

BYLAWS of the El Cid Historic Neighborhood Association, Inc.

Revised January, 1996

Article I: PURPOSE

The El Cid Historic Neighborhood Association, Inc. hereafter called *El Cid*, is a non-profit educational organization serving the residents of the El Cid historic neighborhood and other residents of the City of West Palm Beach and Palm Beach County, Florida. El Cid shall sponsor and support lectures, public forums, workshops, discussions, research, publications, special programs, and other activities to educate residents, government official, and other organizations on public issues such as the unique character of El Cid historic neighborhood, public safety, neighborhood concerns, and government operation and services.

El Cid shall hold regular meetings and publish a regular newsletter to keep Members informed about historic preservation and other issues that affect their homes, the neighborhood, and the community.

El Cid shall cooperate, as far as possible, with the City of West Palm Beach and other organizations to help convey important information to Members.

El Cid, as far as possible, shall help Members to inform the City of West Palm Beach and other organizations about Members' needs, concerns, and opinions.

El Cid shall operate in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

No part of the net earnings of El Cid shall inure to the benefit of or be distributed to its Members, Directors, Officers, or other private persons, except that El Cid shall be authorized and empowered to make reasonable compensation for services rendered and to make payments and distributions to further the purposes set for in these Bylaws.

No substantial part of the activities of El Cid shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and El Cid shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

The purposes for which El Cid is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

Notwithstanding any other provision of these articles, this organization shall not carry out any activities not permitted to be carried out by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

Article II: MEMBERSHIP

There shall be two (2) types of membership in El Cid:

1. Regular Members shall have full voting rights; can serve as Officers and Directors, can chair committees; shall receive all newsletters, meeting notices, and other communications, and can participate in all other activities.
2. Associate Members cannot vote, cannot serve as Officers and Directors, cannot chair committees, but shall receive all newsletters, meeting notices and other communications, and can participate in all other activities.

Regular Membership in El Cid shall be open to all persons who are eighteen (18) years of age or older who:

1. permanently reside in a legal residence, as determined by the City of West Palm Beach, within the area bounded:
 - a. on the north by a line running along the northern boundaries of the Ann Norton Sculpture Gardens and the properties on the north side of Flamingo Drive, extending west to South Dixie Highway;
 - b. on the south by a line running along the southern boundaries of the properties on the south side of Dyer Road, extending west to South Dixie Highway;
 - c. on the east by the western edge of Lake Worth; and
 - d. on the west by the eastern side of South Dixie Highway; and
2. pay the annual dues; and
3. provide their names, mailing addresses, and legal residence addresses in El Cid.

No household shall have more than two Regular Members, and only one Membership per individual. The boundaries may be changed by amendments to these Bylaws.

Associate Membership in El Cid shall be open to all persons who:

1. pay the annual dues, and
2. provide their names and mailing addresses to El Cid.

Membership in El Cid begins as soon as the Membership requirements are met, and expires at the end of each calendar year, unless the Member pays annual dues for the following year on or before January 1 and meets the other qualifications for membership.

Article III: DUES

The amount of the annual dues for the coming calendar year shall be determined by vote of the Board of Directors no later than November 1 of each year, and the Members shall be informed no later than December 1. Dues paid on October 1 or later cover membership through the following calendar year.

Article IV: MEETINGS OF MEMBERS

The Members shall meet at such time and place as is designated by the Board of Directors.

As far as is possible, the Members shall meet monthly at a regular time and place. Except in unusual circumstances, all business shall be conducted at regular meetings.

Each Regular Member shall be entitled to one vote, and must be present or vote. The vote of a simple majority of the Regular Members present at any meeting shall be sufficient to conduct business. The person chairing the meeting shall determine the method of voting; however, upon the demand of any Regular Member, the vote on any issue shall be by written secret ballot. The Regular Members must approve by vote any significant project or significant policy decision.

The Annual Business Meeting of El Cid shall be held each year in January, at the regular time and place if possible. At the Annual Business Meeting the Regular Members shall elect Officers and Directors for the coming year, and transact such other business as shall properly come before them.

