

**FORT MORGAN CIVIC ASSOCIATION, INC.
BYLAWS**

PREAMBLE

The purpose of these rules is to enable members to present, consider, and carry out their business in a manner that is orderly, efficient and fair. There are three sources of rules for the organization, ranked as follows: (1) the Articles of Incorporation, (2) the Bylaws and (3) Roberts Rules of Order Newly Revised, 10th Edition, October 2000.

ARTICLE I – NAME

This organization shall be known as “Fort Morgan Civic Association, Inc.” hereinafter referred to as the Association.

ARTICLE II – PURPOSE

The purpose of the Association is the betterment and promotion of the Fort Morgan community.

ARTICLE III – MEMBERSHIP

Section 1 Regular (voting) Membership in this Association shall be open only to property owners and/or residents in the unincorporated area west of mile 14.7 of the Fort Morgan peninsula. Proof of property ownership or legal residence shall require presentation of a valid identification. In the case of property owners, identification shall be a copy of current tax notice or receipt. Property owner households shall be entitled to only one (1) vote regardless of number of parcels owned. In the case of a residence owned by an Association member but inhabited by a different resident household Association member, the property owner and the tenant household shall be entitled to one vote per household. For residents, identification shall be a current voter’s registration card and/or current Alabama driver’s license indicating the member’s legal domicile address within the Fort Morgan peninsula boundaries as stated above.

Section 2 Associate (non-voting) Membership shall be open to residents of areas outside the Fort Morgan peninsula whose interests coincide with those of the Association including the preservation of the environment and quality of life of the Fort Morgan peninsula.

Section 3 Membership application shall be made by completion of a form provided by the Association and payment of required dues. Dues for the following year shall be determined at the October General Meeting and shall be for the following calendar year January 1st through December 31st.

Section 4 Payment of Regular (voting) Membership dues entitles a member household to one (1) vote. A member household is comprised of Association members living at one physical address. Past year member households paying dues after January 31st and new families joining the Association will have no voting rights until thirty (30) days after payment of dues.

Section 5 Payment of Associate (non-voting) Membership dues entitles the member to attend all member meetings and to receive a monthly newsletter.

ARTICLE IV – OFFICERS

Section 1 The officers of the Association shall be:
President, Vice-President, Secretary, Treasurer

Section 2 Officers shall be elected annually by a majority of the votes cast at the regularly scheduled January General Meeting. The first item on the agenda shall be the elections. Nominations shall be made by a Nominating Committee of three current members elected by the membership at the October general meeting. Nominations also may be made from the floor after announcement of the Nominating Committee's nominee for each of the four offices. Nominations shall not be closed until the general members have an opportunity to nominate candidates from the floor. Each nominee shall be given five (5) minutes to state his or her qualifications and present a platform.

Voting will immediately follow the close of nominations for each office. Outgoing officers shall deliver all records to the respective incoming officers at the conclusion of the meeting.

Section 3 Vacancies occurring in an office before the end of term, with the exception of Section 5 below, shall be filled by election by a majority vote of current members. Such officer shall serve until the end of the unexpired term.

Section 4 Working closely with the Executive Board and general membership, the President shall provide the leadership to develop and accomplish the goals and objectives of the Association as approved by the membership. The President shall preside at meetings of the Association as facilitator through the democratic process and may call special meetings and appoint ad hoc committees.

Section 5 In the absence of the President, the Vice-President shall perform the duties of President. Upon the President's resignation, removal or inability to perform the duties of office, the Vice-President shall become President until the next annual election of officers. The Vice-President shall be responsible for representing the interests of the general membership, for assisting the President in facilitating the democratic process and for carrying out the decisions of the members.

Section 6 The Secretary shall keep, in permanent form: the minutes of the Association and the Executive Board, a list of committees and their members and a record of attendance at all meetings to be provided by the Membership Committee chair. The Secretary also shall conduct the correspondence and maintain the official administrative records of the Association.

