

Bylaws

Lee Road Safe Neighborhood, Inc.

ARTICLE I

IDENTIFICATION & TERRITORY

1.1 Name

The Name of this Corporation shall be the Lee Road Safe Neighborhood, Inc. consisting of Members within the defined Corporation Geographical Boundaries as Territory. The Name used in this document shall include an eventual certification in the future for Nonprofit classification defined by the Internal Revenue Code Section 501(c)(3).

1.2 Corporation Geographical Boundaries

This Corporation shall encompass the area bounded by:

North: Town of Eatonville, Southern Boundary
West: Edgewater Road **East:** I-4 Highway
South: Fairbanks Avenue

ARTICLE II

MISSION & GOALS

2.1 Mission

To assist citizens in partnership with the Sheriff, Orange County's Neighborhood Services and Code Enforcement Divisions, the private sector, businesses, and others collaboratively to preserve, stabilize, and maintain our Lee Road Safe Neighborhood.

2.2 Goals

The Goals of the Corporation shall be to engage and fund Community participation and volunteer efforts to improve and accomplish:

2.2.1 **Crime Prevention** – Reducing Illegal Activities.

2.2.2 **Infrastructure** – Roads, Pedestrian and Vehicle Traffic, Signage, and Sidewalks.

2.2.3 **Beautification** – Public and Commercial Areas and Landscapes, Aesthetically.

2.2.4 **Code Enforcement** – Engaging County Agents regarding Property Management, Animal Services, Waste Management, and other Orange County Department Ordinances.

2.2.5 **Action Plan Goals** – Completing Projects to Accomplish Community Actions.

2.2.6 **Quarterly Newsletter**– Engaging Community Volunteer participation on Committee Projects and generating ad funds for these Goals.

2.2.7 **Other *ad hoc* Committees** – examples include: Fundraising, Patriotic Celebrations, Nominations, Historical, Educational, and Community Volunteer Projects, etc., as deemed necessary by the Board.

ARTICLE III

MEMBERSHIP & OFFICERS

3.1 General Members

General Members shall be open to residents (minimum age 16), property owners, and persons engaged in business in the Lee Road Safe Neighborhood Territory.

3.2 Corporation Officers

The Officers of this Corporation will consist of the following:

A) Board of Directors:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer

B) Other (Described Separately in this Document):

- a. President Ex Officio
- b. Parliamentarian
- c. Members-at-large, e.g. Orange County governmental official for quorum purposes
- d. Standing Committee chairpersons

The Board of Directors, also known as the “Board,” is empowered to modify the authorized Officers of the Corporation.

3.2.1 Multiple Officeholders

Separate unrelated individuals must hold the offices of President, Vice President, Treasurer, and Secretary.

3.2.2 President

The President shall serve and preside over all Board and General Member meetings, and also serve as an Ex-Officio Member of all Committees.

3.2.3 Vice President

The Vice President will serve in the absence of the President.

3.2.4 Secretary

The Secretary will keep minutes of all General Community and Board Meetings, will be the custodian of the required records, and will ensure Orange County’s Lee Road Safe Neighborhood website is updated and current.

3.2.5 Treasurer

The Treasurer will have charge and custody of all funds of this Corporation, deposit the funds as required by the Board, keep and maintain accurate and correct accounts of the Corporation properties and business transactions, and render reports and accounting to the Board and Members.

3.2.6 Parliamentarian

The Parliamentarian is one who advises the President and other Officers, Committees, and General Members on matter of parliamentary procedures according to Robert’s Rules of Order.

3.3 Committees

The Corporation shall have Standing Committees for each of the Corporation Goals. In addition, adhoc Committees may be created to complete additional objectives to support these Goals.

3.3.1 Authority of Committees

The Board may establish necessary Committees at any time. Committee memberships shall consist of all General Members interested in serving on a particular Committee. The President shall appoint Committee chairs.

The Lee Road Safe Neighborhood, by resolution adopted by a majority of the entire Territory, may designate the Members of an Executive Committee (Board) and any such other Committees as the

Lee Road Safe Neighborhood deems reasonable and necessary; each of which shall have at least two (2) Members and all the authority as provided herein or as provided by the resolution of the Lee Road Safe Neighborhood. However, no Committee shall have authority to fill vacancies on the Lee Road Safe Neighborhood or fill vacancies in the position of any Chairman on any Committee. A Committee shall not have authority to:

- a. Amend the bylaws of the Safe Neighborhood, Inc.;
- b. Elect, appoint, or remove any member of such Committee
- c. Amend the Articles of Incorporation;
- d. Adopt a plan of distribution of the assets of the Safe Neighborhood, Inc.; and/or
- e. Amend or repeal any resolution of the Safe Neighborhood.

