

Amended and Restated Bylaws
of the
CLEARWATER NEIGHBORHOODS COALITION
as adopted in
December, 2021

Preamble

The Clearwater Neighborhood Coalition is a not-for-profit Corporation governed by Chapter 617 of the Florida State Statutes as may be amended from time to time.

ARTICLE I Name and Purpose

Section 1 – The name of the Corporation is the CLEARWATER NEIGHBORHOODS COALITION, Inc., (hereinafter referred to as the “CNC”). The Corporation is managed by a Board of Directors.

Section 2 – The purpose of the CNC is:

- A. To provide a forum to gather and exchange information concerning common and unique goals and problems of neighborhoods and use the combined strength to achieve agreed upon objectives.
- B. To promote desirable development in Clearwater neighborhoods and to support civic and legislative efforts to effect such development.
- C. To assist public authority in policing and maintaining proper behavior within member neighborhood association areas.
- D. To serve as a conduit between the CNC and local governments, and to monitor and make recommendations on governmental services to neighborhoods.
- E. To engage in such other activities as may be of benefit to the associations which comprise this CNC.

ARTICLE II Membership

Section 1 – Classification

Membership shall be open to any registered neighborhood, homeowners’ association, or condominium owners’ association located within the City of Clearwater.

Section 2- Qualifications

A member shall remain in good standing and shall be entitled to all the rights and privileges of membership so long as the member shall abide by the CNC Bylaws, resolutions and pays dues as herein provided.

Section 3 – Requirements

Membership is on a calendar year basis and shall be renewed upon payment of dues for the ensuing calendar year.

Section 4 – Group Memberships

A. Each Group Member shall have only one vote in the conduct of the affairs of the CNC.

B. Group membership shall be recognized as a member organization that allows one named representative or a named alternate per group member as designated by the group to the CNC Secretary. An association can provide a written notice prior to a meeting to name a substitute representative if the previously named representative and alternate are to be absent.

Section 5 – Individual Memberships

A. Individual Membership shall also be open to any person who may reside within the confines of the City of Clearwater where there is no registered neighborhood, homeowners' association or condominium association already as an organized member of the CNC. Only one Individual can represent that neighborhood.

B. To become an Individual Member, each applicant shall first be approved by a majority of the CNC Board.

C. An Individual Member shall avow his/her interest in the purposes of the CNC as stated on page one (1) of these Bylaws, in Article 1, Section 2.

D. An Individual Member shall have voting privileges. If there is more than one member from the same unregistered area as defined by the Board of Directors, only one vote for that geographic area may be casted as described in Section 5.A. above.

E. An Individual Member shall be eligible for election to the Board of Directors.

Section 6 – Annual Membership Application

Application for membership as a Group or Individual member shall be made in writing on a form as prescribed by the Board of Directors. Applications for membership must be approved by the Board of Directors. The Board of Directors retains the right to reject any application for membership when it is in the best interests of the CNC.

Section 7 – Dues

A. Annual dues shall be set by the Board of Directors and shall remain in effect for the calendar year and succeeding calendar years unless a revision is approved by the Board.

B. Annual dues shall be payable at the first CNC meeting in January or at the initial date of membership. Any group or individual member joining for the first time after July 1st of any year shall pay one half of the annual dues amount for the first year of membership.

ARTICLE III Nominations, Qualifications for Election, Voting and Elections

Section 1 – Nominations

Each year a Nominations Committee appointed by the President with the consultation of the Board of Directors will notify and solicit from the CNC members nominations for Directors to the CNC Board of Directors at least sixty (60) days in advance of the Annual Membership meeting. The Nominations Committee shall vet all nominated candidates for minimum qualifications as established by these Bylaws and present their names to the membership at least thirty (30) days in advance of the Annual Membership meeting.

Section 2 – Qualifications for Election

A. Directors/Officers

Qualified candidates for Director/Officers shall be a CNC voting member in good standing for at least two years. At least ½ of the Board of Directors should come from Group members. The Board of Directors may require additional qualifications for Directors.

Section 3 – Voting

A. Each CNC membership shall be entitled to one (1) vote. No voting by proxy shall be permitted.

B. The act of a majority of voting members present at a duly called annual membership meeting at which a quorum is present shall be an act of the voting members.