The President of a majority of the Board of Directors may call special meetings of the Membership. The President must call a special meeting of the Membership, to be held within thirty (30) days, upon written petition from twenty percent (20%) of the Regular Members.

The Board of Directors shall mail or deliver a meeting notice to each Member, at the last known mailing address, at least ten (10) days before the Annual Business Meeting, before each regular meeting, and, whenever possible, before each special meeting. If written notice is not possible, the President, or his or her designate, must make a good-faith attempt to notify each Member by telephone of the upcoming special meeting. The notice for each meeting shall contain a list of the major business to be transacted at the meeting. The notice of the Annual Business Meeting shall contain the names and addresses of those nominated for each position on the Board of Directors.

Article V: OFFICERS AND DIRECTORS

The Board of Directors comprised of the Officers and the Directors shall govern El Cid and manage its business and affairs. The Board of Directors shall determine which projects and policy decisions must be approved by a vote of the Regular Members. No Member shall undertake any significant project or policy statement on behalf of El Cid without formal authorization from the Board of Directors, and the knowledge of the Members.

The total number of Officers and Directors constituting the Board of Directors is nine (9): Presidents, Vice-President, Secretary, Treasurer, Director #1, Director #2, Director #3, Director #4, and Director #5. The Officers and Directors shall serve without compensation. No person may hold more than one elected position at a time.

To manage the business and affairs of El Cid, the Board of Directors shall hold regular and special meetings at times and

in a public place determined by them. Except in unusual circumstances, all business shall be conducted at regular meetings. The regular scheduled Board of Directors meeting shall be no more than 90 minutes duration, unless extended by a majority vote of the Directors present.

Two signatures shall be required on each check drawn on an El Cid account. The President, Vice-President, and Treasurer shall be eligible to sign checks.

The Board of Directors may purchase liability insurance.

All Regular Member are welcome to attend all meetings of the Board of Directors, and to participate in the discussion of issues at the discretion of the Board of Directors. The Board of Directors shall notify all Regular Members of the time and place of each regular meeting of the Board of Directors, and, when possible, shall notify the Regular Members of the time and place of special meetings.

Each Officer and Director shall be entitled to one vote at meetings of the Board of Directors, and must be present to vote. A quorum consisting of at least half of the members of the Board of Directors shall be required to conduct business.

The titles and duties of the Officers and Directors are as follows:

1. **President**—the President's power and duties are:
 - a. to serve as the principal executive officer of El Cid, and supervise and control all activities. The President shall have first option to preside at all meetings of the Membership and of the Board of Directors. The Presidents is the authorized signer of contracts.
 - b. to appoint a Newsletter Editor and Newsletter Committee;
 - c. to appoint a Program Chairman and Program Committee;
 - d. to appoint a Nominating Committee;
 - e. to appoint an Annual Audit Chairman and Committee;
 - f. to create any committee or appoint any number of individuals he or she deems necessary for the proper functioning of El Cid;
 - g. to be an authorized signer of checks;
 - h. to authorize all media releases, official statements, and policy statements;
 - i. to call emergency meetings of the Board of Directors or of the general Membership;
 - j. to appoint interim members of the Board of Directors to fill vacancies until a Special Election is held; and
 - k. to provide other such services as are necessary.
2. **Vice-President**—The powers and duties of the Vice-President are:
 - a. the same as those of the President in the President's absence, or when the President assigns him or her presidential duties;
 - b. to be an authorized signer of check; and
 - c. to provide other such services as the President may assign.

