

# **Clements Circle Civic Association**

## **By-Laws and Constitution**

**Revised: May 1, 2008**

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# **I. THE NAME OF THE CORPORATION**

## **Article 1**

The name of this corporation shall be: Clements Circle Civic Association, hereinafter referred to under the assumed name, CCCA.

## II. THE GOAL AND ACTIVITIES OF CORPORATION

### Article 2

CCCA is a neighborhood civic association to involve citizens in local neighborhood planning and decision making as it affects the development of their neighborhood. To provide an effective mechanism whereby the citizens of Livonia can share common neighborhood identity, goals, and concerns.

CCCA will continue providing a voice for the citizens within Livonia on livability and quality of life issues affecting the Clements Circle neighborhood. In addition, the civic association will provide local community support on activities to enrich the lives of the neighborhood. The Clements Circle Civic Association has been a vital volunteer organization within Livonia since the mid-1950's.

The purpose of this corporation is to foster, promote, plan and execute programs aimed at improving the economic, social, educational, general welfare and other humanitarian activities of the Livonia community of the State of Michigan, and to foster, promote, plan, and execute other purposes as listed below.

- 1) Conduct research or support such activities in social and cultural fields; to promote the Clements Circle area and Livonia citizens through publication; to conduct educational projects and seminars; publish newsletters and articles toward the same objectives.
- 2) Establish federations with other neighborhood volunteer organizations.
- 3) Conduct seminars and/or open houses to promote a sense of community in Livonia.
- 4) Participate and support events that promote the objectives of the association.
- 5) Work on street parking, traffic lights, control signs and other safety concerns.
- 6) Represent CCCA in exhibits, festivals, fairs and other similar events.
- 7) Contact official or private organizations to achieve the goals of the organization.

### **III. MEMBERSHIP**

#### **Article 3 Categories of Membership**

There are two categories of membership: (1) active, (2) honorary. For active membership, the application form has to be filled out and sent to the Executive Board. The Executive Board has the right to either accept or reject the application.

- 1) Active member(s) shall be over 18 years of age and in good standing, shall have the right to attend and participate in general meetings, to be nominated for or hold office on the Executive Board, to receive official publications of the Association, and to enjoy all the other rights ordinarily granted to active members of a neighborhood association. Family members under the age of 18 years old shall not have the right to vote in general meetings and be nominated for or hold office on the Executive Board; however, they will have the same benefits to participate in any CCCA event given they are part of a Household.

Active members can be further defined:

- HOUSEHOLD – represents all interested members of a family household residing within the boundaries of the Clements Circle Civic Association as defined within the four boundaries of Plymouth, Inkster, West Chicago & Middlebelt Roads in the city of Livonia, MI. A family may include parents if they reside in the same household.
- 2) Honorary members shall consist of those person(s) who have made outstanding contributions to CCCA. Upon the recommendations of the Executive Board, they shall be so designated by a two-thirds affirmative vote of the General Assembly. The title should be conferred for life and the recipient shall not be responsible for membership dues. Every year, the Executive Board is responsible for recommending an individual for honorary membership, if applicable.

#### **Article 4 Membership Fee**

The amount of the membership fee shall be a reasonable amount recommended by the Executive Board to the general membership at the annual General Assembly. The membership fee shall be collected at the time of application. The membership year extends from January 1<sup>st</sup> through December 31<sup>st</sup>. The membership status of an individual shall renew annually upon receipt of annual membership dues.

## **Article 5     Member Resignation**

Any member may resign from the membership at any time by sending in a written resignation letter or email to the Executive Board. The membership dues are non-refundable.

## **Article 6     Termination of Member Status**

The following situation will result in the termination of member status:

- 1) A member shall not act in any way contrary to the purposes and basic policies of this organization, or in such a way as to bring discredit to CCCA. If it should come to the attention of the Executive Board that any member of CCCA has acted in a contrary manner, the Executive Board, by majority vote, can dismiss said member from the membership.
- 2) Before a member is dismissed, the member in question shall be asked by the Executive Board to send in a written report on his/her behalf.
- 3) The member who is not satisfied with the decision of the Executive Board may appeal to the General Assembly.

## **IV. ORGANIZATIONAL BODIES OF THE ASSOCIATION**

### ***A. GENERAL ASSEMBLY***

#### **Article 7**

General Assembly - Sum total of all members. The General Assembly meetings are as follows:

##### **A. Regular Bi-Annual Meetings**

General Assembly meetings take place bi-annually in the month of March and the month of October at the place, date, and time that is selected by the Executive Board. The election of the officers, Directors and Audit Committee for the Association take place at the annual March General Assembly meeting. The Executive Board may postpone the General Assembly meeting up to a month by stating a valid reason.