The Lee Road Safe Neighborhood or the Chairman of any Committee may designate one or more persons as alternate Members of any such Committee, who may replace any absent Member at any meeting of such Committee, provided the Lee Road Safe Neighborhood has approved such alternate Member.

3.3.2 Executive Committee (Board of Directors)

The Executive Committee shall consist of at least three (3) and not more than five (5) Members and shall be composed of Members who are Officers (i.e. President, Vice President, Secretary, and Treasurer). The President of the Lee Road Safe Neighborhood shall serve as the Chairman of the Executive Committee. The Executive Committee shall have all of the management authority of the Lee Road Safe Neighborhood with respect to the operation of the Lee Road Safe Neighborhood, Inc. in the normal course of its business. And therefore, the Executive Committee may exercise all the powers and functions of the Lee Road Safe Neighborhood in the management and direction of the affairs of the Lee Road Safe Neighborhood in all cases in which the Lee Road Safe Neighborhood shall not have given specific directions.

Secretary: Minutes of all meetings of the Executive Committee shall be kept and copies thereof shall be available to all Members of the Lee Road Safe Neighborhood as soon as may be reasonably possible after each Executive Committee Meeting.

3.3.3 Reader Board Volunteers

Two LRSN Reader Boards, located on Adanson Street and Kingswood Manor Drive, were awarded by a Neighborhood Pride Grant in July 2013, to LRSN through the Orange County Neighborhood Preservation & Revitalization Division. Maintenance of LRSN Reader Boards are by Orange County Government Agreement with LRSN for 25 years and includes 10-year renewals. These Reader Boards will be maintained and updated by LRSN Reader Board Volunteers.

LRSN Reader Board Volunteers are required to 1) accept and maintain the key(s) and alpha numeric fonts in good condition, and 2) contact LRSN President and/or Vice President immediately but no later than 24 hours (except in extenuation circumstances) in the event of any repair, maintenance concerns, or inability to make scheduled postings.

ARTICLE IV MEETINGS

4.1 General Community Meetings

The Corporation shall hold General Community Meetings at least 6 times a year. The last meeting of every other calendar year, in December, will include the election of Officers, the annual financial report, and an annual report of accomplishments. All General Community Meetings shall be open to the public.

4.1.1 Yearly Scheduled Meetings

Unless there are extenuating situations, General Community Meetings will occur in the following months: January, March, May, August, October, and December. These will occur on the second Tuesday of the month and will begin at 7:00PM.

4.1.2 Quorum of Meetings

Forty percent (40%) of the number of members present at the average of any three (3) of the five (5) previous consecutive General Community Meetings shall constitute a quorum. Forty percent (40%) plus one of those present shall be sufficient to pass any resolution or election required by these Bylaws.

4.2 Board Meetings

The Board will meet, when deemed appropriate, to set Agenda items, review Community Project proposals, and prepare for the General Community Meetings. Typically, the annual Board Meeting will be scheduled for the month of July.

4.2.1 Notice of Board Meetings

Notice of Board Meetings shall be made through individual notifications. Each Officer will be notified of the place, day, and time of any special meeting of the Board, not less than two (2) days before the date of the meeting. Notification of meetings will be delivered either personally, by email, telephone, first class mail, or as directed by the President, Secretary, or the Board Member calling the meeting. Such notice will state the business to be transacted or the purpose of the meeting.

4.3 Agenda

The Agenda shall be determined, printed, and distributed by the Board prior the scheduled start of any meetings. All Agenda scheduled time shall be of subject matters directly affecting the Corporation Goals or Operations.

ARTICLE V OPERATIONS

5.1 Elections and Referendums

The Board and General Members of the Corporation will hold elections and vote on referendums presented by the Board. Referendums may include Community Projects, recommendations, and other public proposals. The Board will formally present Vote Items to the General Members at least 30 days prior to a Community Meeting requiring votes of those present at that meeting. Voting will follow Article 5.1.2 requirements.

5.1.1 Terms of Officers

Each Officer shall hold office for an elected term of two (2) years. The Nominations shall be automatically opened in October, starting in even years with Nominations held open until the General Community Meeting for Elections in December with the new Term effective 1 January.

5.1.2 Voting

Members are entitled to one vote at meetings. Voting members shall be those who reside, own property, or operate and/or own a business within the Lee Road Safe Neighborhood Territory, and are of legal age to vote.

5.1.2.1 Voting and Participation in Discussions

Each Officer has the right to participate in the discussion and vote on all issues before the Lee Road Safe Neighborhood attendees or participants. Any Officer shall be excused from the discussion and vote on any matter involving: (a) a self-dealing transaction, (b) a conflict of interest, (c) indemnification of that Officer, or (d) any other matter at the discretion of a majority of the Officers then present.

