

**CITRUS SPRINGS CIVIC ASSOCIATION  
C ONSTITUTION AND BY-LAWS  
(As amended through December 1, 2018)**

**ARTICLE I**

**NAME OF ORGANIZATION**

The name of the organization shall be the CITRUS SPRINGS CIVIC non-profit corporation under the applicable laws of the State of Florida. The mailing address is P.O. Box 1387, Citrus Springs, FL 34430.

**ARTICLE II**

**PURPOSE**

The general purpose of this Organization is to achieve the following aims and objectives:

1. To promote the general welfare of the residents of Citrus Springs and to act in their behalf whenever feasible and appropriate.
2. To provide a public forum wherein residents may discuss matters of mutual interest and concern.
3. To facilitate the initiation and implementation of necessary or desirable community services and activities.
4. To provide a recognized official liaison and communications with officials of State and County government.
5. To provide a means by which various community organizations may cooperate and coordinate their activities.

**ARTICLE III**

**CONSTITUENCY**

**Section 1. Membership**

Membership in the Citrus Springs Civic Association shall include property owners and residents of Citrus Springs who are eighteen years of age or older and businesses who have paid their membership dues, respectively as prescribed herein.

**Section 2. Voting Rights**

Each individual member, whose dues are currently paid, shall be entitled to one vote on each matter submitted to a vote of the membership.

**Section 3. Membership Dues**

Dues of individual members shall be established, and may be adjusted upward or downward by the Board of Directors with consent of a majority of the membership present at a regular meeting. Annual dues become payable on or before January 31, and those who have not paid shall be removed from the active membership list on March 1 of each year. New residents who become members in October or thereafter shall pay the one-year dues and be paid in full for the following year.

**ARTICLE IV**

**OFFICERS**

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer and they shall serve terms of two years duration beginning on January 1 after their election at the annual meeting the preceding December. The

President, Vice President and Treasurer shall be elected in odd numbered years, whereas the Secretary shall be elected in even numbered years.

## DUES AND RESPONSIBILITIES

### SECTION 1. PRESIDENT

The President is the chief executive officer of the Association. In cooperation with the Board of Directors, he or she shall manage all of its business affairs and activities and shall ensure that the directives and resolutions of the board are implemented. The President shall preside at all meetings of the members and the Board of Directors, shall appoint all chairpersons of committees other than the Nominating Committee, and is ex-officio member of all committees, other than the Nominating Committee. Only the President, or his designee, shall be the official spokesperson for the Association to outside agencies of the media.

### SECTION 2. VICE PRESIDENT

The Vice President shall perform the duties of the President in the absence or inability of the President and shall, under those conditions, have all the powers and be subject to the restrictions of the President. In addition, the Vice President shall have such other duties and powers as the President and the Board of Directors may prescribe.

### SECTION 3. SECRETARY

The Secretary shall attend and keep minutes of all meetings of the Association and of the Board of Directors and shall have charge of the Association's current books, records, papers and correspondence. The Secretary shall perform all such duties as are incidental to that office or are conferred upon it by the President and Board of Directors. The Secretary shall perform the duties of the President in the absence or inability of the President and the Vice President. The Secretary shall at each regular meeting of the Association provide the members with the minutes of the last regular and Board meetings.

### SECTION 4. TREASURER

The Treasurer shall have charge and custody of all the monies and securities of the Association and shall be responsible for recording the receipt and disbursement thereof. The Treasurer, or his or her agent, shall receive, deposit and account for the membership dues and all other monies collected from the Association activities and shall maintain adequate records of all accounts and transactions. The Treasurer shall keep regular books of account and shall be prepared to submit them, together with all relevant vouchers, receipts, records, and other papers, to the Board of Directors for its examination and approval, as often as may be required. The Treasurer shall be prepared to present a financial statement at each regular meeting of the Association.

### SECTION 5. BONDING OF OFFICERS

The President, Vice President, Treasurer, and any other member authorized to sign checks, shall each furnish adequate surety bond but not less than \$5,000, the cost of which shall be borne by the Association.

### SECTION 6. VACANCIES

Excepting the office of President, to which the Vice President shall automatically succeed when the President is no longer able or willing to serve, an office of the Association shall be deemed vacant in case of the death, removal, resignation, or inability of the incumbent to perform the required duties, at which time the Board shall declare the position vacant. Thereupon, the Nominating Committee shall select a replacement candidate and shall submit his or her name for approval by a majority of the members present at the next regular general meeting. In the event that the approval is denied, the chairperson shall ask for nominations from the floor and a vote thereon shall ensue.

