

**Bylaws of the  
SUNNY HILLS CIVIC ASSOCIATION, INC.**

**Article 1**

**Name**

The legal and registered name shall be **Sunny Hills civic Association, Inc.**, a Florida non-profit corporation

**Article II**

**Object**

The purpose of this organization is to promote and sponsor the special and CIVIC interest off the property owners and/or residents of Sunny Hills/Oak Hill community and shall be non-political and non-partisan in nature. The objective is to promote harmony and good will among residents/property owners of Sunny Hills/Oak Hill, to provide a forum whereby ideas and suggestions for the betterment of all residents/property owners will be addressed, and to promote community action for the enjoyment and betterment of facilities, properties and recreational endeavors beneficial to all residents and/or property owners.

**Article III**

**Members**

**Section 1** All property owners and/or residents in Sunny Hills/Oak Hill are eligible for membership. The membership process shall comply with all federal or state laws and shall not discriminate based upon race, religion, color, sex, handicapped status (mental or physical), familial status (families with children younger than 18 and pregnant women), or national origin.

**Section 2.** The membership Director shall determine the applicants meet membership requirements and forward a recommendation to the Board at the next scheduled Board Meeting for approval or rejections of the application. Membership will become effective upon validation of membership qualification by the Board. Records of membership, past and current, shall be maintained by the Membership Director. Application for membership may be made at anytime and the Board may annually establish a proration formula for partial year dues. Payment of dues is a requirement to be a member in good standing on the membership roll for purposes of voting at the Annual Meeting, and such other times as the membership roll shall be used to determine members in good standing at a point in time for special or extraordinary meetings, recall of officers and directors, or special elections, or as may be required in the Bylaws.

a. Dues shall be payable within 30 days, or at the next scheduled membership meeting, after membership has been confirmed by the Board of Directors. New membership applications shall be promptly forwarded by the Membership Director, with a recommendation, to the Board for the next Board meeting following the application date. Any dues received with a membership application that is rejected shall be promptly returned by the treasurer after the Board rejects a membership application.

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b. Annual dues to renew membership shall be due and payable as of January 1 of each new fiscal year, and shall be deemed delinquent if not received by the Treasurer before the end of February. Delinquent dues shall cause a membership to be “not in good standing” and any rights or privileges conferred by membership shall be suspended effective as of the end of February. Dues not paid in full by March 31 shall result in termination of membership, with membership restored only upon approval of a new membership application as required for any new member.

c. The rate for annual dues shall be set by the Board of Directors as part of the annual budget cycle and approved for each fiscal year at the January Board meeting that follows the Annual Meeting in December (Article VI, Board of Directors, Section 1). The dues for the fiscal year 2017 are set at \$10.00 per person age 18 and older.

Section 3. Each member 18 years of age or older shall have one (1) vote. Persons or entities owning more than one lot shall have only one (1) vote. Any member on the membership roll by close of the regularly scheduled November meeting is eligible to vote in the annual meeting conducted each December. New members are eligible to vote when their membership application has been approved by the Board. Voting by absentee ballot shall be permitted for the Annual Meeting. Absentee ballots shall be available from the secretary upon request and must be received by the secretary not later than the actual time and date of the election to be included in the tally of votes cast.

Section 4. A member who wishes to resign shall send written notification to the Membership Chairperson who shall notify the Board at its next meeting and move the member to the inactive membership roll effective from the date of such notice. in accordance with F.S. 617.0606(2), the resignation of a member does not relieve the member from any obligations that the member may have to the corporation as a result of obligations incurred or commitments made before resignation.

Section 5. Membership Termination.

a. In accordance with F.S. 617.0607, subparagraphs (1), (2), (3), and (4), a membership in the corporation may be suspended, terminated or expelled only by a procedure that is fair and reasonable and is carried out in good faith. Written notice must be delivered by certified mail or first-class mail at last address of the member shown on the records of the corporation. Any proceeding challenging an expulsion, suspension, or termination other than an appeal to membership vote as provided below, must be commenced within 1 year after the effective date of the expulsion, suspension, or termination. A member who has been expelled, suspended, or terminated may be liable to the corporation for dues or other obligations to the corporation incurred before the effective date of the expulsion, suspension, or termination. Suspension is for a definite period of time and then a member has all membership rights and privileges restored. Termination ends membership but a person may reapply after a specified period of time. Expulsion ends the membership permanently and the expelled member may not reapply for membership.

b. Upon receipt of a complaint about a member, or upon a challenge of the membership status initiated by the Board, the Board shall take the following steps to insure a fair and reasonable process is carried out in good faith.