5.1.2.1 Voting by Voice "Viva Voce"

At all meetings, except for the election of Officers, all votes shall be viva voce (by voice). When the item in question is called, active Members will indicate by saying "Aye" to show their concurrence with a particular motion, or by saying "No" to voice their opposition to it.

5.1.2.2 Voting by Ballot

Elections of Officers will be conducted by ballot vote. Ballots should be clean of any marks or markings that might tend to reveal the person who cast the ballot. The intention is for votes to be anonymous.

5.1.2.3 Voting Requirements

All votes shall be duly recorded in the minutes, including number of votes for and against a motion. Voting by proxy is not accepted.

5.1.3 Resignation by an Officer

An Officer may resign by giving written notice to the Board President or Secretary. The resignation is effective on the giving of notice, or at any later date specified in the notice. An Officer may not resign if the Officer's resignation would leave the Lee Road Safe Neighborhood, Inc. without a duly elected Officer in charge of its affairs.

5.1.4 Removal of Officers

The Board may remove an Officer without cause as provided by the Florida Nonprofit Corporation Law. The removal of any Officer shall require the majority vote of the remaining Officers. The elected Officers may remove any other Officer who has been found by a final order or judgement of any court to have breached any duty imposed by the Florida Nonprofit Corporation Law.

5.1.5 Vacancies on the Board

A vacancy shall be determined when one of the Board Members resigns his/her position or fails to attend three (3) consecutive Board Meetings or General Community Meetings, except under extenuating circumstances.

5.2 Business Operations

The daily operations of the Corporation shall be based on needs of the Corporation. These operations are to maintain the continuity and fiduciary responsibilities for the Corporation.

5.2.1 Fiscal Year

The fiscal year of the Corporation shall begin the third quarter of the calendar year, starting 1 October.

5.2.2 Execution of Documents

Except as otherwise provided by law, checks, drafts, promissory notes, orders for payment of money, and other evidences of indebtedness of the Corporation will be signed by two (2) non-related Officers.

5.2.3 Books and Records

This Corporation, to the extent specified by the Board, will keep accurate books and records of accounts, and will also keep minutes of the proceedings of its General Members, Board of Directors, and Committee meetings. The Corporation will keep the original copy of its Bylaws including Amendments to date certified by the Secretary of the Corporation. These documents shall be published on the Lee Road Safe Neighborhood website by a representative from the Orange County Neighborhood Services department.

5.2.4 Review of Bylaws

At least once every five years, the Board will establish a Committee to review the Bylaws and make any recommendations deemed necessary for amending the Bylaws. The Board will review, approve, and present any amendments to the General Members for approval and adoption.

5.2.5 Modification of Bylaws

The Bylaws may be amended at any General Community Meeting by a two-thirds vote. Amendments to the Bylaws must be submitted in writing to the General Members and Officers no less than thirty days prior to such meeting.

5.2.6 Compensation of Officers

Officers shall serve without compensation. However, the Lee Road Safe Neighborhood may approve reimbursement of an Officer's actual and necessary expenses while conducting Lee Road Safe Neighborhood, Inc. business.

5.2.7 Loans to Management

This Corporation will make no loans to any of its Board of Directors, Officers, or Members.

5.3 Newsletter and Website

The Corporation will publish a quarterly Lee Road Safe Neighborhood Newsletter relating to the purposes for which this Corporation was formed and to communicate Community events and accomplishments. This Newsletter will be printed and distributed by the Orange County Neighborhood Services department to Community residents and businesses within the Lee Road Safe Neighborhood Territory.

5.3.1 Newsletter Content

The content of the Newsletter shall be under the control and direction from the Board of Directors. This Newsletter will directly lead readers to the Lee Road Safe Neighborhood website for more information that will be updated by a representative from the Orange County Neighborhood Services department.

5.4 Reader Board Operations

The primary purpose of the LRSN Reader Boards is to notify residents of monthly meetings and events sponsored by LRSN and provide neighborhood information. Posts of LRSN meetings shall be installed within 3 days of last/previous meeting.

All submissions from Kingswood Manor Association, Inc. for Kingswood Manor Drive Reader Board will be sent to LRSN President and/or Vice President with approved or not approved through the LRSN Board within 24 hours of receipt.

All key(s) and alpha numeric fonts must be returned within 24 hours of resignation or dismissal as a LRSN Volunteer for the LRSN Reader Boards.

5.5 **Dissolution**

On dissolution, assets of this Corporation remaining after the payment or discharge of all liabilities of the Corporation, the return, transfer, or conveyance of assets held on conditions requiring the same, and the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, religious, benevolent, educational, or similar purposes shall be distributed as follows: To a duly qualified charitable or educational institution which qualified under the Internal Revenue Code Section 501(c)(3).

Board Approvals: Tom Rowell, President
Lori Erlacher, Vice President
Frank Gould, Secretary
Rebecca “Becky” Schaff, Treasurer

Date: 10 January 2017