## ARTICLE V

### BOARD OF DIRECTORS

#### SECTION 1. NUMBER AND TERMS OF OFFICE

The Association shall be governed by a Board of Directors, hereafter referred to as the Board, consisting of nine members, the four elected officers and five other members. Of the five members to be elected to two-year terms, two shall be elected in even numbered years and three in odd numbered years, their terms to begin on January 1.

#### SECTION 2. POWERS AND DUTIES

The Board shall be responsible for general control and oversight of the activities and interests of the Association and for formulating policies relevant thereto, subject to approval by the membership.

#### SECTION 3. MEETINGS

(a) Regular Board Meetings. The Board shall meet once each month at a time and place to be determined by the President and approved by the Board.

(b) Special Meetings. Whenever it is deemed to be necessary or appropriate the President may call a special meeting of the Board, and in the absence of the President, the Vice President may call such a meeting. A majority of the Board members may call a special meeting of the Board at such time and place as may be stated in notice thereof.

(c) Annual Meeting. The last meeting of the Board of Directors prior to the annual meeting of the members shall be the annual meeting of the Board.

(d) Notice. At least four days prior to any regular meeting notice must be given by mail, telephone, or personal delivery to each Board member at the address listed in the Association records. Such notice must be given at least one day before the special meetings

(e) Quorum and Voting. A majority of the Board holding office shall constitute a quorum for the transaction of business and the action of a majority of the Board present at any meeting at which a quorum is present shall be the action of the Board of Directors, unless the act of a greater number is required by law or by a provision herein.

#### SECTION 4. ABSENCE FROM MEETING

Any member of the Board who is absent from three consecutive Board meetings without an excuse which is acceptable to the Board shall be deemed to have resigned and shall be notified that the position has been declared vacant. The position shall then be filled as provided in Article IV, Section 6.

## ARTICLE VI

### COMMITTEES

#### SECTION 1. STANDING NOMINATING COMMITTEE

The President shall appoint a Chairperson to the Nominating Committee and no fewer than two other members to serve on the committee, subject to the approval and consent of the Board of Directors. It shall be the duty of the Nominating Committee, after due consideration of qualifications, to present a proposed slate of candidates for Officers and Directors to be voted upon by the membership at the annual meeting.

#### SECTION 2. OTHER STANDING COMMITTEES

The following standing committees are hereby established, and the Chairman thereof shall be appointed by the President. Such appointments shall be subject to the approval of the Board. The President shall, with the advice and approval of the Board, assign duties, functions, and areas of responsibility to Committees and Committee Chairmen. Committee Chairmen, subject to the approval of the President, may enlist the aid of Association members and appoint them to serve on their committees:

- A) Community Relations
- B) County Relations

- C) Ways and Means
- D) Membership
- E) Program and publicity

### **SECTION 3. OTHER COMMITTEES**

The Board of Directors may establish such other Standing Committees as may be considered necessary or desirable to carry out the mission and achieve the objectives of the Association. The President, subject to the approval of the Board, may appoint such temporary, as hoc, or special committees for implementation of a special project.

### **SECTION 4. TERMINATION**

The Board of Directors shall have the authority to deactivate or terminate standing or special committees when it becomes apparent that their usefulness has ended.

## **ARTICLE VII**

### **ELIGIBILITY**

#### **SECTION 1. OFFICERS AND DIRECTORS**

No person shall be nominated or elected as an Officer or Director of the Citrus Springs Civic Association and no person shall hold such office unless he or she is a resident of Citrus Springs, a paid up Association member and has declared intent to reside in Citrus Springs for at least nine months of each year in which he or she shall serve in the position to which elected.

#### **SECTION 2. COMMITTEES**

No person shall be appointed a Chairman or member of a committee unless such person is an Association member whose dues have been currently paid.

## **ARTICLE VIII**

### **ELECTIONS**

#### **SECTION 1. PROCEDURES**

Election of Officers, Directors and members of the Nominating Committee shall take place at the annual meeting of the Association in December of each year by majority Vote of the members present and voting. (Amended January 2016).

#### **SECTION 2. CANDIDATES**

At the regular meeting in October the Nominating Committee shall present its choices for candidates to fill the elective offices. At the following meeting in November nominations from the floor shall be invited, whereafter the final slate of candidates shall be determined and shall be presented to members for a vote at the regular meeting in December. All nominees shall be members in good standing who have signified their consent to be nominated.