(1) The Board shall at its next meeting, or during a meeting then in session, select a committee of (3) members to review the circumstances and determine if the facts would

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support suspension, termination, or expulsion of a member. This committee shall be selected by random drawing of lots among all directors, and the committee shall make its recommendation as to the membership status at the next Board meeting. Any Board member having a relationship with the member that would preclude an objective assessment of the circumstances shall disqualify themselves before the lots are drawn.

(2) If the committee recommends no action as to the membership status, then the minutes shall include a summary of the circumstances and the Board's decision to take no action.

(3) If the committee recommends suspension of the membership, it shall be for any period not exceeding one (1) calendar year from the Board's final action, and the member may be reinstated without further payment of dues if the suspension ends within the current fiscal year, or by payment of any renewal dues then due if the suspension is completed in the next fiscal year.

(4) If the committee recommends expulsion or termination, then a member expelled shall not be eligible for membership at any future time, and a member terminated shall not be eligible to reapply for membership until after one (1) complete fiscal year after the fiscal year in which the termination was effective.

(5) Any recommendation of the committee to suspend, expel, or terminate a member shall cause the Board to vote by written secret ballot, with a minimum quorum present, and the simple majority of directors present shall determine the action to be taken. If the Board determines to suspend, expel, or terminate a member, then that member shall be given written notice of action within (7) calendar days following the Board action by certified return receipt first class mail to the address on the membership records of the corporation.

(6) A member who has been suspended, expelled, or terminated shall have the right of appeal at the next monthly meeting by appearing before the membership and speaking for a maximum of five (5) minutes to request reconsideration. Vote by the membership shall be written secret ballot with the results tabulated by the secretary and announced at the meeting. The ballot shall provide that members vote to either sustain the Board action or over-ride the Board action and reinstate the member to full membership in good standing. A simple majority of the members in attendance at the meeting shall determine the final action taken.

c. Membership shall be deemed as a privilege extended to all property owners and/or residents of Sunny Hills/Oak Hill subdivision. The basis for termination of membership, or suspension or expulsion, shall be limited to those circumstances where it is clearly apparent that the member no longer supports Article II, Object, of these Bylaws and has demonstrated through recurring personal behavior detrimental to the corporation and the intent of Article II that continued membership by this person is not in the best interest of the corporation.

## **Article IV**

### **Officers and Board of Directors**

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Section 1. The officers of this Association shall be President, Vice President, Secretary, and Treasurer. All officers shall be members of the Board of Directors while currently serving in the office. The affairs of this Association shall be managed by a Board of Directors consisting of the Officers and elected Directors elected at-large. Members of the Board of directors not fulfilling the duties of the position to which elected by failure to attend Board meetings, render reports, or otherwise not participate for the betterment of the Association, can be removed from office by a 2/3rds majority vote of the Board of Directors after receipt by the person of written notice from the President of failure to perform duties. Such notice shall be delivered with proof of delivery prior to the Board meeting where the vote will be taken regarding continued service in elected office.

Section 2. Any property owner and/or resident on the Association membership roll as of the end of November is eligible to be elected as an officer or director. The officers and directors elected shall accept the responsibilities of their office, both stated and implied, and shall perform such duties to the best of their ability with good faith effort.

Section 3. Election of officers and directors shall take place at the annual meeting in December by written secret ballot.

a. Term of elective office shall be for two (2) years commencing on January 1 following the election to office. All officers and department heads elected to office shall not serve more than two (2) consecutive full terms in the same office or more than 8 consecutive years on the Board of Directors, if elected in any such positions.

(1) To establish a rotation of officer positions, the following term expirations are established. December 31, 2017 President and Treasurer; December 31, 2018 Vice President and Secretary.

