

**Bylaws
Of
210 Community Alliance, Inc**

Article I. Name and Terms.

Section 1.01 The name of this organization shall be the 210 Community Alliance, Inc.

Section 1.02 Whenever the term "this organization" is used within these Bylaws, it shall mean the 210 Community Alliance, Inc.

Article II. Purpose.

Section 2.01 This organization exists to strive to better the quality of life for residents and opportunities for businesses located on or near County Road 210W/Greenbriar Road in Northwest St. Johns County, Florida. The purpose of this organization will be to promote our community culturally, aesthetically and socially for the betterment of all residents and businesses.

Section 2.02 This organization is formed exclusively for the charitable, scientific, literary, or educational purposes within the meaning of section 501c(3) of the Internal Revenue or corresponding section of any future Federal tax code.

Article III. Basic Policies

Section 3.01 The objectives of this organization shall be developed through meetings, community activities, committees, social activities and projects focused on improving the quality of life of residents and businesses.

Section 3.02 This organization shall be noncommercial, nonsectarian, and non partisan. It shall not endorse any particular commercial enterprise. The name of the organization or the names of any members in their official capacity shall not be used in connection with any specific commercial concern or with any partisan interest, or for any other purpose than the regular work of the organization.

Section 3.03 This organization may cooperate with other organizations and agencies active in the arts, civic engagement and other civic organizations.

Article IV. Membership and Dues

Section 4.01 Any person or organization who subscribes to the objectives and basic policies of this organization may become a member of this organization subject only to compliance with the provisions of the bylaws. Membership in this

organization shall be available without regard to race, color, creed, or national or ethnic origin.

Section 4.02 Membership categories:

- (a) Regular Members: Regular membership is available to any resident of a community, any part of which is located within 1 mile of the centerline of County Road 210W/Greenbriar Road in NW St. Johns County, FL. Any community from which the only means of entrance or egress is a road that opens onto CR 210W is also included in this definition. Membership for all such residents will be charged a nominal resident membership fee.
- (b) Business Members: Business members include any organization or entity whose interests and founding principles are not inconsistent with the founding principles of this organization. This includes but is not limited to charitable, religious, community or other not-for-profit entities as well as duly organized and for-profit entities.
 - (i) To be eligible, a business must be located in a community or business park within 1 mile of the centerline of County Road 210W/Greenbriar Road in NW St. Johns County, FL. Any community or business park from which the only means of entrance or egress is a road that opens onto CR 210W is also included in this definition. Membership for all such businesses will be charged a nominal business membership fee.
 - (ii) Associate business membership is available to businesses not located on CR 210 as defined herein, but who share the goals of the organization. Membership for all such associate businesses will be charged a nominal associate business membership fee.
 - (iii) The Board may, by majority vote of a duly constituted quorum, elect to charge a membership charge for any year for any Business Members. The Board may terminate the membership of any Business Member and will refund any annual membership charge for the current year if the continued membership of that Business Member should call into question or threaten the not-for-profit or tax exempt (501(c)(3)) status of this organization.

Article V. Officers and Their Election

Section 5.01 The officers of this organization shall be: President, Vice President, Secretary and Treasurer. There shall be one board member who at election is designated as an Executive Board Member. These five (5) elected officers shall also constitute and be known as the Executive Committee.

Section 5.02 Officers shall be elected by popular vote of the then sitting board.

Section 5.03 Officers shall assume their official duties as described herein (unless elected by special election as described below) and shall serve a term of one year or their successor is elected whichever is longer.

Section 5.04 A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the Board at the next meeting due to notice of such election having been given.

Section 5.05 A vacancy shall be declared to exist in an executive office should its holder miss three consecutive meetings without good cause. The Board shall determine "good cause" in the exercise of its reasonable discretion. A Board decision of "good cause" is deemed conclusive.

Section 5.06 Any elected Officer who fails to perform his/her duties may be asked to resign. Should he/she refuse he/she may be removed by a 2/3 majority vote at the next Board meeting of the organization. Such vote must be announced concurrently with the announcement of the meeting made in advance of meeting as set forth below. The Officer being subject to removal shall have the opportunity to be heard at such meeting. The decision of the Board shall be deemed conclusive.

Section 5.07 In order to add an office to the Executive Committee, these Bylaws must be amended as further set forth herein. An election should ordinarily be held immediately after vote to create the new office. An Officer elected to fill a newly created office shall serve until the end of the terms of the then-constituted Board.

Article VI. Duties of Officers:

Section 6.01 The President shall set the agenda and preside at all meetings of the organization and Executive Committee and shall perform such duties as may be prescribed in these Bylaws or assigned by this organization or by the Executive Committee; and shall coordinate and support the work of the Officers and committees so that the objectives may be promoted. Attendance at all executive committee meetings and general meetings is expected unless excused for good cause

Section 6.02 The Vice President shall act as an aide to the president and shall perform the duties of the president in the absence or inability of that officer to serve.

Section 6.03 The Secretary will record the minutes of all meetings and shall perform such other duties as may be delegated to him or her. The Secretary will also post the minutes on the website and keep a "minutes" binder up to date.

The Secretary will also handle all correspondence for the organization and shall notify members of the Executive Committee of all Board meetings.

Section 6.04 The Treasurer shall be the financial officer of the organization.