##### **B. Special Meetings**

Special meetings of the General Assembly will convene at the request of the Executive Board with majority vote; or by the unanimous decision of the Audit Committee; or by the request of 1/10 of the total membership. The governing bodies of the Association may be asked to step down by the general assembly before the termination of the elected period. The new governing bodies of the Association, elected by the general membership, at a special meeting will replace the present committees and will carry on the business for the rest of the remaining period, until regular elections.

#### **Article 8**

**The Duties and Responsibilities of the General Assembly are as follows:**

- 1) Elect the Executive Board, Audit Committee, and alternate members for the above mentioned bodies.
- 2) Change and amend the constitution and by-laws.
- 3) Study and discuss the reports submitted by the Executive Board, Audit Committee, and other standing Committees.
- 4) Approve the Executive Board's yearly reports.
- 5) Accept the budget prepared by the Executive Board as a whole or by making alterations or amendments.
- 6) Dissolve the association.



- 7) Carry on the tasks and functions as stated within the by-laws.

## **Article 9**

### **Participation at the General Assembly Meeting**

A. Any member who has paid his/her dues and participates in a General Assembly meeting, will exercise his/her right to cast a vote. Members not present at the meetings will not be represented by any participating member. Each member has a right to cast only one vote and cannot vote by proxy, nor absentee ballot, in order to promote the requirements of quorum.

B. Assembly Quorum:

Nine of the fully paid membership will be sufficient for the General Assembly quorum. Also, if such a quorum is not attained at the first meeting, a second meeting will take place one week later at which time the participating membership will be accepted as the present quorum.

C. The decisions of the General Assembly meeting will follow the rules of the majority. Decisions pertaining to the dissolving of the association, amendments to the by-laws, purchases or sale of assets of the association will be based on 2/3 majority vote of the assembly quorum.

## **GUIDELINES FOR THE GENERAL ASSEMBLY MEETING**

### **Article 10**

The Executive Board selects the time, site, and date for the General Assembly meetings. The Executive Board notifies the members at least two (2) weeks ahead of the meeting date by submitting an agenda, a copy of the budget plan, and the slate as prepared by the Nominating Committee. An alternative meeting date will be included in this letter according to Article 9, Section B. All General Assembly meetings will follow the guidelines set in Robert's Rule of Order.

### **Article 11**

The Executive Board, prior to the General Assembly meeting, will prepare, in compliance with the articles of the by-laws, the list of the eligible voting members. In the presence of two appointed members, attending members will sign in on the prepared list before participating at the meeting. Those who would like to sit in on the meeting, as guests will be registered as such before the meeting. The meeting will come to order when the necessary quorum is present. Guests wanting to participate in discussions can do so by majority approval of the Executive Board.

### **Article 12**

The General Assembly meeting will be opened by the president of the Executive Board or by the person selected by the president from the Executive Board. The Assembly, then, through open cast vote will elect a presiding committee consisting of a chairman, co-chairman, and secretary.

### **Article 13**

The business of the meeting will be conducted in accordance with the already submitted agenda until otherwise decided. A change in the agenda of the meeting will require the request of 1/10 of the present members.

### **Article 14**

The election of the officers will be conducted on secret ballots where there is more than one candidate for an allotted position. The counting of the votes will be done openly. To reach a decision on any matter, the secret ballot system may be accepted by the present membership. Elections shall be carried out separately for the positions of (1) President, (2) Vice-President, (3) Secretary, (4) Treasurer, and (5) the five directors. After the nominating committee presents its slate of candidate(s), nominations from the floor shall be solicited. Nominations from the floor shall be accepted after a seconding motion by another member. The candidate who receives the highest vote is elected to that position.

### **Article 15**

To carry on the business of election procedure, the presiding chairperson and co-chairperson will aid by distributing ballots, collecting them in specially prepared boxes, counting the votes and checking the number of votes versus the present members.

### **Article 16**

At the end of the general assembly meeting, the minutes are to be signed by the presiding committee members (chairperson, co-chairperson & secretary). The nomination committee chairperson will also sign the official list. All votes that are cast, along with the records of the election procedures, are to be signed and sealed. The documents pertaining to the election are then given to the newly elected Executive Board, which will in turn keep these until the next monthly Executive Board meeting; after which time, the documents will be destroyed. An official record of this procedure will be kept in the files.

