

BY-LAWS OF
COALITION OF CITY NEIGHBORHOOD ASSOCIATIONS OF SARASOTA, INC.

ARTICLE I – NAME

The legal name of the non-profit organization is the Coalition of City Neighborhood Associations of Sarasota, Inc. (CCNA).

ARTICLE II – PURPOSE

To protect and enhance city neighborhoods. The coalition shall address the needs of neighborhoods and stand in support of these needs. The coalition shall consider action when requested by a neighborhood and shall work with the City Commission in a cooperative spirit.

ARTICLE III – MEMBERSHIP

Section 1. Eligibility

Membership is open to all associations of neighborhoods with defined boundaries recognized by the City of Sarasota or as otherwise approved by a two-thirds (2/3) majority of CCNA’s Board of Directors.

Section 2. Organization

Neighborhood Associations shall have:

- a. Organizing documents such as bylaws and/or articles of incorporation which have been approved by the neighborhood and recognized by the City of Sarasota, and
- b. Board members elected by majority vote at a general meeting which has been adequately noticed to the neighborhood.

An association is declared a member once the association’s organizing documents and membership application have been accepted by the Board of Directors and current year’s dues have been paid.

Only one association representing a defined neighborhood is allowed membership.

Section 3. Downtown Condominiums

Downtown condominium representation shall be under one membership of the Downtown Sarasota Condominium Association (DSCA).

Section 4. Delegates

Each association shall appoint a delegate and an alternate delegate and notify CCNA in writing of such appointments. The delegate shall reside in the represented neighborhood, but the alternate delegate may be a resident or a property owner in the represented neighborhood. The alternate delegate may not serve more than three (3) times per year as designated delegate.

1. Duties of Delegates

- a. Attending monthly CCNA meetings and sharing updates on issues or matters of concern, upcoming events and other neighborhood news.
- b. Sharing information from CCNA with your neighborhood Officers and Board Members.
- c. Seeking opinions on pending CCNA motions, position statements, and resolutions with your neighborhood Officers and Board Members.
- d. Facilitate getting your CCNA membership dues paid.
- e. Updating any changes in your neighborhood information (President, CCNA Delegate and Alternate's names, email addresses, and phone numbers, both with CCNA and with the City of Sarasota.

2. Absence of Delegates

In the absence of the designated delegate and alternate delegate, an association may send a temporary replacement delegate with written authorization signed by the association president and provided to the CCNA Secretary at the beginning of the meeting. The neighborhood association President may be an alternate delegate.

3. Spokespersons

During CCNA meetings, only one delegate shall be the spokesperson and vote on behalf of a member association.

4. Voting

Each member association is entitled to one vote. Proxy voting is not allowed. Voting may take place in person or by electronic means determined by the Board of Directors.

ARTICLE IV - FISCAL YEAR / REVENUE

Section 1. Fiscal Year

The fiscal year for this organization shall end December 31st.

Section 2. Dues

Dues shall be set by a vote of the membership and are to be paid annually by January 15th.

If any association shall fail to file the annual membership information report or pay any assessed dues by the due date, the right of the delegate to vote shall be suspended until the report is filed and the dues are paid.

If the member association remains delinquent for a 30 day period, membership shall be suspended by the Treasurer.

ARTICLE V – MEMBERSHIP MEETINGS

Section 1. Quorum

A quorum is 25% of the member neighborhood associations unless otherwise specified in these Bylaws. A quorum at the start of the meeting shall be present to conduct business.

Section 2. Format

Meetings may be held in person or electronically, as determined by the Board of Directors.

Section 3. General Membership Meetings

The Board of Directors shall set the general membership meeting schedule. There may be a general membership meeting at least once per quarter.

Section 4. Special Meetings

The Board of Directors may call a special meeting based on:

- a. neighborhood need as requested by the neighborhood
- b. a topic identified as important

The purpose of the meeting shall be stated in the notice of the special meeting. Except in cases of emergency, at least three (3) days' notice shall be given of the special meeting.

The Board of Directors may, from time to time, schedule additional meetings on topics of interest to membership. These topic specific meetings will be open to the full membership as informational meetings.

Section 5. Annual Meeting

The annual membership meeting will be held in January when officers will be seated. It may be combined with a general meeting.

ARTICLE VI – OFFICERS

The officers of the Association shall be President, First Vice President, Second Vice President, Secretary and Treasurer.

President

The President shall preside at all general membership, special membership, annual meetings, and Board of Directors meetings, make committee appointments (including the Nominating Committee) with the approval of the Board of Directors, and perform all other duties usually pertaining to the office of President.

First Vice President

The First Vice President shall fulfill the duties of the President in their absence. The First Vice President shall be the chair of the Policy Committee and provide direction to the Communication Specialist.