- (a) The Treasurer or a designated Executive Committee member shall be present at all functions of the organization where funds are to be accepted and the Treasurer shall further be responsible for the counting, balancing and depositing at the bank of said funds as soon as possible. In the Treasurer's absence, the Treasurer shall delegate an alternate for the Treasurer's duties.
- (b) The Treasurer shall have custody of all funds of the organization, shall keep a full and accurate account of the receipts and expenditures, and shall make disbursements with the President, Vice-President or other designated Board Member as co-signatory, in accordance with approved budget and as otherwise directed by the organization.
- (c) The Treasurer will keep a numbered receipts book and issue receipts for all moneys collected.
- (d) The Treasurer shall require 1 individual to count any money received by the organization.
- (e) The treasurer shall present a summarized financial statement at every meeting of the organization and at other times when requested by the executive committee and shall make a full report at least once a year.
- (f) The Treasurer shall be responsible for the maintenance of such books of accounts and record as shall be sufficient to establish the items purchased, gross income, receipts and disbursement of the organization, including specifically, the number of its members and the dues collected from its members. Such books of account and record shall at all reasonable times be open to inspection by any member of the organization or their designated agent, attorney or representative (as shall be designated in writing).
- (g) The Treasurer shall be responsible for filing any periodic or annual tax returns required by any governmental entity.
- (h) The Treasurer's accounts shall be examined annually by a committee of the Board who are not then serving as signatories on the Organization's accounts as an auditing committee. If satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report.

Article VII. Duties of the Executive Committee

Section 7.01 The Executive Committee shall have the authority to:

- (a) Transact necessary business in the intervals between Board meetings and such other business as may be referred to it by the organization;
- (b) Approve the action plans for the standing committees;
- (c) Approve routine bills within the limits of the budget. The Executive Committee can approve individual expenditures of not more than \$200.00 between meetings for non-budgeted items.
- (d) Recommend a budget to the Board.

Section 7.02 The presence of three members of the Executive Committee members shall constitute a quorum. Special meeting of the Executive Committee may be called by the President or by a majority of Executive Committee members. The Executive Committee may agree to necessary actions by electronic mail or by telephonic agreement of a majority of a quorum. Any such agreement shall be recorded and noted on the minutes of the next regularly constituted meeting.

Section 7.03 The Executive Committee may form special committees and appoint its members. Since a special committee is created and appointed for a specific purpose, it automatically goes out of existence when its work is done and its final report is received.

Article VIII. Meetings:

Section 8.01 There shall be monthly meetings of this organization. The Board may by resolution agree to cancel no more than 2 consecutive monthly meetings if there is no business to conduct.

Section 8.02 There shall be at least one Annual General Meeting. It shall be publicized on the organization's website and by notice to each of the homeowner's associations in communities in which residents may be members of of the organization.

Section 8.03 Special meetings of the members or of the Board may be called by a majority of the Executive Committee or President with five days notice having been given.

Article IX. The Board

Section 9.01 The Board shall consist of the Executive Committee and other elected Directors. The total number of members of the Board (inclusive of the Executive Committee and the Directors) shall always be an odd number. In the case of any one-person standing committee, the individual appointed to that committee shall be a Board member.

Section 9.02 The Board shall:

- (a) Prepare and submit to the organization a budget for the year.
- (b) Prepare and submit to the organization for approval proposed appropriations for the year.
- (c) Approve expenditures.
- (d) Create standing committees and approve new fund-raisers and programs.

Article X. Standing and Special Committees

Section 10.01 Standing Committees may also be created by the Executive Committee as deemed necessary to promote the objectives and carry on the work of the organization. All chairpersons should attend all Board and General Meetings of the organization.

Section 10.02 Standing committees shall initially consist of the Overlay Committee, the Farmers Market Committee and the Arts and Cultural Committee. The Board or the Executive Committee shall create such other Standing Committees as shall be required.

Section 10.03 The Chairperson of each standing committee shall present an action plan to the executive committee for approval by one month prior to the event. The Chairperson is responsible for leading said committee to accomplish the approved plan. No unbudgeted committee expenditures shall be disbursed without the consent of the executive committee. The Chairperson is to keep an outline and notes in a notebook, a "Plan of Work" to pass on to the successor at a transition meeting to be held immediately following the end of the activity.

Section 10.04 The power to form Special committees and appoint their members rests with the executive committee. Since a Special committee is created for a specific purpose, it automatically goes out of existence when its work is done and a final report is received.

Section 10.05 The president shall be ex-officio member of all Special and Standing committees.

Article XI. Parliamentary Authority

Section 11.01 Robert's Rules of Order, revised, shall govern this organization in all cases in which they are applicable and in which they are not in conflict with these Bylaws.

Section 11.02 The Board shall appoint a Parliamentarian. The Parliamentarian shall rule on all points of order. Decisions of the Parliamentarian shall only be reviewed by the Board subject to an "abuse of discretion" standard. The Parliamentarian may only be removed by a 2/3 vote of a quorum of the Board upon a finding of misconduct, abandonment of position, or multiple instances of abuse of discretion.

Article XII. Amendments:

Section 12.01 These Bylaws may be amended at any regular meeting of the Board of Directors, providing notice of a vote on Bylaws revision be given at least one week prior to a General Meeting. Changes shall require a 2/3 majority vote of the quorum of the membership then present.

Section 12.02 A committee may be appointed to submit a revised set of Bylaws as a substitute for these Bylaws only by a majority vote at a General Meeting of the organization or by a majority vote of the Executive Committee.

Section 12.03 After approval by a majority vote at a meeting of the organization, copies of revised Bylaws shall be given to all Board members. There shall be a copy of the Bylaws in the Organization's Corporate Records binder.

Article XIII. Conflicts of Interest

Section 13.01 The Board shall adopt a Conflict of Interest Policy as shall be necessary to ensure this organization remains in compliance with all law and regulation for the governance of tax-exempt and charitable organizations including compliance with the requirements for organizations under section 501(c)(3) of the Internal Revenue Code.

Section 13.02 The initial Conflict of Interest Policy (and any subsequent as shall be adopted) shall be maintained with these Bylaws as Appendix A.