## ***B. EXECUTIVE BOARD***

### **Article 17**

#### **The Division of Work and Meeting Guidelines**

President, Vice-President, Secretary, Treasurer, Immediate Past-President, and five (5) Directors shall constitute the Executive Board for a period of one (1) year. The immediate past-president will also be a member of the Executive Board in an advisory capacity, but without a vote. In case the immediate past-president cannot serve in this capacity, the immediate past vice-president, then past-secretary, then past-treasurer, then the past-director members of the Executive Board will assume this position in that order of eligibility. The decisions that are requested of the Executive Board are final. Objections to such decisions can only be made at the General Assembly meetings.

### **Article 18**

#### **The Executive Board Structure**

- 1) The Executive Board will establish several committees to carry on the projects and programs. The chairperson(s) of the committee(s) will be appointed by the President with the approval of the Executive Board. The committee chairperson(s) will then select the members to their committees, submitting a work plan to the Executive Board either verbally or written. The Executive Board can dismiss the member(s) and chairperson(s) of these committees if they deem it necessary. No member under the age of twenty-one (21) years shall serve on a Committee nor contribute in any capacity to the organization of an event where alcoholic beverages are served.

#### **The Nominating Committee Structure**

- 2) The Nominating Committee chairperson shall be appointed not later than one (1) month prior to the Annual General Assembly Meeting. The chairperson of the Nominating Committee will choose other member(s) to assist him/her in the selection of the nominees and will inform the membership at least one (1) week prior to the Annual General Assembly Meeting of the proposed slate.

### **Article 19**

#### **The Duties and Responsibilities of the Executive Board are as follows:**

- 1) Represent the association of elect and give authority to one or several members of the association to do the same.
- 2) Keep books and records, for the financial matters of the association, preparing a budget proposal and submitting it at the annual meeting of the general membership.
- 3) Keep records and minutes of the meetings and files of the decisions reached by the board members.

- 4) Prepare a general report of the activities and submit it to the general assembly.
- 5) Implement the decisions reached by the general assembly.
- 6) If and when necessary, hire the services of needed individuals.
- 7) Respond either verbally or in writing to correspondence within 30 days upon receiving such a request.

## **Article 20 Expenditures**

- A) All expenses will be validated through itemized receipts and approved expense reports/documents. Two signatures are required for reimbursement for expenditures over \$250, submitted to the approval of the treasurer. Such documentation will then be presented to the Executive Board. Once approved by the Executive Board, the expenses can be reimbursed.
- B) Reimbursements, savings, or withdrawal of accounts will be done under the signatures of the treasurer and one of the signatures of president or vice president.

## *C. OFFICERS*

### **Article 21**

- A. PRESIDENT:** represents the organization. Carries on the responsibilities of executing the decisions reached by the Executive Board.
- B. VICE PRESIDENT:** in the absence of the president, the Vice President will carry the duties of the president. Also, will carry and assume tasks entrusted upon him/her by the board members.
- C. SECRETARY:** helps the president and vice president in the fields of administration and correspondence. The secretary fills in for the president and the vice president when the officers are not available. Also, the secretary helps and keeps the minutes of meetings and files all written correspondence pertaining to the association.
- D. TREASURER:** (1) Keeps the financial records of the association. Also the Treasurer prepares the yearly budget and is co-signer with the president or vice-president on financial matters regarding the savings and checking accounts of the organization along with assets of the Association, and is responsible for keeping books of credits and expenditures. (2) The Treasurer is in charge of, and responsible for keeping records pertaining to money matters and other holdings. The Treasurer deposits and withdraws money on behalf of the organization, and sees and keeps records of all expenditures to be itemized. The Treasurer implements the requirements of Article 20.

### **Article 22**

#### **The Meetings of the Executive Board**

The Executive Board meets regularly once a month. The members are informed of the meeting place and time. Also, the president alone or with the decision of three Executive members can call a special meeting of the Board. The board meetings will be open to all members but only Directors can vote at the meetings. At the end of the meetings, participating regular members will be allotted time to voice their requests and questions. All meetings will follow the guidelines set in Robert's Rule of Order.

### **Article 23**

#### **The Quorum of the Executive Board**

The number of members necessary to open a board meeting will be one more than half of the Executive Board. The decisions shall be made by the majority vote of members present. In case of a stalemate on an issue, the president's vote will uphold the result. Any Board members not attending meetings for three consecutive times without any excuses will be replace by an alternate member.

### **Article 24    Vacancies**

If and when vacancies occur in the Executive Board and the Audit Committee, the President with the approval of the Executive Board may fill the vacancy for the period of the remaining term.

## *D. AUDIT COMMITTEE*

### **Article 25**

#### **Structure**

The Audit Committee shall consist of two (2) members. Two elected by the General Assembly each year for a term of one (1) year.

