

**ARTICLES OF INCORPORATION  
1987  
PINE HILLS COMMUNITY COUNCIL, INC.**

**Article I. Name**

The name of this organization shall be the Pine Hills Community Council, Inc., herein referred to as the “Council”, which is a non-profit IRS 501(c)(4) corporation and chartered by the State of Florida.

**Article II. Object**

A. The Council is organized to enhance the overall community pride, living standards, and growth for those persons living or working within this community.

B. In pursuit of its objectives, the Council assumes the responsibility of acting as a coordinating agency for its membership in civic, social, economic, cultural and citizenship matters. In addition, the Council, acting on its own, may sponsor community projects.

**Article III. Membership**

A. Eligibility for membership includes any non-profit organization (to include any unchartered civic or social group of people) retail and wholesale companies, professional associations, corporations or clinics; and individuals. Eligible members shall be residents and / or active participants in behalf of a Pine Hills organization or business.

- Business members
- Organization/Association members
- Individual members
- Honorary members ( For distinguished contribution to the community)

B. Applications for membership shall be presented to the Membership Chairman with appropriate dues, for acceptance or rejection by the Board of Directors.

**Article IV. Authority and Limitations**

- A. The Council is empowered to:
1. Conduct liaison with public officials relative to community matters.
  2. Research current and future Community developmental needs.
  3. Provide a public forum for those persons in the public or private sector to voice matters affecting the Community.
  4. Conduct fund raising programs considered necessary to enable the Council to pursue its objectives.

#### **Article IV. Authority and Limitations (continued)**

5. Sponsor, cooperate with and support other non-profit organizations as appropriate in their activities when related to the common good of the Community.
6. Solicit or make applications for outside help, as necessary and not specifically prohibited herein, for funds, equipment, or services to meet the needs of the Council or its objectives.
7. Announce, publicize & promote Council activities and supporters thereto, through newsletters, posters, emblems and to include the news and media.
8. Hold real and capital property as assets of the corporation.
9. Deny membership to any who apply for the following reasons:
  - a. Applicant is a known felon who is a murderer or sex offender and not had voting rights restored as defined by Section 4, [Article VI, Florida Constitution](#)., and [Section 98.0751](#), Florida. Statutes or member of an anti-American organization.
  - b. Applicant is an organization which has conflicting interests to those of this Council.

#### **B. The Council is prohibited from:**

1. Engaging in partisan politics in any manner whatsoever.
2. Addressing any issue that is not germane to the implied or delineated objectives of the Council or as stated in this article.
3. Denying membership to any person for reasons of race, creed or color.

#### **Article V. Officers and Duties**

A. The Officers of the Council shall be: The President, First Vice President, Second Vice President, Recording/Corresponding Secretary, Treasurer, three Trustees, and the past three Presidents, and these together, along with up to 6 members at large nominated by the President and ratified by the other Directors, shall comprise the Board of Directors.

B. The President shall preside at all meetings of the Council. The President shall appoint the Chairman of all Standing Committees as necessary and to form others to meet the requirements of the Council. The President shall be an *ex-officio* member of all committees with the exception of the Nominating Committee. The President shall be the official representative of the Council and is primarily responsible for execution and filing of legal requirements of this Corporation.

C. The First Vice President shall serve as the Parliamentarian of the Council and shall also assume the duties and responsibilities of the President, as necessary.

D. The Second Vice President, in the absence of the President and First Vice President, shall assume the duties and responsibilities of the President.

E. The Recording/Corresponding Secretary shall keep accurate records of all meetings of the Council whether they be regular or special meetings and shall process the general correspondence and related media of the Council and maintain appropriate files and records thereof.

**Article V. Officers and Duties (continued)**

F. The Treasurer shall be responsible and accountable for the finances of the Council. Appropriate records will be maintained in an accurate and professional manner to enable rendering of an up-to-date financial report at each Board or Council meeting. The Treasurer is also Chairman of the Budget and Finance Committee and will present the Budget at the Annual Council Meeting in January. Likewise, the Treasurer will prepare an annual Financial Statement at the end of the fiscal year and submit it, together with all accounting records and statements to the Audit Committee. The audited Financial Statement, plus any exceptions or addendum thereto, will be presented at the Annual Council Meeting. This statement together with all financial records will be transferred to the incoming Treasurer.

G. The Trustees shall be individually and collectively responsible for the financial management of the Council. In addition, the Trustees will provide the necessary continuity in goals, directions and purposes of the Council from one year to the next and shall be members of the Audit Committee. The three trustees shall be elected to terms of one, two and three years respectively so that one trustee term expires each year allowing for rotation.

H. The immediate Past President shall be available to consult with the Board of Directors and assume such responsibilities or such activities as are deemed desirable or necessary by the President.

I. Officers of the Council are elected for a term of one year, unless otherwise stated, or shall remain in office until their successor is installed, as provided for in the By-Laws.

