

BY-LAWS NEW SMYRNA BEACH RESIDENTS' COALITION

ARTICLE I: NAME

The name of this organization shall be the New Smyrna Beach Residents' Coalition, LLC, hereafter referred to as the NSB Residents' Coalition. The Coalition is a not-for-profit Florida corporation registered with the Florida Secretary of State on July 3, 2017.

ARTICLE II: PURPOSE

The purpose of this corporation is to serve as a resource for the residents of New Smyrna Beach, Florida, by:

SECTION 1. Providing a platform whereby issues pertaining to the welfare and quality of life of the residents of the City of New Smyrna Beach can be received, discussed and communicated as a unified voice both to city Staff and to Elected Officials serving the City of New Smyrna Beach.

SECTION 2. Educating the citizens of New Smyrna Beach about their local government.

ARTICLE III: MEMBERSHIP

Membership in this organization is open to all persons who agree with the positions and policies adopted by the NSB Residents' Coalition and who support its purpose.

SECTION 1. There shall be three classes of membership:

- 1) **Leadership** Members are required to pay annual dues. They will vote, attend meetings and participate in the committee work of the organization.
- 2) **Friends** of the Coalition: "Friends" are active in the work of the Coalition. Friends work directly with the "Chair" as designated by the Executive Committee in the selection of Coalition projects in which they have interest. Friends are not required to attend regularly scheduled meetings, do not vote and are not required to pay annual dues.

The Committee Chair tasked with oversight of the Friends Group shall upon the availability of a vacancy in the Leadership Group nominate for admission to the Leadership Group a member of the Friends Group who has exhibited outstanding performance and leadership capabilities. The Friends Committee Chair presents the nominee for approval or rejection by the Executive Committee. Upon a unanimous vote of the Executive Committee the nominee is asked to join the Leadership Group at its next quarterly meeting.

- 3) **Subscribing** Subscribing members will receive periodic electronic communications and will have access to information gathered and prepared as determined

by the Executive Committee. They are not required to pay dues. They cannot speak for the organization nor represent it in any manner. They cannot vote or attend Leadership Member meetings, unless invited.

Subscribing members may apply to join the FRIENDS membership at any time via the Coalition Website or by written request to the Executive Committee in care of the Vice-President or Secretary of the NSB Residents' Coalition.

SECTION 2. Leadership Membership is subject to continued acceptance by the Executive Committee of the NSB Residents' Coalition.

SECTION 3. Dues and the method of payment shall be set by the Executive Committee based on Leadership member input.

SECTION 4. Leadership membership shall be automatically terminated for non-payment of dues and may be terminated by written resignation or in accordance with procedures established by the Executive Committee.

SECTION 5. The total number of members in the Leadership group of the NSB Residents' Coalition shall not exceed twenty (20), excluding any *non-voting, ex officio* members.

ARTICLE IV: EXECUTIVE COMMITTEE

SECTION 1. The Executive Committee shall consist of the elected officers and the immediate past president. The Executive Committee shall manage the affairs of the corporation. The President shall have the power to appoint all committees except the Executive Committee.

SECTION 2. Elections will be held during each odd numbered year. The President will appoint a nominating committee, subject to the approval of the Executive Committee. The nominating committee shall present its slate to Leadership members electronically 30 days before the election. Leadership members shall vote in person at the Leadership members' meeting in the election month established by the Executive Committee. Any Leadership member may nominate another member or her/himself for a position from the floor at said meeting. The candidate with a simple majority of the votes cast shall win the election. If no candidate gets a simple majority, the candidate with the lowest number of votes will be dropped from the ballot and another vote taken. If there is only one candidate for a position on the day of election, the candidate automatically attains the position. All votes shall be cast by secret ballot and tallied by the nominating committee.

SECTION 3. Newly elected officers shall take office on January 1 and serve a two-year term.