Second Vice President

The Second Vice President shall fulfill the duties of the President and/or the First Vice President in their absence. The Second Vice President shall be the Membership Committee Chair and shall keep the official membership roll, maintain the annual membership information reports, and provide orientation to new members to include Articles of Incorporation, By-Laws and CCNA information.

Secretary

The Secretary shall keep a record of all proceedings, including Board of Directors and Membership meetings, keep a copy of the official membership roll and attendance, keep a record of all correspondence, and may send out notices of all meetings. The Secretary shall manage and identify when quorum is met/unmet, will lead roll call votes, take attendance at meetings and facilitate the presentation of neighborhood reports.

Treasurer

The Treasurer shall prepare the annual budget for approval of the Board of Directors and vote by the membership.

The Treasurer shall be custodian of all funds, including but not limited to deposits, disbursements, and account balances, shall keep a record of funds of the association, and provide a treasurer's report at each CCNA general and annual membership meeting.

The Treasurer shall send out notices of dues and annual membership information forms prior to the end of the fiscal year.

Expenses of CCNA shall be approved in advance by the Board of Directors. Expenditures will be applied against the budget by the Treasurer and reported to the Board of Directors.

ARTICLE VII – BOARD OF DIRECTORS

The Board of Directors represents the voice of the membership. Through these bylaws the membership empowers the Board of Directors to take said positions on behalf of the membership when the Board of Directors determines time to be of the essence to respond in any given situation.

Section 1. Board of Directors Members

The Board of Directors of the Association shall consist of nine (9) members:

- a. the five (5) officers of CCNA;
- b. one (1) member at large, from and residing in each of the three (3) city voting districts (D1, D2 and D3);
- c. the immediate past President;

Board of Directors members must be members of a neighborhood association currently active in CCNA and residents of the City of Sarasota. No member of the Board of Directors may hold or be a candidate for elective public office.

Board of Directors members shall receive no compensation.

Section 2. District Representatives

Each representative is responsible for maintaining a mutual working relationship with their city commission district counterpart. Each representative shall hold regular meetings with the neighborhood association delegates in their district.

Section 3 – Board of Directors Advisory Members

The Board of Directors may at its sole discretion appoint, by affirmative vote of a majority of the committee, the following support positions. Persons filling these roles may or may not be a member of CCNA. If such an appointment is made the position is a non-voting position.

Communication Specialist

Legal Advisor

Temporary Secretary

Educational Specialist

Section 4 – Board of Directors Meetings

Quorum

A quorum is a simple majority of the number then serving as voting members of the Board of Directors. A quorum at the start of the meeting shall be present to conduct business.

Meeting Schedule

The Board of Directors shall meet monthly unless determined otherwise. Special meetings may be called by the President or upon request of three (3) Board of Directors members.

The Board of Directors may include in its meetings from time to time, at its discretion, “subject matter experts” who shall be non-voting members.

Absences

A Board of Directors member who is absent for three consecutive meetings without advance notice to the President or Secretary or without good cause may be removed from that position by a super majority vote of the Board of Directors.

ARTICLE VII – ELECTION / TERM OF OFFICE

The Officers and other Board of Directors members whose term is expiring shall be elected by a majority vote of the membership at the last scheduled membership meeting of the fiscal year.

Section 1. - Slate of Officers

A slate of officers and district representatives shall be presented by the Nominating Committee. Additional nominations may be made from the floor with the approval of the nominee.

Section 2. - Voting

One vote by the designated representative for each member neighborhood association shall be cast by written ballot, electronic means, and/or a combination of each as determined by the Board of Directors in advance of the vote.

1. Ballot Counters

The Secretary shall designate ballot counters, who shall report the results to the Secretary to be announced to the membership.

2. Acclamation Vote

Voting may be by acclamation if the slate of officers and at large members is uncontested.

3. Proxy Voting

Proxy voting is not allowed.

Section 3. – Term of Office

The Officers and other Board of Directors members shall serve two (2) year terms.

1. Staggering of Terms

Terms of Office shall be staggered:

- a. The term for the First Vice President, Secretary and the Board Directors from D1 and D3 expires December 31st of an odd numbered calendar year.
- b. The term for the President, Second Vice President, Treasurer and Board Director from D2 expires December 31st of an even numbered calendar year.

2. Assuming Office

Newly elected Officers and other Board of Directors members shall assume office on January 1st.

3. Maximum Terms

An Officer or other Board of Directors member may not serve more than two consecutive terms in the same office. A term shall be defined as at least one (1) year and one (1) day.

4. Resignations and Vacancies

Each Board of Directors member shall have the right to resign at any time upon written notice to the President or the Secretary.

The Board of Directors may appoint an interim replacement for any Board of Directors vacancy other than President. The interim replacement will serve until the next scheduled election.

ARTICLE IX –COMMITTEES

Section 1. - Standing Committees

1. Nominating Committee

- a. The Nominating Committee shall be appointed by the President.
- b. The Committee shall consist of five (5) members with three (3) being Board of Directors members and two (2) being appointed from the general membership.