**Article VI. Committees**

A. The following Standing Committees shall be established and chaired by persons selected by the President with the advice and consent of the Board of Directors. Each standing committee shall be overseen by the respective officers listed:

.Publicity Committee and Parliamentary Procedure	First Vice President
.Program Committee	Second Vice President
.Budget and Finance Committee	Treasurer
.Audit Committee	A Trustee
.House and Property Committee	(Appointed)
.Community Affairs	(Appointed)
.Chaplain	(Appointed)

B. Special (ad hoc) Committees may be formed by the President to further the objectives of the Council. Such Committees shall have only such powers as delegated by the Board.

C. All Committee Chairmen must be members of the Council. However, non-members will be encouraged to become members of the Committees.

D. Committee Chairmen are expected to attend each Board Meeting and be prepared to render appropriate reports when called upon.

#### **Article VII Meetings (Regular)**

A. Regular Council meetings shall be held once a month, unless otherwise directed by the Board.

B. Regular meetings will normally be held at 7:00 p.m. on the day indicated. However, the membership may change the hour by vote.

C. Special meetings may be called by the President at any time, who shall ensure that the entire membership is advised as to the time, date and place of such meeting.

D. The regular Council meeting in January shall be the Annual Meeting. At this meeting, annual reports shall be presented and an installation of the incoming officers shall be conducted.

E. Regular Council meetings shall be open to the public. A limited time shall be reserved at each meeting, during which community residents may present suggestions.

#### **Article VIII. Amendments**

A. Proposed amendments to these Articles must be presented in writing at a regular meeting, read by the Secretary at such meeting and left on the table until the next regular meeting when a vote on such amendment(s) shall be taken.

B. If a two-thirds (2/3) vote of the members present, at the designated regular meeting, vote in favor of such amendment(s), these Articles shall be so amended.

C. The Secretary shall file such amended Articles with the Secretary of the State of Florida.

As amended by the membership, February 5, 2002 and October 5, 2010

## **BY LAWS**

### **PINE HILLS COMMUNITY COUNCIL, INC.**

#### **Article I. Board of Directors**

A. The government and management of the Council is vested in the Board of Directors subject to and in consonance with the Articles and these By-Laws.

B. The Board of Directors shall consist of the officers named in Article V of the Articles. The Immediate Past President of the Council is considered as an *ex-officio* member of this Board with voting privileges. In other Articles of these By-Laws, the Board of Directors will be referred to as the "Board".

C. Persons elected or appointed to the Board must be Council members in good standing for at least 6 months and shall have demonstrated their fidelity to the Council's policies and objectives. As such, they are expected to attend all regular Board Meetings.

D. Members accepting positions as Chairmen of committees are expected to attend regular Board Meetings. Although such persons have neither voting power nor can be included in the quorum, their personal participation in Board discussions is encouraged. Failure to assume delegated duties or attend three (3) consecutive Board Meetings will mean immediate removal of said individual from the Board.

#### **Article II. Quorums**

A. A quorum for the regular Council meetings shall consist of voting members present, but not less than five (5) members in good standing.

B. A quorum for the Board meetings shall consist of a majority of the voting Board members present.

#### **Article III. Rights and Responsibilities of Membership**

A. Organizations & businesses shall appoint one of their members as a delegate to Council meetings. The name of this responsible party will be referred, in writing, to the Board.

B. Each member of the Council or delegate thereto is expected to publicly support the decisions and/or actions of the Council made at regular meetings.

C. Members of the Council may attend any scheduled Board meeting but they are not expected to participate in the deliberation unless invited to do so by the Board.

**Article III. Rights and Responsibility of Membership (continued)**

D. Each member of the Council or delegate thereto shall have one vote at the regular meetings.

E. A member may be suspended and/or terminated by the Council, whenever it becomes evident that the member has either grossly neglected duties or has committed an offense against the dignity of the Council. The Board will proceed in the following manner:

1. Obtain a majority vote of the Council to suspend a member for cause.
2. Advise member in writing of Council action, reply requested.
3. Obtain two thirds (2/3) vote of entire Council for termination of member.
4. Advise member of final action to include a *pro rata* refund of dues if membership is terminated.

**Article IV. Dues**

A. Dues are payable on the first day of the month in which membership is granted and shall become delinquent on the last day of the anniversary month. Delinquency on said date shall result in immediate deletion from membership rolls of the Council and forfeiture of all rights and privileges. Dues are assessed and accounted for as follows:

1. Business Members: Annual dues \$100.00
2. Organization/Association members: Annual dues \$50.00
3. Individual members: Annual dues \$20.00 .
4. Youth: Annual dues \$5.00.
5. Senior: Annual dues \$15.00
4. Dues in advance shall be held in such a manner as to provide carry-over of assets of the Council to succeeding years of operation.

B. A dues notice will be sent to each member of the Council 30 days prior to the anniversary date of membership.

**Article V. Fiscal and Administrative Policy**

A. The Administrative and Fiscal Year shall be the calendar year.

B. On the date of the Annual Meeting it is mandatory that a minimum of two hundred dollars (\$200.00) of non-obligated monies shall remain in the treasury for the incoming administration.

