

COMMUNITY SERVICE COUNCIL OF WEST PASCO, INC. AMENDED BYLAWS, JUNE 10, 2010

- I. Principal Office
- II. Purpose
- III. Membership
- IV. Meetings
- V. Board of Directors
- VI. Officers
- VII. Committees
- VIII. Amendments
- IX. Order of Business
- X. Fiscal Responsibility
- XI. Dissolution

SECTION I PRINCIPAL OFFICE

The principal office of the Community Service Council of West Pasco, Inc. shall be in the State of Florida. The Council shall designate a registered office in accordance with Florida law and shall maintain it continuously. The Council may have other offices as may from time to time be designated by its Board of Directors or its Executive Committee.

The duration of the Corporation known as Community Service Council of West Pasco is perpetual.

SECTION II PURPOSE

To provide a venue for individuals and businesses in West Pasco to enrich community involvement through networking, education, and special projects.

SECTION III MEMBERSHIP

Council membership is open to any person or organization that will support and promote the purposes of the Council. There are three (3) membership classes:

- A. Individuals. Persons, without an affiliation to an organization may become members of the Council by paying annual dues and promoting the purposes of the Council. Individuals have one (1) vote in the business of the Council.
- B. Organizations. Organizations may become members of the Council by paying annual dues and promoting the purposes of the Council. Organizations have one (1) vote in the business of the Council. Organizations must select one person to be the voting member of the member organization.
- C. Honorary. From time to time the Board of Directors may recognize a person as an honorary member who has promoted and supported the purposes of the Council above and beyond the average member. An honorary member does not pay annual dues, does not have voting privileges and must be re-approved as an honorary member each year.

All persons and organizations that have paid annual dues shall be considered members of the Council. Dues must be paid by the end of February of each calendar year to be a member in good standing.

SECTION IV MEETINGS

Monthly general meetings of the members of the Council will be held at a place and time designated by the Board of Directors. The Recording Secretary, or a designated person, shall insure that all members receive written notice or each general meeting of the Council.

The annual meeting of the members shall be held during the month of November at such place and on such day and hour as may be determined by the Board of Directors. The purpose of the annual meeting of members is to elect the Officers of the Council and to transact such other matters as may properly come before the members.

At any regular meeting or special meeting, a quorum shall consist of at least twenty-five voting members present. A lesser number, when not constituting a quorum, may adjourn the meeting from time to time until a quorum is present. Each member is entitled to one vote, which may be cast in person, or by written authority of proxy. The affirmative vote of a majority (50% plus 1) of the votes entitled to be cast by the members present or by written authority of proxy at a meeting at which a quorum is present in person is necessary for any matter voted upon.

SECTION V BOARD OF DIRECTORS

Subject to the limitations of the Florida Not-for-Profit Corporation Act and these Bylaws, all corporate powers shall be exercised by or under the authority of the Board of Directors. The Directors have control and management of the affairs of the Council with authority to do everything necessary and desirable in the conduct of the business of the Council and in accordance with the Bylaws and purpose of the Council.

Directors shall be members of the Council. The Board of Directors shall consist of the elected officers. They are the President, President-Elect, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer and the immediate Past President.

The term of a member of the Board of Directors is one year as long as the member is a member in good standing with the Council.

The Board of Directors shall meet at least four (4) times a year. Additional meetings of the Board of Directors may be called by the President or upon application by three (3) members of the Board.

A simple majority of Directors in office shall constitute a quorum for the transaction of business. The vote of a simple majority of Directors present at a meeting shall constitute the action of the Board of Directors.

Every Director of the Council shall be indemnified by the Council for all expenses and liabilities, including reasonable attorney's fees, reasonably incurred by or imposed upon the Director in connection with any proceedings or settlement of any proceedings to which the Director may become involved by reason of being a Director at the time such expenses are incurred, except that when the Director shall be adjudged guilty of willful misfeasance or malfeasance in the performance of the Director's duties as a Director. These indemnification provisions shall not apply, provided, however, that in the event of any settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursements as being in the best interest of the Council. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director may be entitled.

SECTION VI OFFICERS

The officers shall be voted into office at the annual meeting of the Council. Election will be by simple majority of the quorum present and voting at the meeting for which election notice has been provided.

Other officers as may be deemed appropriate by the Board of Directors may be elected by the General Membership from time to time. The newly elected Officers shall take office at the beginning of the first regular meeting to the new fiscal year.

Failure to elect a President, President-Elect, Recording Secretary, Corresponding Secretary, Treasurer and/or Assistant Treasurer shall not affect the existence of the Corporation.

Officers shall hold office for a period of one (1) year to run concurrently with the fiscal year of the Council. Officers may be nominated and elected to the same office they are currently serving in except an Officer shall be limited to a maximum of two (2) consecutive terms in the same office. However, the President and President-Elect shall be limited to a maximum of one term in office.

The President shall preside at all meetings of the Membership, the Board of Directors and the Executive Committee. The President shall be the Chief Executive Officer of the Corporation. Subject to the foregoing, the Officers of the Association shall have such powers and duties specifically conferred by law, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors.

In the absence or disability of the President of the Council or for any other reason deemed sufficient by the Board of Directors, the President-Elect shall carry out the duties and responsibilities of the President. In the absence of the President and President-Elect, another elected officer shall step forward to carry out the duties.

The Board of Directors shall delegate to the Recording Secretary the responsibility for preparing and distributing minutes of the General Membership meetings, Board of Directors meetings and Executive Committee meetings and for maintaining and

authenticating records of the Council. Each year, the Recording Secretary shall file the Florida Corporation Annual report to the Secretary of State, Division of Corporations.

