profit, whichever is greater, to the Middleburg Civic Association.

Section 4. KEYS TO FACILITY

- a. Only authorized persons are to have a key to the facility. Authorized persons shall mean President, First Vice-President, and Clay County Building Facilities Manager. Subcontractors may be given temporary keys as needed.
- b. The President will be responsible for the distribution of all keys. The President will distribute keys to authorized persons, keeping a record of name, address and telephone number of each person issued keys must be returned it to the President within two weeks of expiration of the position.
- c. Keys issued will not be duplicated.
- d. The purpose of the Facility, as leased property of the Association, is so it can be used by the general public (i.e. Civic Center and grounds).

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