#### **Duties and Responsibilities**

Not less than once a year, the Audit Committee checks into the books, records, and itemized expenditure lists of the association. Also the Audit Committee checks to see that all expenditures are in compliance with the decisions of the general assembly and that all expenditures are within the limits of the budget approved by the general assembly. This committee will check and control all financial matters of the organization and submit their findings in the form of a report to the general assembly. The Executive Board will extend help to the Audit Committee in their task and endeavors.

## *E. COMMITTEES*

### **Article 26 Committees**

The Executive Board has the right to form committees to further assist the Board in accomplishing tasks. The Executive Board will elect a chairperson(s) that is an active member(s), and then the chairperson(s) can seek assistance through the use of other active members or individuals outside the membership. Members of the Executive Board can be a part of a committee. The committee can only perform work within the scope of the formed committee as outlined by the Executive Board. The committee can only recommend a decision to the Executive Board. The Executive Board is the only approved governing body that can only accept or reject a committee's recommendation. In addition, the Executive Board can dissolve a committee at any time without any reason after a majority vote within the Executive Board.

## **IV. FINANCIAL FACTS**

### **Article 28    Organization Income**

**Incomes for the Organization are as follows:**

- Annual membership dues
- Donations
- Event / fundraising fees
- Advertising fees
- Sale of items
- Rental fees
- Holdings of the Association
- Grants

### **Article 29    Financial Procedures**

All income receipts will be officially numbered, sealed and itemized. Expenditures should be documented with official invoices.

## **VI. MISCELLANEOUS FACTS**

### **Article 30 Records**

**RECORDS:** The organization keeps the following files and records:

- 1) Membership records
- 2) Executive Board minutes
- 3) Correspondence, incoming and outgoing
- 4) Income and expenditure book
- 5) Other files and records related to the Budget, financial matters and any other supportive documentation of such nature.
- 6) Records of personal properties of the Association and the membership fees book.

The Secretary will be responsible for the records and files concerning the members' listings, minutes, incoming and outgoing correspondence. The Treasurer will be responsible for the keeping of records and files for the rest of the items listed above.

### **Article 31 Record Keeping Term**

All files and records of the Association shall be kept for a minimum of 3 years.

### **Article 32 Status of Non-Members**

Nonmembers can participate in the various activities of the Association. However, membership is encouraged. Nonmembers will be charged a minimum of 20% over the member fee per event. Nonmembers will be charged the non-member fee at any event, unless the non-member(s) is/are from out-of-Clements-Circle-neighborhood and accompanied by a member, and then they will be considered a guest of the member and be entitled to member fees at the event.

### **Article 33 Fiscal Year Period**

The fiscal year for the association begins on April 1<sup>st</sup> and ends on March 31<sup>st</sup>. All budget planning shall extend through such date each year.



### **Article 34 Dissolving Clauses for the Association**

The request for dissolving the association may be made:

- A. Through majority rule of the Executive Board.
- B. Through the written request of 1/4 of the total membership.

Requests with the necessary grounds will be submitted to the Executive Board which in turn will take action by informing the general members in 15 - 30 days, calling a special meeting. The General Assembly can always make a decision in favor of dissolving the Association at any time. However, it is necessary that the members present at the first general assembly meeting for such a decision must constitute 50% of the general membership. The number of members present at the general assembly meeting will not be lower than the number provided that their total number is not less than twice the number of the Active Executive Board Members plus one (1). (2 x Active Board Members + 1). The decisions will be reached through 3/4 majority of the present quorum.

### **Article 35 The Procedure of Dissolving**

If and when a decision is reached to dissolve the Association, a special dissolving committee consisting of at least three members elected by the General Assembly will carry out the business of liquidating the assets and holdings of the Association. In complying with the request of the General Assembly this committee will then transfer deposit funds to specific channels as stated by the General Assembly.

### **Article 36 Amendments of the By-laws and Constitution**

The amendments will be made by the General Assembly. However, in order to make a decision to make these, it is necessary to have the presence of at least nine (9) total paid members. In the second meeting which will take place a week later a quorum shall consist of the number of the attending members; but the number of members present cannot be less than the required number of members as stated under the Article 9B. Decisions made in both meetings will require the 2/3 majority of the present quorum.

### **Article 38 By-Laws & Constitution Reviewed**

The By-laws and Constitution should be reviewed every five (5) years from the last dated revision.

### **Article 37 Temporary Condition**

TEMPORARY CONDITION: The fore-mentioned By-laws and Constitution will become effective after the decision of the General Assembly on the eve of the next working (week) day.