3. **Secretary**—The powers and duties of the Secretary are:
- to record the minutes of all meetings of the Membership and of the Board of Directors;
 - to maintain copies of all written records originated or received by El Cid;
 - to handle timely all correspondence necessary to accomplish the business of El Cid;
 - to provide Regular Members with access to the records of El Cid, after reasonable notice, and at a time and place convenient to the Secretary and to the inquiring Regular Member;
 - to be an authorized signer of checks; and
 - to provide other such services as the President may assign.
4. **Treasurer**—The powers and duties of the Treasurer are:
- to maintain all financial records of El Cid;
 - to conduct all financial transactions for El Cid, under the direction of the Board of Directors;
 - to serve as a custodian of El Cid's funds, and deposit them in the banks or other financial institutions approved by the Board of Directors;
 - to receive and record membership dues;
 - to maintain a current, up-to-date list of current Members;
 - to notify all Members of the amount of dues and the time for payment, by mail or delivery to each Members' last known address;
 - to be an authorized signer of checks;
 - to prepare an annual financial report and deliver it to the Members at the Annual Business Meeting, and to prepare other financial reports when instructed to do so by the Board of Directors; and
 - to provide other such services as the President may assign.
5. **Director #1, Director #2, Director #3, Director #4, Director #5**—The powers and duties of the Directors shall be to represent the interests of the Regular Members, and provide other such services as the President may assign.

Article VI:

ELECTION OF OFFICERS AND DIRECTORS

Each Officer and Director must be a Regular Member of El Cid.

No later than November 1 of each year, commencing with November 1, 1993, the President shall appoint a Nominating Committee. No later than December 1 of each year, commencing with December 1, 1993, the Nominating Committee shall provide the President with a list of nominees for the offices to be vacated. In making these nominations, the Nominating Committee shall consider the varied interests of the members of the Cl Cid Historic Neighborhood Association, the nominees' general character, and any other relevant factor. The Nominating Committee may solicit and accept recommendations from any Member of El Cid.

Any Regular Member may nominate him- or herself, or any Regular Member, to any office by providing written notification to the Board of Directors no later than December 1, commencing with December 1, 1993. The nominee's written acceptance of the nomination must accompany the notification.

The Board of Directors shall mail or deliver an election notice to the last known address of each Regular Member of El Cid at least fifteen (15) days before any election. That notice shall contain the names and addresses of each nominee for office, and the time and place of the election.

If there is no nominee for a position, at the annual membership meeting any Member may make nominations from the floor. The nominee must be present to accept the nomination.

Voting for the Officers and Directors shall be by written secret ballot during the Annual Business Meeting. Each Member may vote for each Officer, and may vote for three (3) Directors. The three (3) nominees for Director who receive the most votes, even if not a majority, shall be deemed elected.

The Board of Directors shall take office as follows:

- the President shall become President the day following the Annual Business Meeting of each year, and serve until the day following the next Annual Business Meeting, or until his or her successor assumes office. The President shall not serve more than two full consecutive terms as President.
- a new Vice-President, Secretary, Treasurer, Director #1, Director #2, Director #3, Director #4, and Director #5 shall be elected at the Annual Business Meeting in each year, and take office the following day. They shall serve until the day following the next Annual Business Meeting, or until their successors assume office. The Vice-President, Secretary, Treasurer, Director #1, Director #2, Director #3, Director #4, and Director #5 may be elected to serve consecutive terms, without limit. In the event the outgoing President does not run for reelection, the outgoing President shall serve as Director #5 without standing for election, if willing to serve and if available. In the event the outgoing President announces prior to the Annual Business Meeting that he or she will not be willing or available to serve, Director #5 will be elected along with the other Directors at the Annual Business Meeting.

Vacancies on the Board of Directors shall be filed as follows:

- If the President vacates, or becomes ineligible to hold, his or her position before the end of the term, the Vice-President shall complete the term.
- If any other vacancy on the Board of Directors occurs before the end of the term, the President shall, as soon as possible, appoint an interim Officer or Director to fulfill the duties of the position until the Regular Members elect a successor. If the vacancy occurs before August 1, the Board of Directors shall call a special election to fill the vacancy.

Within forty-five (45) days the Board of Directors shall mail or deliver notice to the Regular Members announcing that a vacancy exists. Then, any Regular Member may nominate himself or herself, or any Regular Member, to fill the vacancy

by providing written notification to the Board of Directors no later than thirty (30) days after the mailing date of the announcement of the vacancy. The nominee's written acceptance of the nomination must accompany the nomination.