In the absence or disability of the Recording Secretary of the Council or for any other reason deemed sufficient by the Board of Directors, the Corresponding Secretary will carry out the duties and responsibilities of the Recording Secretary.

The Board of Directors shall delegate to the Corresponding Secretary the responsibility of creating and processing communications, with regard to the health and welfare of the Council and what other duties as may be required from time to time.

The Board of Directors shall delegate to the Treasurer the responsibility of maintaining the financial integrity of the Council. The Treasurer shall pay all approved bills incurred by the Council or its representatives. The Treasurer shall prepare and present a financial report, accounting for all receipts and disbursements, at each regularly scheduled meeting of the Board of Directors and the General Membership. The Council will conduct an annual financial review by a committee of at least five members, two of whom will have either a financial background or work for a financial institution. The treasurer will not serve on this committee.

In the absence or disability of the Treasurer of the Council or for any other reason deemed sufficient by the Board of Directors, the Assistant Treasurer will carry out the duties and responsibilities of the Treasurer.

In the event of a vacancy in any elected Office of the Council, caused by failure to elect, death, and resignation or otherwise, such vacancy shall be filled by the vote of the membership at any regular or special meeting. In the case of an emergency vacancy, however, occurring in any Office, such vacancy may be filled by the Board of Directors and voted on by the General Membership at the next regularly scheduled meeting of the members. Officers elected to fill a vacancy shall hold Office for the unexpired term of the predecessor in Office.

The newly elected President, under the sanction of the Board of Directors, shall arrange for a bond for all Officers immediately after the installation of Officers. The amount shall be determined by the Board of Directors and the premium of said bond shall be paid by the Council.

Members in good standing shall be allowed to cast one (1) vote to elect the Officers of the Council or to transact such other matters as may properly come before the members. Members may vote either in person or by proxy executed in writing by the voting delegate. No proxy shall be valid after the thirtieth (30th) day from the issue date.

SECTION VII COMMITTEES

The President of the Council, with the sanction of the Board of Directors, may establish standing and temporary committees as needed.

These are the Standing Committees:

Awards: responsible for the annual organization, selection and presentation of the Human Service Worker of the Year and Volunteer of the Year as selected by the Awards Committee.

Bylaws: responsible for the interpretation, amendments and clarification as need by the Board or general membership. An annual review shall be conducted by the committee chairperson.

Community Outreach: responsible for organizing projects to directly impact the community.

Directory: responsible for the data collection, advertising, membership listings and general content of the annually published periodical and updates.

Intergenerational: recognition of people of any age and their accomplishments either in personal growth, academic achievement or volunteerism.

Membership: responsible for the encouragement, organization and documentation of the membership of the Community Service Council.

Newsletter: responsible for the monthly publication of the *Focus*, encouraging contributions or articles from the Board of Directors and general membership.

Nominations: responsible for the soliciting of individuals interested in becoming officers or board members of the Council, coordinating with the President-Elect all aforementioned positions. Will duly present an elected slate and prospective

chairpersons one month prior to November elections. Will be responsible, as well, in coordinating replacement officers or board members during a current year in case of a vacancy/resignation.

Program: responsible to present speakers and programs of interest to the membership, generating input from the Board of Directors and general members.

Publicity: responsible for disseminating articles of newsworthy interest to local media, regarding activities and featuring CSC.

Scholarships: responsible to coordinate with area schools the presentation of scholarships in the form of financial assistance. Will also create a scholarship committee to select the deserving recipients and present the appropriate scholarship awards as determined by the selected school officials.

Special Events: responsible to organize, support and execute the fund-raising events to support continued program and financial obligations made to the West Pasco community.

Special Projects: responsible to designate funding for applicants of various non-profit member organizations, selection of same to be determined by the organized committee.

The President of the Council will appoint a Chairperson for each Standing or Temporary Committee. The Chairperson will be responsible for carrying out the mission of the committee chaired.

Committee Chairpersons may NOT be limited by term to chairing the same committee.

Committees may keep minutes of all meetings and provide the Council Recording Secretary with a full account of meeting transactions.

SECTION VII FISCAL RESPONSIBILITY

The fiscal year of the Corporation known as Community Service Council of West Pasco shall be from January 1 through and including December 31.

The annual dues, if any, shall be established by a simple majority vote of the Board of Directors and shall be due and payable on or before the last day of February of each year. The Treasurer shall send an annual dues statement to the Members for the year during the month of November of the current year.

The Treasurer shall have custody of all funds and shall keep complete and accurate accounts of receipts and disbursements. The Treasurer shall present to the Board of Directors, whenever they may require it, a full account of all transactions and the financial condition of the Council.

Any Officer may sign on all bank accounts. Two officers' signatures shall be required for all banking transactions, including withdrawals of funds.

SECTION IX AMENDMENTS

Any Member may propose an amendment(s) to these Bylaws or Articles of Incorporation.

A written notice of the proposed change(s), at least ten (10) days prior to a regularly scheduled or special meeting, shall be provided to all Members before final approval and ratification can be voted upon unless the Executive Committee determines that the proposed change(s) are necessary to conduct required business that cannot be delayed for normal presentation and deliberation.

The proposed amendment(s), to be approved, shall require a majority of two-thirds (2/3) of the members in attendance at a regularly scheduled or special meeting of the General Membership.

SECTION X ORDER OF BUSINESS

Except as otherwise provided herein, Roberts Rules of Order, Revised, shall govern the conduct of all meetings of the General Membership, the Board of Directors, the Executive Committee and all Standing and Temporary committees of the Council.

SECTION XI DISSOLUTION

In the event of the dissolution of the Corporation known as Community Service Council of West Pasco, assets remaining after payment of all debts shall be donated to Not-for-Profit, charitable agencies in Pasco County as determined by the Board of Directors.