Section 7 The Treasurer shall receive all monies, pay all legitimate bills, and prepare a financial report to be submitted at each regular meeting. The Treasurer also shall disburse funds as directed by majority vote of a quorum of members at a scheduled meeting. Amounts of less than two hundred dollars (\$200) for legitimate, receipted expenses shall not require a vote but may be disbursed at the Treasurer's discretion. All checks drawn on the Association account shall bear the signatures of two officers of the Association. The Treasurer shall be responsible for maintaining official financial records of the Association and an alphabetical

roster of members, for ensuring the appropriate and legal disbursement of the Association's funds and for arranging an annual independent accounting review of the Association's financial records.

Section 8 All official Association records shall be available for review by any current member by arrangement with the respective officer. Original Association records shall remain in the possession of the respective officer at all times.

Section 9 An officer may be removed from office only for valid reason supported by objective evidence. Removal shall be an alternative of last resort after personal and written communication by the remainder of the Executive Board have been tried and failed. Valid reasons for removal include, but may not be limited to, failure to perform the duties of the office; improper, illegal or unapproved use of

Association funds; adverse or embarrassing publicity reflecting negatively upon or damaging the Association; taking action on major issues without the approval of a quorum of the Executive Board or prior approval by the majority of members. Any other reason for proposed removal of an officer must be comparable in severity to the preceding reasons.

To propose removal of an officer, a signed petition must be delivered to the Secretary (or the Vice-President, if the Secretary is the subject) containing the signatures of 15% of the current members. Such petition shall clearly state the specific reason(s) for proposed removal. The printed name, signature and legal domicile address of each signer must be visible and legible. The Secretary (or Vice-President) and two members chosen by the membership shall verify the authenticity of signatures on the petition. The intent of the petition shall be placed on the agenda for the next regular meeting or, if time is critical, at a specially called meeting. Notice of such meeting must be published to all current members by electronic or postal mail and on the Association's Web site at least fifteen (15) days before a vote is to be taken. These notices shall contain a reproduction of the petition's intent word for word.

At said meeting, a quorum must be verified by count of current valid voting members. A written copy of the petition shall be handed to each member attending. The person(s) bringing forth the petition shall make its intent clear through a formal motion. The motion must be seconded, discussed and approved by a two-thirds vote in order to carry.

Upon such approval, the affected officer shall immediately turn over any Association documents in his/her possession to the Association Secretary (or Vice-President) and shall resign.

ARTICLE V – EXECUTIVE BOARD

Section 1 The President, Vice-President, Secretary, Treasurer and committee chairpersons shall constitute the Executive Board of which the President and Secretary of the Association shall be chairman and secretary, respectively. The President may from time to time appoint a member to chair an ad hoc committee deemed to be in the interest of the Association. The Executive Board shall propose to the membership those standing committees believed necessary and appropriate.

Section 2 The Executive Board investigates issues affecting the Association and proposes action to be considered by the membership.

Section 3 The membership authorizes the Executive Board to represent the Association on any issues affecting planning and zoning, land use, legal and legislative issues concerning the Peninsula when such actions have been approved by majority vote of current members. Any such actions taken shall be included in the agenda for the next monthly meeting published to all members, reported to members attending the next regular meeting and published in the monthly newsletter. When time is of the essence, the President may call a special meeting by contacting all members through electronic mail or telephone calls.

Section 4 Meetings of the Executive Board shall be held on the first Monday of each month, subject to change. The President may call special meetings as business demands by advising Executive Board members at least three (3) days in advance. Executive Board meetings shall be open to all Association members. Committee Chairs shall notify the members of their committees. Notice of such meetings shall be posted on the Association's Web page at the time they are called. Members without access to the Internet should contact an officer or committee chair on a regular basis to determine the date for special Executive Board meetings.

ARTICLE VI – COMMITTEES

The following shall be the Association's committees. Chairs of committees are voting members of the Executive Board.

Section 1 Standing Committees

Communications Committee

Purpose: To keep the membership informed by the publication of a monthly newsletter and other written communications as deemed necessary and to maintain a list of members' postal and email addresses.

Government Liaison Committee

Purpose: To maintain an ongoing dialogue with the City of Gulf Shores, the Baldwin County Commission and the State of Alabama.