Thirty (30) days after the mailing of the notice of the vacancy to the Regular Members, the Board of Directors shall mail or deliver an election notice to the last known address of each Regular Member of El Cid. The election shall take place at the next regular membership meeting that is at least fifteen (15) days after the mailing of the election notice. The election notice shall contain the names and addresses of each nominee for office.

If there is no nominee for a position, any Regular Member may make nominations from the floor. The nominee must be present to accept the nomination.

The voting shall be by written secret ballot.

Article VII: REMOVAL OF OFFICERS

The election of any Officer or Director may be rescinded, with or without cause, upon a majority vote of the Regular Members present at a special meeting held for that purpose. The recall must be initiated by a majority of the Board of Directors or by petition of thirty-three percent (33%) of the Regular Members. Within forty-five (45) days after receiving such a petition, the Board of Directors shall hold a special meeting for the purpose of conducting a vote to rescind the election. At least fifteen (15) days before the special meeting, the Board of Directors shall mail or deliver a notice of the special meeting, and its purpose, to the last known address of each Regular Member of El Cid. If a vacancy is created before August 1 of any year, the Board of Directors shall hold a special election; otherwise, the President shall appoint an interim Officer or Director to fill the position until the next regular meeting.

Article VIII: STANDING COMMITTEES

Newsletter—The President shall appoint a Newsletter Editor and Newsletter Committee to originate and promulgate a newsletter to serve as El Cid's principle instrument of communication. It shall be published once a month, when possible; if monthly publication is not possible, the Board of Directors shall determine the frequency of publication. The Newsletter Editor shall distribute the newsletter on a timely basis to all Regular and Associate Members and to all parties on a list approved by the Board of Directors. One copy of each issue of the newsletter shall be delivered to each address, even if two Members live at the same address, unless they request individual copies.

The Newsletter Editor shall be responsible for producing a newsletter that meets the highest standard of journalistic quality and ethics. The newsletter shall contain all official communications of the Board of Directors.

The Newsletter Editor or Committee shall not obligate El Cid for any financial responsibility without obtaining prior approval from the Board of Directors.

The Board of Directors may rescind the appointment of the Newsletter Editor or any member of the Newsletter Committee at any time, with or without cause.

Program—The President shall appoint a Program Chairperson and Committee to plan and organize educational, and other programs for the Members. The Program Chairperson shall notify the Newsletter Editor of upcoming programs in time to notify the Members through the regular newsletter distribution system.

The Program Chairperson or Committee shall not obligate El Cid for any financial responsibility without obtaining prior approval from the Board of Directors.

The Board of Directors may rescind the appointment of the Program Chairperson or any member of the Program Committee at any time, with or without cause.

Annual Audit—The Board of Directors shall an Annual Audit Chairperson and Committee to audit, or have audited, the financial records of El Cid. The Annual Audit Chairperson may be any Regular Member not presently serving on the Board of Directors. The Committee shall consist of a least two (2) other Regular Members. The Board of Directors may appoint any additional people or engage professional auditing services.

The Annual Audit Chairperson or Committee shall not obligate El Cid for any financial responsibility without obtaining prior approval from the Board of Directors.

The annual audit shall be completed before July 1 of each year, and the results communicated to the Membership at that time.

Article IX: BYLAWS REVISION

The Bylaws may be amended or repealed in whole or in part by a sixty-seven percent (67%) vote of the Regular Members present at any regular meeting of the Membership. Notice of the proposed change shall be mail to each Regular Member with the notice of the meeting.

Article X: PARLIAMENTARY AUTHORITY

The rules contained in the most recent revision of *Robert's Rules of Order* shall govern the Members and the Board of Directors in all cases in which they are applicable, provided that they do no conflict with El Cid's Articles of Incorporation, these Bylaws, or with any pertinent laws.