(2) To establish a rotation of director positions, the following term expirations are established. Membership director December 31, 2017; Parks and Public information directors December 31, 2018.

b. In the event an elective office of the Association becomes vacant, the Board of Directors shall select an Association member by simple majority vote and appoint that person to the vacant position for the remainder of the current and unexpired term of the person who has vacated the office

c. If more than two (2) elective positions become vacant, then the Board of Directors shall announce a slate of nominations at the next regularly scheduled meeting of the general membership, and the membership present at the meeting shall elect by simple majority the person to fill vacant positions for the remainder of the unexpired terms.

d. Persons seeking to run for elective office at the annual meeting shall contact the Nominating Committee, see Article VII below, or may be nominated from the floor at the November regular meeting following the announcement of candidates identified by the nominating committee. All candidates for elective office must supply the Public Information director a biographical summary or resume of their experience and education to be published in appropriate media by the end of October. Each candidate for office for positions where more than one (1) candidate is running will be provided up to five (5) minutes to make a presentation to the membership prior to voting at the Annual Meeting.

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Section 4. General Duties of the elective positions are described below and are deemed to include any implied duties and tasks necessary to fulfill the responsibilities for each position.

**President.** It will be the duty of the president to call all general and special meetings of the Association; to call a meeting to order at the appointed time; preside at all meetings in accordance with these Bylaws and/or Roberts Rules of Order if a circumstance is not included within these Bylaws; to announce the business in accordance with any published agenda or in the proper order; state all questions and put them to a vote after recording of a resolution and second by the secretary , and conduct the appropriate discussion; to be impartial in announcing access to the floor by members present; to protect the rights of individuals to be heard in public assembly or by invitation of the Board of Directors when meeting and provide for coordination between officers and Department Heads to accomplish duties in the best interest of the Association at all times. The president shall perform such other duties as are normal for the position, to include representing the Association at public functions and before governmental agencies. Additionally, the president shall be an ex-officio member of all committees except the Nominating Committee.

**Vice President.** In the absence of the president or by specific instruction of the president, the Vice President shall perform the duties of the president. Additionally, the Vice President shall perform the function of the program coordinator to select and arrange for presentations of interest at the general membership meetings. The Vice President will perform other duties as directed by the president that are in accordance with the responsibilities of the Vice President position.

**Secretary.** The secretary shall keep a record of the proceedings of the meetings of the membership in general or specially assembly, and the Board of Directors, that will include as a minimum the written minutes of proceedings with resolutions, seconds, a summary of discussion, votes, and definition of future action to be taken. Such minutes will be distributed prior to convening of the next Association and/or Board of Directors meeting for ratification vote. The secretary shall process all correspondence on behalf of the Association, maintain permanent files for all records in accordance with the State of Florida requirements for non-profit corporations, to include financial records submitted for record to the Board of Directors, and shall provide copies of correspondence initiated by other officers or directors in the performance of their duties. When required by operation of law, the secretary shall affix the seal of the corporation to documents. Perform other duties as directed by the president that are in accordance with the responsibilities of the secretary position.

**Treasurer.** The treasurer shall collect, account for, disburse, and report the status for all funds collected by the Association, and operate the Association bank accounts. The fiscal year shall commence from January 1, of each year. The treasurer will prepare a quarterly income statement and balance sheet for the Board of Directors and provide the membership a summary of financial activity for the Association at scheduled membership meetings. The treasurer will establish a general ledger and other financial records necessary to comply with Federal and State of Florida tax reporting requirements as a non-profit corporation with income tax exemption status.

a. The treasurer shall assemble the input from other officers and directors to prepare the annual budget for the Association, which shall be presented to at a meeting of the Board of Directors each January. The budget shall identify sources of funds, funding levels required to operate the activities of the Association for the next calendar year, and funding requirements for any special projects that are planned. The budget shall be in a format to disclose the revenues

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and costs of each major activity such as Boat Lake, media publications, general activities of the Association, activities, or any other project the Association is involved in. In the absence of input from other directors the Treasurer will use historical data to create the budget.

