

DOWNTOWN FORT LAUDERDALE CIVIC ASSOCIATION, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

AMENDED AND RESTATED BY-LAWS

These Amended and Restated By-Laws amend and replace, in its entirety, the Downtown Fort Lauderdale Civic Association, Inc. By-Laws enacted August 27, 2008

1. PURPOSE

The purpose of the Downtown Fort Lauderdale Civic Association (“Association”) is to promote the social, cultural and economic well-being of the downtown and larger community, including but not limited to:

- i. Promoting the maintenance, improvement and preservation of educational, cultural, recreational, charitable and commercial activities and facilities.
- ii. Promoting the improvement of traffic flow and safety, pedestrian environment, and of fire and police protection.
- iii. Promoting of zoning and city planning changes consistent with preservation of the residential and historic character of the Neighborhood (as that term is defined in Section 2.0 a. below).
- iv. Promoting the preservation and improvement of the aesthetic character of the Neighborhood.
- v. Promoting the improvement of health, sanitation, transportation and communication.
- vi. Promoting communication of timely information relevant to the Neighborhood and its elected officials.
- vii. Outreach to and involvement of member and non-member landowning, property-owning, condominium owning, or rental residents and land or property-owning commercial entities who have an effect on the Neighborhood.
- viii. Speaking out for appropriate long-range plans and development controls to accomplish these ends.
- ix. Other issues such as livability, public safety and economic potential of the Neighborhood.
- x. More generally, the Association shall attempt to fairly represent all residents, businesses, institutions and organizations within the Neighborhood and to work cooperatively with the local government at all level.

2. MEMBERSHIP

a. The Association shall be open to all individuals residing,  working or owning real estate in the downtown area, the physical boundaries of which are defined as:

West Broward Boulevard from FEC Railroad Tracks East to S. Federal Highway. South Federal Highway south to Davie Boulevard. From Davie Boulevard west to South Andrews Avenue. South Andrews Avenue north to New River. The New River west to the FEC Railroad Tracks. The FEC Railroad Tracks north to West Broward Boulevard. (hereinafter referred to as the “Neighborhood”).

b. The Board of Directors may accept for membership or associate membership, as defined in Section 2.0 c.iv, below, other individuals having an interest consistent with the

purposes and spirit of the organization.

c. There shall be four (4) classes of membership in the Association open to residents, businesses or landlords located within the Neighborhood and associate members. From outside the Neighborhood.

- i. Residential class of membership shall include any individual residing within the Neighborhood. This class of membership shall be voting.
- ii. Business class of membership shall include any individual or entity owning or operating a business in the Neighborhood. This class of membership shall be non-voting.
- iii. Landlord Class of membership shall include any individual or entity owning residential rental property in the Neighborhood. A Landlord member is entitled to only one vote, regardless of how many properties or units said Landlord Member owns.
- iv. Associate Members shall include residents, associations or business owners from outside the boundaries of the Neighborhood who have a desire to participate in the affairs of the Association. This class of membership shall be non-voting. The Board of Directors shall establish dues for each class of membership and payment of current annual dues shall constitute membership in good standing. Each voting member in good standing shall have the right to cast one vote (per household) in person in any Association business at any general meeting. Annual dues shall be on a fiscal year basis.



3. BOARD OF DIRECTORS

- a. The Affairs of the Association shall be governed by a Board of Directors (the "Directors") of not less than seven (7) nor more than eleven (11). Only voting members who have been a voting member for at least one year, shall be eligible to serve as a Director.
- b. The officers of the Association shall be a President, a Vice-President, a Recording Secretary, Communications Secretary and a Treasurer to be elected for the term of one year, and each such officer shall be eligible for reelection.
- c. In the event of death, resignation, incapacity or removal from office of the President, the Vice-President shall succeed him/her in office until the next regular election of officers.
- d. In the event of death, resignation, incapacity or removal from office of any other officer, the President shall appoint a successor, the appointment to be ratified by a majority of the Board, to serve until the next regular election of officers.
- e. The duties of all officers shall be consistent with their office and they shall perform such other duties as the Directors shall designate.
- f. No one but the President or his/her designee may speak on behalf of the Association to representatives of government, other institutions, organizations, business or media.
- g. The Directors may take a formal advocacy position on an issue or matter affecting the Neighborhood by adoption of a resolution by a **vote of a simple majority of Directors present at which a quorum is present.** For the Association membership to take a formal advocacy position on any such issue adopted by the Directors, approval of 75% of voting members present at a meeting of the members shall be required, provided notice of the subject matter of the issue has been provided to the membership ten (10) days prior to said member meeting. Notices set forth in the membership online newsletter shall be deemed adequate notice.
- h. Directors and officers shall serve the Association without compensation. Officers and Directors shall not accept monies, gifts or favors from individuals, businesses or institutions seeking to do business with the Association or in the Neighborhood. Directors shall not vote