SECTION 4. Any Executive Committee member may be removed from office for malfeasance, misfeasance, or the inability to perform his/her duties appropriately as determined by a two-thirds vote of the Executive Committee or the Leadership members.

SECTION 5. Vacancies among the Executive Committee shall be filled until the next election by a two-thirds majority vote of the Executive Committee.

ARTICLE V: OFFICERS

The NSB Residents' Coalition shall have the following officers: President, Vice President, Treasurer, and Secretary. All officers will serve a term of two years. The President shall serve no more than two consecutive terms.

ARTICLE VI: DUTIES OF OFFICERS

SECTION 1. The President shall be the Chief Executive Officer of the NSB Residents' Coalition; shall chair all membership and Executive Committee meetings; and shall be an *ex officio* member of any committee.

SECTION 2. The Vice President shall assume the responsibilities of the President when the President is unavailable to perform the duties of office and may be assigned other duties by the President or the Executive Committee. The Vice President, with the Executive Committee's approval, shall assume the office of the President if the President resigns or is removed from office by the provisions of these By-Laws.

SECTION 3. The Treasurer shall receive all funds and property and keep an accurate account of the same using standard accounting methods; shall ensure that all funds are held by a financial institution approved by the Executive Committee; and shall disburse funds via check, credit card or electronic means to pay all Coalition expenses. All Coalition checks must be signed by the President and Treasurer and other forms of payment must be approved by the President..

The Treasurer shall provide an annual budget at the first Leadership Group meeting each year. The yearly budget must be approved by a simple majority of the Leadership group members present at the meeting.

The Treasurer shall provide all accounting documents to the Executive Committee immediately upon request and provide a receipt/disbursement report at each Executive Committee meeting.

SECTION 4. The Secretary shall keep a record of all proceedings and actions of the NSB Residents' Coalition.

ARTICLE VII: COMMITTEES

Ad hoc committees and standing committees shall be formed by the Executive Committee as needed.

ARTICLE VIII: MEETINGS

SECTION 1. Leadership members' meetings shall be held at a date, time and place established by the Executive Committee. A quorum shall consist of 50 (fifty) percent of the Leadership Members, plus 1 (one). All Leadership Members shall be entitled to vote and all votes shall be of equal value. Leadership Member meetings will not be open to subscribing members nor to the general public.

SECTION 2. Executive Committee meetings will be held at least twice a year. Executive Meetings may be attended by additional Leadership Members only by invitation of the Executive Committee.

ARTICLE IX: EXPULSION

Any member or visitor acting in a disruptive or inappropriate manner may be expelled from a Leadership members' meeting by a two-thirds majority of the members present.

ARTICLE X: FISCAL YEAR

The FISCAL YEAR shall be from January 1 to December 31

ARTICLE XI: DISSOLUTION

The NSB Residents' Coalition may be dissolved at any Leadership members' meeting or special meeting by two-thirds affirmative vote of the total membership, provided that the resolution has been submitted in writing ninety days prior and has received a two-thirds affirmative vote of the Executive Committee. All funds and property shall be given to the Executive Committee for distribution as deemed appropriate by the Executive Committee.

ARTICLE XII: PARLIAMENTARY AUTHORITY

The rules contained in the most recent edition of *Robert's Rules of Order, Newly Revised* shall govern the NSB Residents' Coalition in all cases.

ARTICLE XIII: AMENDMENTS

SECTION 1. These by-laws may be amended at any Leadership Members' meeting provided the proposed amendments have been presented to the Leadership Members electronically at least 30 days prior to a regularly scheduled Leadership Members' meeting or a specially called meeting of the Leadership Members.

SECTION 2. A 2/3 vote of all Leadership Members in good standing is required for the passage of a By-Laws amendment. Leadership Members not able to attend a regular or called Leadership Members' meeting for which a By-Laws amendment(s) was noticed as herein described may vote by proxy. The combined votes of Leadership Members in attendance at said meeting and of those voting by proxy shall be counted to achieve the required super majority vote.