C. A corporate resolution and new bank account signature cards will be initiated immediately following installation of new officers. All checks shall be signed primarily by the President and Treasurer. The secondary signature may, in the absence of the President or the Treasurer, be made by the First Vice President, Second Vice President or the Secretary.

**Article V. Fiscal and Administrative Policy (continued)**

- D. In the event of an emergency, the President has the power to appoint an interim Treasurer with an immediate audit of the Treasurer's records and Books of Account by the Board.
- E. It is the responsibility of the out-going Board to assure that an orderly transfer of all records and accounts are made to the appropriate members of the incoming Board.

**Article VI. Rules of Conduct Procedure**

- A. The final authority in any dispute concerning the proceedings or the order of business of the Council shall be lodged in the Board.
- B. Officers and Chairmen shall be encouraged to work informally with all interested persons to advance programs with which the Council is associated.
- C. No member of this Council shall contract or incur any debt or obligation in the name of this organization, without specific authorization from the Board.
- D. Any publicity or policy advanced by the President or the Board shall not be out of harmony with policies outlined in the Articles and/or By-Laws.

**Article VII. Accountability of Specific Funds**

- A. A special account shall be used to handle any monies acquired from grants or awards. Monies withdrawn from special accounts that were acquired from awards and grants must be approved by the Board.
- B. The Board shall be responsible to the membership for the transfer of or expenditure of any special account.

**Article VIII. Meetings (Board)**

- A. The Board meetings shall be held monthly in conjunction with the general meetings. Members of the Board are expected to attend Special Board meetings provided sufficient notice of the meeting is given.
- B. The last Board meeting in January shall be a joint meeting between members of the outgoing Board and in-coming Board. At this meeting records and other pertinent material (reports, on-going programs, etc.) is made available to the in-coming officers for their review and acknowledgment.

## **Article IX. Elections**

- A. The annual elections and installation of officers shall be held at the first regular Council meeting in January.
- B. A Nominating Committee shall be constituted of 5 members selected by the Board of Directors. The Chairman shall be elected by the Nominating Committee. The slate of officers nominated shall be placed before the Council at the December meeting. Nominations of eligible members may be accepted from the floor and if supported by majority vote of members present and voting shall be added to the slate for election at the next regular meeting.
- C. Any person who has been a member in good standing for at least 6 months may stand for elections for any Board position; however, in order for a member to serve as President they must have served on the Board of Directors for at least one year.
- D. Officers of the Council may not be elected to two offices concurrently. Likewise, no officer may serve in the same position for more than two successive years, except a trustee who may serve for three successive years and an officer whose successor has not yet been elected.
- E. When vacancies occur during a term of office, they shall be filled by an election of the Board except the office of President, which shall be filled by the First Vice President, or the Second Vice President in the absence of the First Vice President, and also as referred to in Article V, Sec. D of these By-Laws.
- F. Directors-at-Large shall become voting members of the Board upon serving as a Council member for six months and after having completed their orientation and training.

## **Article X. Amendment(s) to By-Laws**

- A. Proposed amendment(s) to these By-Laws must be presented in writing at a regular meeting, read by the Secretary at such meeting, and left on the table until the next regular meeting when a vote on such amendment(s) shall be taken.
- B. If two-thirds (2/3) of the members present at the designated regular meeting vote in favor of such amendment(s), these By-Laws shall be so amended.

## **Article XI Order of Business**

- A. At every Council or Board meeting the following order of business may be followed:
1. Call to order, Invocations and Opening ceremonies
  2. Introduction of Speakers or other guests



3. Approval of minutes of previous meeting
4. Approval of financial report
5. Report of standing committee(s)
6. Report of special committee(s)
7. Unfinished business
8. New business or brief summary of Board actions
9. Adjournment

### **Article XII. Termination of Building Lease**

A. The ability to make or break the lease for the Council building will require a vote of at least 60% of the paid membership who have been duly notified 60 days prior to said vote. 'Duly notified' shall be defined as notice delivered to address of record by the United States Post Office.

### **Article XIII. Corporate Dissolution**

A. A proposed dissolution of this corporation by the Board may be initiated by a three-fourths (3/4) vote at a regular Council meeting. The Board shall then proceed to dissolve the Pine Hills Community Council, Inc. in accordance with the Laws of the State of Florida and this Article.

B. The Board shall advise all members of a proposed dissolution and call for a special meeting not less than 30 days in advance of proposed dissolution.

C. The Board is authorized to expend necessary funds for legal fees and other costs, except fees or grants which must be returned to the respective donor as first priority.

D. Any residual funds after accomplishing the above will be distributed by the Board to the Tulie Phillip Scholarship Fund at Valencia Community College to provide for scholarships to Valencia for graduating seniors at Maynard Evans High School.

As amended by the membership, February 5, 2002 and October 5, 2010