

## **By Laws**

### **Indian River County Council of Community Services, Inc.**

#### **(DBA: Community Services Alliance)**

Revised April 2016

#### **ARTICLE I**

##### **Name**

The name of the Corporation shall be Indian River County Council of Community Services, Inc.  
(DBA: Community Services Alliance)

#### **ARTICLE II**

##### **Purposes**

This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(C)(3) of the Internal Revenue Code. The objectives and purposes of this organization shall be as follows:

**Section 1.** To provide an opportunity for organizations and individual members relating to services, health, safety, welfare and education in Indian River County to exchange information about services.

**Section 2.** To develop and promote a strong, mutually beneficial association among and between such organizations and businesses.

**Section 3.** DONATIONS: Donations to a worthwhile organization and or cause may be requested from active member organizations. The written request will be voted on by the board members at their next regularly scheduled monthly board meeting. Donations can be requested and be made at the discretion of the Board.

**Section 4.** COMMUNITY OUTREACH: The board will determine and recognize up to two community outreach projects per year. Identified projects must be approved by the board relating to the health, safety, welfare, and education. Recommendations will be considered by the general membership. The project will vary from year to year. The same project will not be repeated within a three year period. No member of the Board and no committee may obligate or commit the Alliance to any project, activity, or endeavor without explicit prior approval of the Board.

## ARTICLE III

### Membership and Meetings

**Section 1.** ELIGIBILITY: The membership of the organization shall be open to any individual or organization providing programs or services relating to the economy, health, safety, welfare, hospitality or education of the citizens of Indian River County. Membership is not open to multi-level marketing style businesses or organizations. Any such organization and or business requesting membership may become a voting member of the Council with the approval of the Board and upon submitting dues in the amount set annually by the Council.

**Section 2.** REPRESENTATION: Before January 1<sup>st</sup> of each year participating organizations shall designate a primary representative, and may designate an alternate, to serve for the ensuing calendar year. The primary representative shall constitute the voting membership of the Council. The alternate shall have equal voting power in the absence of the primary representative. Changes in the designated representative, if other than the stated alternate, shall be submitted to the Council President in writing prior to a regularly scheduled meeting to allow the designee voting privilege at that meeting. Only one member per organization votes during general membership meetings and be present a minimum of 7 of the 11 general meetings. New members will need to be present for 63% of available meetings for voting eligibility.

In the event there is a board member / organizational representative becomes unaffiliated with their organization that member has a 30 day grace period to re-affiliate with an organization that meets the membership requirement and is a member. All changes must be approved by the board vote.

**Section 3.** MEETINGS: Monthly meetings will be conducted on dates designated by the Board of Directors. An annual meeting will be held during the month of April by a designated sub committee for the purpose of reviewing the By-Laws, mission statement and other pertinent information regarding the general membership. The Board of Directors will meet on a monthly basis, prior to general meetings. Special meetings may be called by the President.

**Section 4.** MEMBERSHIP: On or before December 1<sup>st</sup> of each year, the Membership Chair (or a designee) shall send notification to each member affiliated with the Council and having, or entitled to have, representation on the Council of Community Services. Such notification shall state the dues structure for the coming year and request other pertinent information. The membership year is January 1<sup>st</sup> – December 31<sup>st</sup>. Prospective members will be reviewed by the Board to ensure they relate to the economy health, safety, hospitality, welfare and education of Indian River County. Membership is not open to multi-level marketing style businesses or organizations Prospective members may attend 2 General Meetings as a guest before membership dues are to be paid. Any new memberships received after September 30<sup>th</sup> shall be considered paid for the current year, and shall be applied to the forthcoming year. In event of the membership campaign these dates may change.

**Section 5.** TERMINATION: Membership may be terminated by written request to the Council; the Council may terminate any membership for just cause, as determined by the Board of Directors and approved by a two-thirds (2/3) vote of the Board membership. Memberships terminated for cause forfeit prepaid dues. In the event of any identified moral or ethical misconduct the executive board (President, Vice President, Treasurer, and Secretary) will meet to determine termination recommendation to be voted by the general board.