C. If ballots are used, ballots will be sent to voting members at least fifteen (15) days in advance of the Annual Membership meeting. Ballots must be returned prior to the meeting.

D. Candidates for Director/Officer receiving the highest number of votes shall fill the vacant positions.

E. Candidates for Director/Officer will be immediately notified after the tabulation of the election results.

Section 4 – Election

Voting members shall cast their vote for the Directors/ Officers by position as presented by the Nominating Committee for the Annual Membership meeting. (see Section 3 – Voting)

ARTICLE IV Board of Directors

It shall be the duty of the Board of Directors to carry out the objectives and purposes of the CNC.

Section 1 – Composition

The numbers of Directors shall at all times consist of a minimum of three (3) voting members, which shall include officers. The Board of Directors shall determine the number of Directors and Officers to be on the Board at a Board meeting held prior to the first notice of the election being mailed or delivered electronically to the members.

Section 2 - Terms

Each Director shall be elected for the term of one (1) year with no more than three consecutive terms in the same office and shall be a representative from a different neighborhood. Terms shall commence with the election and installation at the annual meeting in December.

Section 3 – Duties

The business, governing and policy making responsibilities of the CNC shall be vested in the Board of Directors.

Section 4 – Vacancies

If a Director resigns or is terminated for any reason, his/her Board seat shall be considered vacant and shall be filled by appointment by the President of the Board in consultation with the Board, for the balance of the vacant Director's term.

Section 5 – Removal

Any Director may be removed from the Board for cause by a majority vote of the members. Cause shall include failure to attend three (3) consecutive, duly notice meetings of the Board of Directors unless excused in writing prior to the meeting.

ARTICLE V Officers

Section 1 –Composition

The Officers of the CNC shall be a minimum of two (2), a President and a Secretary/Treasurer, but may additionally include other positions such as a Vice President and a separate Secretary and Treasurer positions.

Section 2- Terms

A. The term of each office shall be one (1) year with no more than three consecutive terms in the same office.

B. The term of each Officer shall begin following their election and installation following the annual membership meeting.

Section 3 - Duties

A. The President shall preside at all general membership and Board meetings and shall perform such other duties as may be prescribed by the Board of Directors

1. Unless otherwise provided for in these Bylaws, the President is authorized to make appointments to and fill vacancies of all committees and task groups subject to confirmation by the Board of Directors.

2. The President may serve as an ex-officio member on all committee and task groups except the Nominations Committee.

B. To the extent there is a Vice President, the Vice President shall act for the President during the latter's absence. The Vice President shall perform such duties as may be required by the President, the Board of Directors or these Bylaws.

C. The Secretary shall keep and ensure the minutes of all meetings of the CNC are accurate and posted in a timely fashion prior to the next meeting.

1. Perform such duties as may be required by the President, the Board of Directors or these Bylaws.

2. In the absence of the President and Vice President, act for the President.

D. The Treasurer shall be responsible for all monies of the CNC including all membership dues collection, deposits, bill processing and disbursements and accounting recordkeeping.

1. Disburse monies according to procedures authorized by the Board.

2. Keep accounts of all receipts and disbursements.

3. Submit accounts for annual analysis or when required by the Board.

4. Give a financial status report at each Board meeting and an annual report at the annual meeting.

5. File the Tax Report for the year.

6. The Treasurer, if approved by the Board of Directors, shall be insured by Fiduciary Liability Insurance in such an amount as the Board shall determine. The President and the other Board members shall be insured in the same appropriate manner.

7. The Treasurer shall perform other duties as may be required by the President, the Board of Directors or these Bylaws.

Section 4 – Authorized signatures on checks shall be as designated by the Board of Directors.

Section 5 – Vacancies

A. If the President is permanently unable to perform the duties of the office for any reason other than expiration of term, the Vice President, should there be one, shall succeed to the office of the President.

B. If the President is permanently unable to perform his/her duties for any reason other than expiration of term and there is no Vice President, the Board of Directors shall appoint one member of the current Board or a previous Board member to complete the current term of President.