Land Use & Environmental Conservation Committee

Purpose: To closely follow any activities or plans that would impact land use, including planning and zoning, on the Fort Morgan Peninsula; to protect and preserve the unique coastal environment of the Fort Morgan Peninsula.

Legislative Committee

Purpose: To compile information on any governmental activity that would affect the membership and to keep the Association apprised of such actions.

Membership Committee

Purpose: To welcome members to meetings, to recruit and introduce new members, to maintain meeting attendance lists and provide these lists to the Secretary, to coordinate potluck meetings, to communicate with members suffering adverse circumstances, and to notify the membership by telephone of pressing issues when electronic or postal mail will not meet time requirements.

Section 2 Ad Hoc Committees

Bylaws Committee

Purpose: To recommend any changes in the Bylaws that would improve the effectiveness of the Association.

Elections Committee

Purpose: To ensure that proper procedures are followed in annual election of officers by identification of bona fide members, preparation and distribution of ballots, tallying of ballots and other duties as required to ensure an orderly process. Each October the members, by majority vote, shall elect an Elections Committee to oversee elections for the coming year. The first elections committee will draft and propose to the membership a set of detailed election procedures that will apply to succeeding years. Procedures may be revised from time to time by vote of the membership.

Nominating Committee

Purpose: To recruit, solicit and present a slate of viable candidates to the membership for annual election of officers. Each October this committee will be elected by majority vote of current members.

ARTICLE VII – MEETINGS

Section 1 General member meetings shall be held on the second Monday of every month at a place and time approved by majority vote of the membership. The President may call other meetings of the membership, Executive Board, standing or ad hoc committees. Special meetings also may be called by a quorum of the Executive Board or by member petition with ten (10) percent of current voting members' signatures. Any special called meeting of the total membership must be publicized by electronic mail, postal mail or telephone communication as well as posted on the Association's Web site.

Section 2 A tentative agenda for monthly membership meetings shall be published in the monthly newsletter to be sent to all members by electronic or postal mail at least ten (10) days in advance of the meeting. Members may recommend to the Executive Board additional agenda items for inclusion in the newsletter.

ARTICLE VIII – VOTING AND QUORUM

A quorum is required to conduct official business and to make decisions representing the interests and approval of the membership.

Section 1 When a quorum of voting members is present, a simple majority vote of members present at a regular or special scheduled meeting shall decide any issue that has been proposed, moved, seconded and discussed. Major issues and items of vital interest to the membership must have been included in a tentative agenda published to all members prior to each meeting (see Article VII, Section 2).

Section 2 Past-year members whose dues are paid after January 31st and new members will have no voting rights until thirty (30) days after payment of dues. Each member household

is entitled to one (1) vote. (See Article III, Section 3.)

Section 3 Five percent (5%) of all current voting members shall represent a quorum at a regular meeting or at a special scheduled meeting unless otherwise stipulated in the bylaws.

Section 4 A majority of the Executive Board members shall constitute a quorum.

ARTICLE IX – FISCAL YEAR

The fiscal year shall be from January 1st through December 31st.

ARTICLE X – AMENDMENTS

Proposed amendments to these bylaws shall be published to all members at their last known address by postal or electronic mail at least thirty (30) days before the vote. Bylaws then may be amended by a two-thirds vote of current voting members at a meeting at which a quorum is present.

ARTICLE XI – PARLIAMENTARY AUTHORITY

Section 1 The President shall appoint a Parliamentarian to advise the members concerning matters of parliamentary procedure. The Parliamentarian shall serve the same term as the President and may be reappointed. The Parliamentarian shall advise and the President shall rule on parliamentary issues at general member meetings, special meetings and Executive Board meetings.

Section 2 In the event of items not covered in these bylaws, or for interpretation or clarification of these bylaws, Roberts Rules of Order Newly Revised 10th Edition, October 2000, shall be the authority for this Association.

*****LAST ARTICLE*****

Amended by two-thirds vote this eleventh day of April, 2005.

Secretary

Revised April 11, 2005