b. Upon approval of the budget by the Board of Directors, the treasurer shall report to the board any disbursements or unexpected revenues beyond amounts contained within the approved budget.

c. The Association will operate such bank accounts as are approved by the Board of Directors. Officers and Directors can be authorized signatories of any Association bank account with authorization to sign for up and including \$250.00 for any items included in the budget. The President and Vice-President shall be issued their own Association debit card. Any amounts over \$250.00 will require a second signature.

d. The Board will choose an independent public accounting firm or accountant to audit the financial records of the Association at the end of the fiscal year or other time deemed necessary by the Board of Directors. This independent auditor shall provide a written opinion on the financial condition of the Association.

e. Perform other duties as directed by the President that are in accordance with the responsibilities of the treasurer.

**Membership Director.** The membership Director shall maintain a completed and approved Membership application for each member and prepare a Membership Roll prior to the Association annual meeting in December. The membership roll may be updated throughout the year as necessary, but will only be a matter of record in November for the December election, or as required in Article VI, Section 4 in the event of a recall election, to determine that those present are eligible to vote in the Association Annual meeting and election.

a. The Membership Director shall develop an application form that will establish that an applicant lives or owns property within the geographic limits of Sunny Hills/Oak Hill. The application shall be self-certifying upon signature of the applicant that they are a resident/property owner within the geographic boundaries.

b. The Membership Director may from time-to-time recommend certain Association members be removed from the membership roll because they no longer meet the membership requirements.

c. The Membership Director shall be the approving authority for all bills/costs incurred within the approved budgeted membership activities, or amended funding, and shall forward payment requests to the treasurer.

d. Perform other duties as directed by the president that are in accordance with the responsibilities of the Membership Director position.

**Parks Director.** The Parks Director will manage any park facility owned, managed, or leased by the Association. The Parks Director will establish written operating guidelines that include daily supervisory duties, budgets, and funds handling procedures. The budgets shall be included in the Association budget submitted by the treasurer for each fiscal year.

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a. The Parks Director shall hire, train, supervise, and fire such staff as are necessary to operate the facilities. Job descriptions and conditions of employment shall be approved by the Parks Director, subject to review by the Board of Directors, and comply with the legal requirements related to an employer-employee relationship, or independent contractor arrangements as appropriate.

b. Fees for park or facility usage shall be submitted annually as part of the budget process for approval by the Board of Directors.

c. The Parks Director shall conduct promotional activities approved within the budget, or request special funding from the Board of Directors, on an as needed basis.

d. The Parks Director shall approve for payment invoices and staffing costs within approved budget references. Expense approval authority shall also include payment of invoices and costs for Board approved specially funded projects.

e. Maintenance cost or capital improvements funded outside the Association shall be included in the budget approval process so that the treasurer can report the actual costs to operate facilities, whether paid by the Association or others on an annual basis.

f. The Parks Director will be primary liaison between the Association and the equivalent Washington County agencies or departments having supervisory responsibilities for parks with in Washington County.

g. Perform other duties as directed by the president that are in accordance with the responsibilities of the Parks Director position.

**Public Information Director.** The Public Information Director will be responsible for informing Members and the Sunny Hills/Oak Hill community at large of activities and events that are of special interest and concern to the organization and the community. The Director will be responsible for choosing the appropriate media and frequency to adequately communicate with the community. The Public Information Director will establish written operating guidelines that include supervisory duties, budgets, and fund handling procedures. The budget shall be included in the Association budget submitted by the treasurer for each fiscal year.

a. Fees for different media usage shall be submitted annually as part of the budget process for approval by the Board of Directors.

b. The Public Information Director shall conduct promotional activities approved within the budget, or request special funding from the Board of Directors, on an as needed basis.

c. The Public Information Director shall approve for payment invoices and staffing costs within approved budget references. Expense approval authority shall also include payment of invoices and costs for Board approved specially funded projects.

d. Maintenance cost or capital improvements funded outside the Association shall be included in the budget approval process so that the treasurer can report the actual costs to operate medias, whether paid by the Association or others on an annual basis.