or participate in any matter in which he or she has a conflict of interest. A conflict of interest is defined herein as a situation in which a board member has a financial interest, either direct or indirect, in the matter before the board. Such indirect financial interest shall not, however, be deemed to include that indirect financial interest which would accrue to all members of the board solely by virtue of being lessees or owners of property in the Neighborhood, it being the intent hereof that the prohibition herein shall apply in the event a specific financial interest accrues to one rather than to all board members. When such conflict of interest shall appear, it shall be the duty of the board member to make such interest known and he or she shall thenceforth refrain from voting on, or otherwise participating in, the particular matter involving such interest.

- i. The Recording Secretary at the end of each term shall deposit in the Archives at least these documents generated during the year: Agenda and Minutes of all Meetings available, which shall be available at the Association's web site. The Officers and Chairs shall make printed and/or electronic copies of the agenda and reports for each meeting, which shall be available for inspection at least 24 hours prior to and during the course of meetings.
- j. Association expenditures shall be paid as follows:
 - (i) The Treasurer shall have the authority to pay any single expenditure up to \$250.00 without approval from the President or the Directors.
 - (ii.) Any single expenditure between \$251.00 and \$500.00 shall require review and approval by the President; i.e., the President shall have the spending authority of up to \$500.00 for any single item/expenditure.
 - (iii.) Any single expenditure greater than \$500.00 must be approved by a majority of the Directors voting at which a quorum is present.
- k. The Directors shall act in the best interests of the Association, in accordance with its Articles of Incorporation and By Laws and shall promote and conduct the business of the Association in a courteous and professional manner. In implementation thereof, Directors shall, among other things, (i) use their best efforts to attend all regularly scheduled and specially called meetings of the Directors in person; (ii) whether attending in person or by telephone, Directors shall discuss and vote, in a fair and impartial manner, on all matters coming before the Directors on proper motion; (iii) bring such other matters affecting the Neighborhood to the attention of the Directors either by advising the presiding officer in advance of a meeting and/or raising them for discussion and possible action at Directors meetings, and (iv) serve on a Standing Committee in accordance with Section 4.0 of these Amended and Restated By-Laws. Directors may not vote by Proxy or secret ballot.
- l. Any Director may be removed from office, with cause, for failure to act in accordance with these Amended and Restated By-Laws, by:
 - (i) a vote of 2/3 majority of the Directors present at a meeting at which a quorum is present.
 - (ii.) The notice of a meeting to recall a Director(s) shall state the specific Director(s) sought to be removed.
 - (iii.) A proposed removal of a Director at a meeting shall require a separate vote for each Director whose removal is sought. Where removal is sought by written consent, a separate consent is required for each Director to be removed. No Director shall be entitled to vote on the question of his or her removal.
 - (iv.) If removal is affected at a meeting, any vacancies created shall be filled by the members or directors eligible to vote for the removal.
 - (v.) Any Director who is removed from the board is not eligible to stand for reelection until the next annual meeting at which Directors are elected.

(vi.). Any Director removed from office shall turn over to the board of directors within 72 hours any and all records of the Association in his or her possession.

(vii.). No officer shall be entitled to vote on the question of his or her removal.

4. STANDING COMMITTEES

a. The Association shall have the following Standing Committees:

- i. Membership Committee
- ii. Finance Committee
- iii. Issues & Strategies Committee
- iv. Media & Communications Committee
- v. Legal & Vetting
- vi. Events & Social Committee

b. Chairs of Committees shall be appointed from the elected Directors. If there are Co-chairs of Committees, only one Co-chair must be a Director. The Directors shall establish committees as needed. Duties of each committee of the Association shall be consistent with the committee name.

c. The President shall appoint chairpersons and members of standing committees, subject to the concurrence of the Directors with respect to Committee Chairs.

d. Duties of each Standing Committee of the Association shall be consistent with the committee name. The duties of each Standing Committee are more specifically set forth below.

i. **The Membership Committee** shall conduct an annual membership drive in the first quarter of each fiscal year, and at all Association events open to the public and at any other time deemed appropriate. The Committee shall accept and transfer to the Treasurer dues collected and shall maintain a list of the names and physical and if available, e-mail, addresses of members in good standing. Distribution of lists and contact information of membership shall be limited to the President, Vice President, Treasurer and Chair of the Membership Committee.

ii. **The Finance Committee** shall biannually examine the financial records of the Association. It shall aid the President in preparation of an annual budget to be submitted to the Directors for approval and shall advise the Directors on generation and allocation of Association funds. The Association's Fiscal Year shall begin on July 1st or such other date as the Directors determine from time to time.