Section 6 - Removal

Any Officer may be removed from the Board for cause by a majority vote of the members. Cause shall include failure to attend three (3) consecutive, duly notice meetings of the Board of Directors unless excused in writing prior to the meeting.

ARTICLE VI Committees and Task Groups

Section 1 – The President has the authority to appoint Committees and Task Groups as necessary.

Section 2 – A majority of any committee and task group membership shall constitute a quorum.

Section 3 – The President shall have the power to fill vacancies in the membership of any committee or task group.

Section 4 – The President may appoint a non-member to serve on a specialized committee or task group.

ARTICLE VII Meetings

Section 1 - Meetings of the Board of Directors shall be held within the City of Clearwater.

A. The time, location and frequency of meetings shall be set by the Board of Directors.

B. All Board meetings are open to any member of the CNC and guests, but the conduct of business shall be by members only. (See Article II.) Members and guests shall practice respect for each other. Violation of this policy may result in expulsion of the disruptive individual from the meeting and/ or termination of their membership.

Section 2 – A Special meeting of the CNC members may be called by the President of the Board of Directors on written request of a majority of the members of the Board of Directors or upon written petition of at least twenty percent (20%) of all voting members, provided that five (5) days written/electronic notice is given. The item of issue shall be clearly described in the written petition and on the Special meeting's agenda.

Section 3 – The Annual Membership meeting for members of the CNC shall be held in the month of December each year at the time and place as may be designated by resolution of the Board of Directors. The President shall give notice of the Annual Membership meeting with agenda at least thirty (30) days prior to the meeting via written and electronic means.

Section 4 – Quorum at a Board of Directors meeting shall consist of a majority of the Board of Directors or twenty percent (20%) of the members in good standing and at the Annual Membership meeting twenty percent (20%) of the members in good standing (Article II, Section 2).

ARTICLE VIII Parliamentary Authority

All matters of parliamentary procedure covered by these Bylaws shall be regulated by the latest edition of Robert’s Rules of Order.

ARTICLE IX Amendments

Section 1 – These Bylaws may be amended upon recommendation of the Board of Directors by a majority of members voting, a quorum being present, provided that a true copy of the proposed amendments shall have been sent by mail or electronic means to each CNC member at least thirty (30) days prior to the Annual Membership meeting.

ARTICLE X Conflict of Interest

In all instances, Directors and Officers of the Corporation should avoid all actions or roles involving material conflicts of interest with the Corporation. From time to time, as necessary, the Board of Directors may develop policy guidelines to help ensure the avoidance of any such material conflicts of interest.

Interested Directors or Officers shall recuse themselves from Board of Directors meetings during both discussion and voting in connection with potential or actual conflict of interest situations. An interested individual may, however, answer questions if he or she otherwise recuses himself or herself.

Interested Directors and Officers may be counted in determining the presence of a quorum at the Board of Directors meeting.

Failure of a Director or Officer to fully disclose circumstances or relationships as required by this Article and any policy guidelines adopted by the Board of Directors is cause for removal of the Director or Officer as provided for in these Bylaws.

ARTICLE XI Audits and Fiscal Year

The Fiscal year shall be the calendar year. The Board of Directors shall determine if a financial analysis of the CNC financial statement shall be conducted. The Board may require an audit, review or compilation made by a certified public accountant consistent with these Bylaws annually.

ARTICLE XII Seal

The corporate seal shall bear the name of the corporation and the word 'Florida'.

ARTICLE XIII Indemnification of the Board of Directors and Committees

Section 1 Purpose

To afford adequate protection to each member of the Board of Directors and the committees, hereinafter referred to as members, while acting in or on behalf of the CNC.

Section 2 Indemnification

As a safeguard against any potential lawsuit or other legal proceeding, each member of the Board of Directors and the committees, while acting in or on behalf of CNC, shall be indemnified to the fullest extent permissible to the maximum of funds then existing in the CNC accounts. There shall never be an assessment from CNC members to indemnify the Board or Committee members.

ARTICLE XIV Enactment

These Bylaws shall be effective immediately following their adoption by a majority of the CNC members for which proper notice has been given. When adopted, they shall supersede previous Bylaws and amendments.

The foregoing are the Bylaws of the Clearwater Neighborhood Coalition, Inc. as amended and restated by membership on December 15, 2021.