

HCCA BYLAWS

Adopted by the membership on October 17, 2012

Amended by the membership on April 15, 2013

Article 1. Name and Address

The name of the Corporation is Hollywood Council of Civic/Homeowner Associations, commonly known as HCCA. The address of the Corporation shall be established by the membership and stated on the HCCA website.

Article 2. Purpose

HCCA is a nonprofit corporation that brings together civic and homeowner associations in Hollywood so that we can work together on neighborhood issues. The idea is that we are stronger and can have more influence working together than we could if each association struggled on its own with issues that in fact are common to many of us.

Article 3. Members and Delegates

Section 1. Members

a. Membership is open to all established, active and generally known civic and neighborhood associations within the City of Hollywood. Associations are considered to be established if they operate under the following guidelines:

- (i) The association is governed by a set of written bylaws.
- (ii) The association has a well-defined set of geographic boundaries and civic interests.
- (iii) The association has had an organizational meeting and general membership meeting, and has had or provided for regularly scheduled membership meetings.
- (iv) The association has officers or directors selected in accordance with its bylaws.

Section 2. Delegates

- a. In January of each year, on a form provided by HCCA, each member association shall designate a delegate and, if possible, an alternate delegate, to attend HCCA meetings and vote on its behalf.
- b. Each delegate is responsible for bringing information from his/her association to HCCA as needed and from HCCA back to his/her association.
- c. Delegates are free to express their individual concerns or their own neighborhood association concerns to government entities, the press, and other public places, but may not speak on behalf of HCCA without prior approval of the membership.
- d. All HCCA Internal Communication shall not be shared, or caused to be shared with anyone outside of the HCCA Board of Directors and/or member delegates. The second violation brought to the HCCA Board of Directors from the membership shall result in the removal of the offending party from the distribution list.

Section 3. Dues and Fiscal Year

- a. Each member association shall pay annual dues in an amount set by the membership from time to time.
- b. Dues are payable in January and no proration shall apply for new members joining during a year.
- c. HCCA operates on a fiscal year beginning on January 1 and ending on December 31.

Article 4. Voting

Each member association is entitled to one vote to be cast by its delegate. Members must be current in dues payment in order to vote.

Article 5. No Interest in Property or Assets

No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of the Corporation, nor shall any of the property or assets be distributed to any member on its dissolution or winding up.

Article 6. Officers

Section 1. The elected officers of HCCA shall be president, vice-president, treasurer, recording secretary, and corresponding secretary.

a. President. The President shall be the chief executive and operating officer of the Corporation, acting under the policies and guidelines established by the Corporation. The President shall act as the official HCCA spokesperson unless otherwise designated by the President. The President chairs all HCCA meetings and is an ex-officio member of all committees. The President shall perform such other duties as are incident to the position and office.

b. Vice-President. The Vice-President shall work closely with the President and act as the President in all functions when the President is absent or is unable to act. As requested by the President, other duties include creating and following up on monthly programs, coordinating and advising committees when necessary, acting as liaison with all member organizations and with other city, county and state civic associations. The Vice-President shall perform such other duties as are incident to the position and office.

c. Recording Secretary. The Recording Secretary shall take minutes of meetings of both the membership and the board of directors, and transmit draft minutes in a timely manner to the Corresponding Secretary for dissemination to the members or the board of directors in no case later than one week before the next regularly scheduled meeting. The Recording Secretary shall perform such other duties as are incident to the position and office.

- (i) The minutes shall specify whether the meeting is a Membership meeting or a Board of Directors meeting, list all persons present, and state the location, time called to order, and time adjourned.
- (ii) The minutes shall reflect when members are admitted.
- (iii) The minutes shall specify only action taken on agenda items and proposals made by the membership and/or the board of directors at the meeting.

d. Corresponding Secretary. The Corresponding Secretary shall be responsible for notice of all meetings and other relevant information. As requested by the President, he/she shall be responsible for correspondence between HCCA and local government officials and the media. The Corresponding Secretary shall perform such other duties as are incident to the position and office.

e. Treasurer. The Treasurer shall act as the financial officer, establish and maintain fiscal accounts and records, and prepare bank deposits for all monies collected (if applicable). He/she shall maintain all membership and financial records, collect all dues and assessments, and pay all monies owed by the Corporation. With the exception of the annual corporation fee, no payments or checks in excess of \$100.00 shall be issued without prior approval of the membership. The Treasurer shall prepare a quarterly financial statement and present it at regularly scheduled Corporation meetings. The outgoing Treasurer shall turn over all Corporation legal records and books of account to the incoming Treasurer at the installation meeting. The Treasurer shall perform such other duties as are incident to the position and office.