iii. **The Issues & Strategies Committee** shall review and recommend for action to the Directors all neighborhood impact matters which come to its attention. It shall respond in a timely fashion to Members when issues of concern are raised. The Committee may invite presentations to the Directors by those requesting changes in zoning or proposing or other changes in property.

iv. **The Media and Communications Committee** shall maintain timely information regarding the Neighborhood on a publicly accessible electronic web site. The Association shall collect electronic mailing addresses of all members (voting and non-voting). The Association shall make all its official documents and actions available on the Association's web site. The Association shall periodically and when necessary send electronic mail to the membership alerting members to information or news relevant to the Neighborhood and/or the activities of the Association including planned civic, ceremonial and commercial activities in the

Neighborhood. The Committee shall promote the use of community bulletin boards in public and residential areas located within the Neighborhood, as well as utilizing other outreach possibilities.

v. **The Legal and Vetting Committee** shall review the legalities and informational accuracy of matters of interest to the Association and advise the Directors on how to promote the values, goals, and objectives beneficial to the Neighborhood; and shall also review liability issues relating to or affecting the Association.

vi. **The Events & Social Committee** shall be responsible for coordinating the planning of special events.

5. AD HOC COMMITTEES

a. The President at his/her discretion shall appoint such ad hoc committees, as may be deemed necessary from time to time, to help resolve questions of order or precedence of business at meetings of the Association.

b. The President shall appoint a Nomination Committee, sixty (60) days prior to the annual election of Directors, which shall consist of three (3) Directors, other than officers, and two (2) from the voting members at large.

The Nominations Committee will attempt to obtain such nominees as will reflect a demographic balance and a mix of residents throughout the Neighborhood. The Nominations Committee will also advise the nominees that, in accordance with the Articles of Incorporation and Bylaws of the Association, Directors have a responsibility to and are expected to (i.) serve as chairs of one of the Association's Standing Committees, if appointed by the President or other presiding officer; (ii) actively participate in one or more of the Association's Standing Committees; and (iii) regularly attend Directors meetings. The Nominations Committee shall report its nominations for officers of the Association and members at large of Directors at least twenty (20) days prior to the date of elections of officers and members at large of the Board of Directors.

6. MEETINGS OF THE GENERAL MEMBERSHIP AND OF THE BOARD OF DIRECTORS

a. The Association shall hold at least four (4) general meetings of the membership at large each year, one meeting to be held in January for elections and the other meeting dates as shall be set by the President and approved by the Directors. Each member in good standing shall receive seven (7) days written or electronic notice of such meetings.

b. The board shall hold at least 4 board meetings each year with one in January for the purpose of confirming nominations offered by the nominating committee.

c. Dates of all board meetings shall be set either by the president or a majority off the board.

d. Each board member shall receive at least 3 days written or electronic notice of all such meetings.

e. All officers and Directors shall be elected at the annual general meeting in January.

f. Printed copies of the agenda and reports shall be available for inspection prior to or during the course of all meetings.

g. At regular and special meetings of the Directors, only Directors, including current officers, may vote.

h. A quorum at Directors' meetings shall consist of a majority of the total number of elected Directors. The acts approved by a majority of those present at a Directors' meeting, at which a quorum is present, shall constitute the acts of the Directors, except when approval by a greater number of Directors is specifically required by the Articles or these Bylaws.

i. Any member in good standing recognized by the presiding officer may speak at general meetings or regular Directors meetings. At general meetings of the Association all voting class members in good standing may vote.

7. AMENDMENTS

a. The Association's Bylaws and Articles of Incorporation may be amended by a two-thirds (2/3) vote of the voting members present at any monthly or Special meeting, provided notice of the subject matter of the proposed amendment(s) shall have been included in the previous months' online newsletter provided to members.

b. Prior to presenting the proposed amendment(s) to a vote of the voting members, such proposed amendment(s) shall be approved by the Directors after providing notice, including the subject matter and a summary of the proposed amendment(s), to each Director at least ten (10) days prior to such meeting.

THESE AMENDED AND RESTATED BYLAWS WERE REVIEWED AND APPROVED BY THE ASSOCIATION'S BOARD OF DIRECTORS ON THE 28th DAY OF JANUARY, 2020; AND WERE APPROVED BY 2/3 OF THE VOTING MEMBERS PRESENT AT THE MEMBER MEETING HELD ON THE _____ DAY OF _____, 2020, IN ACCORDANCE WITH SECTION 7 OF THE BYLAWS ENACTED ON AUGUST 27, 2008 AND SHALL BE EFFECTIVE IMMEDIATELY.