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e. The Public Information Director will be the primary liaison between the Association and the equivalent Washington County agencies or departments having supervisory responsibilities for public information within Washington County.

f. Perform other duties as directed by the president that are in accordance with the responsibilities of the Public Information Director position.

Section 5. Delegated financial authorities for the officers and directors shall be set by the Board of Directors annually at their January meeting to approve the fiscal year budget. As of October 2016, the Officers and directors of the Association may obligate the corporation for a maximum amount of up to and including \$250.00. For amounts approved over this sum will require a second signature by another officer. All disbursements by the corporation shall be through the treasurer and in accordance with these Bylaws. Officers and directors may pay certain costs within their authority and then be reimbursed by the corporation upon presentation of paid receipts.

## **Article V**

### **Meetings**

Section 1. The regular membership meetings of the Association shall be determined by the membership at a general or special meeting.

Section 2. Special meetings may be called by the president at any time with notice of the meeting being properly published or directly communicated to members at least 5 days prior to the meeting.

Section 3. The Annual Meeting of the Association shall be conducted after adjournment of the regular Membership meeting in December. In addition to other business that may come before the membership at the Annual Meeting, the Association shall conduct an election for officers and directors positions whose current term in office is expiring.

Section 4. An extraordinary meeting may be called in accordance with the recall process contained in Article VI, section 4.b.

Section 5. The annual report of the prior fiscal year shall be provided at the regular monthly business meeting of the membership following the earliest month during which required federal or state tax returns have been filed, and in no event later than the January membership meeting.

## **Article VI**

### **Board of Directors**

Section 1. The Board of Directors shall be the primary governing entity for the Association and shall have the responsibility to consider all matters of interest to the membership that may be



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brought before it at either regular meetings, special meetings, or the Annual Meeting, or referred to it between meetings. The Board of Directors shall approve the budget each January for that fiscal year and the Board shall distribute that budget to the membership at the next regular membership meeting following approval.

Section 2. The Board of Directors will meet on the call of the president and at other regularly scheduled intervals that have been determined and approved by the Board.

Section 3. The Board shall among themselves select an available member or members to communicate with the County Commission and County staff.

Section 4. In order to conduct the business of the Association, the Board of Directors shall be required to have present at a meeting a quorum (1/2 the directors + 1) either physically or electronically. A simple majority vote of those present at a duly assembled meeting of the Board shall be necessary to pass any seconded motion.

a. Should an item of business arise between meetings that requires a vote by the Board of Directors, the president may direct the secretary to circulate a proposed resolution and second by mail, email, text or other means, and officers and directors shall provide their vote by a specified date and time to the secretary by the same afore mentioned means that validates the identity go the person voting. Any business conducted by circulating resolution shall be ratified at the next convened meeting of the Board.

b. The Board of Directors shall conduct the business of the Association in an open manner with written record of all actions taken on behalf of the membership, and within the guidelines and intent of the State of Florida statutes governing conduct of non-profit corporate entities. Records of the Board of Directors and the Association shall be available to any member within thirty (30) days upon written request.

## **Article VII**

### **Board Committees**

#### **Nominating Committee**

The Board shall appoint 90 days before the Annual meeting a nominating committee of three (3) members of the Association, whom shall announce candidates for available positions in the appropriate media 30 days prior to the annual meeting. Candidate qualifications will be provided in the appropriate media for the membership to review prior to the annual meeting and the election in December. Nominations from the floor may be accepted during a meeting prior to the December meeting and nominees will be added to the slate of candidates seeking office upon their consent to serve if elected.

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## **Article VIII**

### **Parliamentary Authority**

Proceedings at all meetings shall be governed by Robert's Rules of Order, latest revision, when circumstances arising have not been specifically addressed within the Bylaws.

## **Article IX**

### **Effective Date**

These Bylaws shall become effective immediately upon adaption by the membership of the Association. The Association secretary shall file a copy with the State of Florida Secretary of State, Department of Corporations, within thirty (30) days following the effective date if so required.

## **Article X**

### **Amendments**

Any changes to the Bylaws must be published in the appropriate media for the membership to review at least 30 days prior to a regular membership meeting when a vote will be taken on the revisions. A 2/3rds majority of the members present at the meeting and qualified to vote is required for passage.