Section 2. Qualifications of Officers. The officers shall be selected from the delegates of the member associations. Candidates for elective office in city, county, or state are ineligible. Any officer who subsequently becomes such a candidate must promptly submit his or her resignation. In selecting the officers, the Corporation shall be guided by principles of fairness, completeness, and inclusiveness, as well as abilities and willingness to commit the necessary time to perform the job.

Section 3. Speaking on Behalf of HCCA. Officers are free to speak as individuals in any public or private setting including information gathering and research but may not speak on behalf of HCCA without the prior approval of the membership.

Article 7. Board of Directors

The Board of Directors shall consist of the officers plus two additional directors (Director A and Director B) selected from delegates and/or alternate delegates representing member associations other than those represented by the officers. The duties of Director A and Director B shall be to support HCCA and assist the Board of Directors from time to time as requested by the President.

Article 8. Meetings and Quorum

Section 1. Membership Meetings. General membership meetings are held the third Monday of the month at 7 PM unless members are notified otherwise.

- a. Notice of meetings must be provided at least 7 days in advance, and may be provided by mail, fax, telephone, email or other electronic means.
- b. HCCA shall hold at least six membership meetings per year.
- c. Agenda items from members requesting HCCA action must come from the member organization through its delegate.
- d. All meetings shall be conducted in accordance with these bylaws and the most recent edition of Roberts Rules of Order.
- e. A simple majority of members present shall constitute a quorum

Section 2. Board of Directors Meetings. The Board of Directors will meet from time to time as deemed necessary by the President or any two officers. All decisions or recommendations of the Board of Directors must be brought to the membership for a vote.

Article 9. Nominations and Elections

Section 1. Nominations

- a. The president shall appoint a nominating committee each year no later than August.
 - (i) The nominating committee is responsible for preparing a list of candidates for each office who are willing to serve. Individuals who are declared candidates for political office at the city, county, or state level are ineligible.
 - (ii) Members are encouraged to submit to the nominating committee the names of individuals willing to serve as officers

(iii) The Corresponding Secretary shall disseminate the report of the nominating committee to all delegates at least one week before the election. This report shall list the nominees willing to serve. Additional nominations may be made from the floor prior to taking the vote.

Section 2. Elections. Election of officers shall be by a majority vote of the member organizations provided that a quorum is present.

a. Time and Procedure. Elections shall take place each year in September. Voting is to be by secret, written ballot whenever there are two or more nominees for a position. Nominated individuals may be asked to leave the room temporarily if the membership wishes to have a discussion before the vote is taken. In such event, no vote may be taken until the nominees are back in the room.

b. Staggered Terms

(i) The President, Treasurer, and Recording Secretary shall be elected in odd-numbered years. The Vice-President and Corresponding Secretary shall be elected in even-numbered years.

(ii) Each officer shall serve for two years, with the exception of the first year of the staggered terms (September 2013). That year, the President, Treasurer, and Recording Secretary shall be elected for two years, and the Vice-President and Corresponding Secretary shall be elected for a one-year term.

c. Tie Votes. In the event of a tie vote when neither candidate declines, the selection will be made by drawing straws.

Article 10. Vacancies

Any vacancy in the elected officers that occurs in the first year of a two-year term shall be filled by a special election. Otherwise, the President designates a delegate to fill the remainder of the term.

Article 11. Committees

The President may establish committees as needed and appoint delegates to serve on them. Committees prepare recommendations to present to the membership which will vote on them.

Article 12. Compensation

No member, officer, or delegate shall receive any compensation from the Corporation. No member of the board can serve if being compensated by any candidate where members have a voting capability.

Article 13. Audit

If requested by a vote of the membership, an audit of the books shall be conducted by an audit committee appointed by the President.

Article 14. Amendments

The bylaws may be amended by majority vote of the members provided that at least 30 days' notice of any bylaw change is given to each member in writing through its delegate, and provided that a quorum is present.