## ARTICLE IX

### ASSOCIATION MEETINGS

#### SECTION 1. REGULAR MEETINGS

Regular meetings of the Association shall occur monthly at a time and place to be determined by the Board of Directors and approved by the members who are present at the general meeting preceding the change. This process will only be needed when a new location is proposed by the Board of Directors for the next proceeding meeting. The general meeting will hold one business meeting per quarter. Each year the President will determine, with the approval of the Board of Directors, whether general meetings for the summer months will be suspended or not. Notice of this decision shall be given to the general membership by the May general meeting. An election or the conduct of business by the membership shall require the affirmative vote of a majority of the members present and voting, except as provided in Article XIII, Amendments, which requires a two-thirds majority of the members present. The President shall preside at all meetings, unless excused, at which time the Vice President shall preside. Should both the President and Vice President be unable to attend, the Chair shall pass to the Secretary and then to the Treasurer, in succession. (Amended January 2016)

#### SECTION 2. SPECIAL MEETINGS

The President or the Board may call a Special Meeting to address a specific and urgent problem. Notice of such meeting, including its purpose, must be advertised at least 5 working days prior to the meeting in a paper of general circulation. The Board shall honor and provide for a Special Meeting requested by any 25 dues paying members of the Association. All such meetings shall be for a single purpose.

#### SECTION 3. PARLIMENTARY PROCEDURES

Conduct of all meetings is under the control of the chairperson, normally the President. Robert's Rules of Order shall govern all meetings. When necessary or expedient, the Chairperson may appoint one or more Sergeant-At-Arms and instruct them to maintain order.

## ARTICLE X

### FINANCE

#### SECTION 1. BANKING

The Board shall designate one or more reputable financial institutions into which Association funds shall be deposited, checking accounts maintained and savings accounts kept.

#### SECTION 2. RECEIPTS

All membership dues and all other monies received, obtained, or generated from any Association function or activity shall be deposited and accounted for by the Associations Treasurer.

#### SECTION 3. DISBURSEMENTS

Excepting those required to pay bills for authorized services or to reimburse authorized expenditures by individuals, all disbursements must be authorized by the Board and if in an amount of more than \$1000.00 for any single purpose in any given month must be voted on at a special or regular meeting of the Association. Disbursements are to be made by check drawn up and signed by the Treasurer. If the Treasurer is unable to sign, then both the President and Vice President must sign the check. Expense forms are required. A temporary audit committee of three members, exclusive of members of the Board shall be

appointed by the President with the approval of the Board at its December meeting. The committee shall consist of persons who have had accounting, bookkeeping experience or an independent CPA and they shall choose one of their members to be Chairman. The committee shall conduct an audit of the financial records of the Association and report on their findings at the February general meeting.

## ARTICLE XI

### ARCHIVES

The Association's President shall, subject to the approval of the Board, appoint an Association Historian who shall collect, file and maintain pertinent items of current and historical significance relating to the progress and accomplishments of the Citrus Springs Civic Association, Inc. Such items may include, but need not be limited, to newspaper stories, photographs, minutes of meetings, and Association newsletters. The Historian shall prepare an annual summary of Association progress and accomplishments which shall be presented at the January meeting and filed with historical records.

## ARTICLE XII

### TERMS OF OFFICE

#### SECTION 1. ELECTED OFFICERS

All elected officers and directors have terms of office of two years, commencing on January 1, following the annual meeting in December, at which they were elected.

#### SECTION 2. APPOINTEES

Committee chairpersons, etc., have terms determined at the time of their appointments but not longer than the term of the President by whom they were appointed.

#### SECTION 3. REMOVAL OF OFFICE

Elected Officers and Directors may be removed for good cause in one of two ways:

- a. By motion from the floor after the giving of written notice with supporting rationale and provision for answer by the person affected, at a regular or special general meeting and two thirds vote of those attending.
- b. By the Board of Directors initiating a motion at a regular or special meeting, after giving written notice with supporting rationale, and provision for answer by the person affected. Again, two thirds vote of those attending is required.

## ARTICLE XIII

### AMENDMENTS

The Constitution and By-laws and/or the articles of incorporation of the Citrus Springs Civic Association, Inc. May be amended at a regular or special meeting by two thirds vote the members present

## ARTICLE XIV

### DISPOSITION OF ASSETS

Upon dissolution of the Corporation its assets shall be distributed in accordance with applicable Florida Statutes and by one of the following methods, as determined by two thirds vote of members at a meeting called for that purpose:

1. The assets shall be donated to an incorporated entity representing the community of Citrus Springs or its successors.
2. The assets shall be donated to one or more charitable organizations located in Citrus County,