**Section 6.** LIABILITY: No member of the Council may be held personally or individually liable for the acts or obligations of the Council.

**Section 7.** QUORUM: One-third (1/3) of the voting membership of the Council shall constitute a quorum.

## **ARTICLE IV**

### **Board of Directors**

**Section 1.** The Board of Directors shall be the governing body and shall have all the powers and responsibilities customarily vested in a Board of Directors. Without limiting the foregoing, the Board of Directors shall specifically determine the policies; approve the program of work and fill vacancies on the Board of Directors. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer and Chairpersons of committees as determined by the Board. Only one member in an organization can be represented on the board.

**Section 2.** The Board of Directors shall consist of not more than fifteen (15) persons and not fewer than nine (9).

**Section 3.** The Board of Directors shall be elected from and by the members of the Council at the December meeting and shall be installed at the meeting in January. All Officer positions will be supported by a Co-Officer with full access to all records and documentation. Each director shall serve one (1) three (3) year term. Prospective Board members will be required to review and sign the CSA (DBA) by-laws and approved by the President, Vice-President, Treasurer, and Secretary.

**Section 4.** Board members can be removed for just cause by a two-third (2/3) vote of the Board meeting in Quorum at any regular or special meeting.

**Section 5.** The officers or board members shall receive no compensation for their services except for incidental expenses.

**Section 6.** Officers and board members are required to attend 9 of the 11 general meetings and 9 of the 11 board meetings. It will be at the board's discretion to excuse an Officer or board member for extenuating circumstances and excessive absenteeism.

**Section 7.** At the beginning of each fiscal year, the Board will make and approve a budget of anticipate revenue and expenses.

**Section 8.** The Board of Directors will be in Quorum with 1/3 of the current Board in attendance.

## ARTICLE V

### Officers

**Section 1.** The President presides at all meetings of the Board and of the council. In addition, the President shall perform such additional duties that are typically required of a president. The President will be an ex-officio member of all committees of the Council.

**Section 2.** The Vice-President shall preside at any meeting of the Board or Council in the President's absence. The Vice-President shall be responsible for assisting the President and other members of the Board to ensure that the Board Members adequately discharge their responsibilities to the Council.

**Section 3.** The Secretary shall be responsible for maintaining the records of the Council, recording attendance at all meetings, sending out meeting notices, and recording and distributing the minutes of all meetings.

**Section 4** The Treasurer shall have custody of all Council funds and shall account to the Board each month. The Treasurer shall perform such additional duties as assigned by the Board. The Treasurer shall assist their successor and other Board Members to ensure the orderly transition of the management of Council finances.

## ARTICLE VI

### Committees

The President may appoint, add, or delete committees as needed. Each committee will be assigned a primary and alternate. Standing committees currently include: Membership, Program, Public Relations/Website Media, Sponsorship/Fundraising, Outreach/Event Planning By Laws and Holiday Luncheon. All positions must be comprised of active board members and their actions and recommendations shall be subject to discussion and approval by 2/3 vote of the of Board of Directors Quorum..

## ARTICLE VII

### Parliamentary Authority

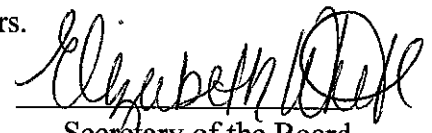
Meetings of the Council shall be conducted by the rules of parliamentary procedure as stated in "Robert's Rules of Order Revised."

## ARTICLE VIII

### Amendments

The By-Laws shall be reviewed annually and may be amended, altered or rescinded by any affirmative vote of two-thirds (2/3) of the voting membership at any regular meeting or special meeting where a quorum is present after given notice.

Approved this day \_\_\_\_\_ by the Board of Directors.

  
Secretary of the Board

5/16/16  
Date