- c. The Committee is responsible for identifying and vetting eligible and qualified candidates to serve on the Board of Directors.
- d. The Nominating Committee will present a slate of candidates for officers and at-large members to the Membership at the last meeting of the fiscal year.

2. Membership Committee

- a. The Membership Committee is chaired by the Second Vice President.
- b. The committee shall consist of each of the at-large members of the Board of Directors.
- c. The purpose of the committee is to recruit and engage new neighborhood associations for CCNA membership.
- d. The purpose of the Membership Committee is member retention and recruitment. At-large representative to the Board of Directors, in coordination with the Second Vice-President, will periodically hold meetings for the purpose of member retention and expansion, and to identify local priorities and focus areas. The Second Vice President will attend these meetings which will be moderated by the at-large representative.

3. Issues Committee

- a. The Issues Committee is chaired by the First Vice President.
- b. The committee shall consist of two (2) members of the Board of Directors and three (3) neighborhood association delegates. Neighborhood association delegates may rotate based on the needs of the committee and the subject matter expertise and/or interest of the neighborhood delegates. The Communication Specialist, if appointed, will serve in an advisory role.
- c. The purpose of the Issues Committee is to research, survey, and develop policy positions for presentation to the Board of Directors and, as determined, to the membership for adoption and/or education.
- d. Positions developed by the Issues Committee will be presented to the Board of Directors for consideration.
- e. Policy positions endorsed or adopted by the Board of Directors and/or the general membership shall be made public.

Section 2. Ad Hoc Committees

Ad Hoc Committees are established by the President as the need arises to focus on areas of interest or topics of concern.

1. An Ad Hoc Committees cease to exist either on completion of their assigned task or after making their final report.
2. Members of Ad Hoc committees may be members of the Board of Directors, neighborhood delegates, or those who are subject matter experts in their field under study.
3. Ad Hoc committees shall select a chair, adopt a name describing their purpose, and provide an outline of their goals, with a timeline, during their first meeting.

Section 3. Committee Procedures

1. Meetings - Committees may meet in person or by electronic means.
2. Unless otherwise specified in these Bylaws. Committees shall elect the committee Chair and Secretary. The secretary shall keep minutes and provide regular reports to the Board of Directors and/or Membership as determined by the President.
3. Minutes shall be distributed to all committee members and the Board of Directors.
4. The President or other officer of CCNA may serve as ex officio on any committee except the Nominating Committee.
5. A committee member may be removed from office by a two-thirds (2/3) majority vote of the Board of Directors for good cause.

ARTICLE X – POSITION STATEMENTS

From time to time CCNA may take a position on a specific topic. When it does, the rules, below, govern.

Section 1. General Membership Positions

1. A two-thirds (2/3) vote of neighborhood delegates present and voting at the meeting shall be in support of the position. Abstentions are not counted in the vote tally even if their presence contributed to the initial meeting quorum.
2. The results of the vote shall be announced to the membership and to the public as a position taken by the General Membership of the CCNA.

Section 2. Board of Directors Positions

1. A two-thirds (2/3) vote of the Board of Directors shall be in support of the position.
2. The position shall be announced to the membership and to the public as a position taken by the Board of Directors of the CCNA.

ARTICLE XI – REPRESENTATION

Only the president, other Board of Directors member, or other individual authorized by the Board of Directors shall represent CCNA or speak on behalf of the Board of Directors or the membership.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of “Roberts Rules of Order, Newly Revised” shall govern this organization in all instances in which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE XIII – AMENDMENTS

These By-Laws may be amended or revised by a two-thirds (2/3) affirmative vote at any general membership meeting or special meeting called by the Board of Directors at which a quorum is present. The membership shall be notified of any proposed amendments or revisions within a reasonable period before the required vote. Amendments or revisions may be proposed by three (3) Board of Directors members or by one-third (1/3) of the membership of the organization.

ARTICLE XIV – INDEMNIFICATION

Any member of the Board of Directors who is involved in litigation by reason of their position as a member of the Board of Directors of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law.

ARTICLE XV – DISSOLUTION

The organization may be dissolved only with authorization of the Board of Directors at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. All liabilities and obligations shall be paid, satisfied and discharged. Remaining assets will be transferred to any other charitable and educational organization of similar nature to this organization, as determined by the Board of Directors,

Certification:

_____, President of CCNA and _____, Secretary of CCNA certify that the following is a true and correct copy of the amended bylaws of the above-named organization, duly adopted by the membership on _____.

President,

Secretary

(Print Name) _____ (Print Name) _____

Date: _____ Date: _____

Originally Adopted in 1991

Amended 8/3/1991

Amended 5/30/1992

Membership Requirements Amended 10/19/1993

Revised 1/5/2002

Membership Amended 11/1/2008

Membership Amended 3/4/2023