

FORT MORGAN CIVIC ASSOCIATION, INC. BY-LAWS

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, 12th Edition, 12 September 2020 or newer version.

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 to continually strive to promote the area of Alabama known as Fort Morgan, through actions that provide for a better quality of life for members of the community and ensure the preservation of the unique native environment.

ARTICLE III – MEMBERSHIP

Section 1 - Regular Member: Regular Membership, also known as Voting Membership, in this Association shall be open only to property owners and/or residents in the area known as Baldwin County District 25 which encompasses the Fort Morgan peninsula. A resident is defined as: (1) a person registered and eligible to vote in Baldwin County District 25, or (2) a natural person property owner of a parcel or parcels located in Baldwin County District 25 or (3) a natural person who resides in Baldwin County District 25 a minimum of 6 months per year (i.e. holds a lease or rental agreement documenting this duration) or (4) a legal entity such as a corporation, limited liability company, partnership, trust or similar entity that owns a parcel or parcels of property in Baldwin County District 25 by the appointment of a natural person representative. Legal entities that are owned or operated wholly or in part, by the same persons or common ownership entities may be limited by the executive board, in their sole discretion, to one regular membership without regard to number of parcels owned.

A regular member in good standing is one that is current on the members annual dues and meets the residence, or ownership or voter requirements set forth herein. Regular Members, in good standing, are able to vote during Association meetings on Association matters and for Association Officers. They are also able to stand as a nominee and be voted on to hold any Association Officer Position or Committee Chair position or participate in any capacity within the association. The executive board may require proof of property ownership or legal residence or voter qualification at the time of membership application or membership renewal. Further, the executive board shall review and approve all applications for regular membership to ensure the applicant’s interests coincide with those of the association, to include the preservation of the environment and quality of life of the Fort Morgan peninsula. Approval of an application for membership of a regular member shall be within the sole discretion of the executive board. The executive

broad shall approve the initial applications of all new members, prior to a new member becoming eligible to exercise a vote on any matter. Regular members may renew their membership yearly without prior approval by the timely payment of membership dues. However, if at any time the executive board believes a regular member no longer serves the interest of the Fort Morgan Civic Association, the executive board may revoke their membership for any reason.

Section 2 - Associate Member: Associate Membership, also known as Non-voting Membership, is open to all persons whose interests coincide with those of the Association including the preservation of the environment and quality of life of the Fort Morgan peninsula. The executive board shall review and approve all applications for associate membership to ensure that the applicant's interests coincide with those of the association, to include the preservation of the environment and quality of life of the Fort Morgan peninsula. Approval of an application for membership of an associate member is within the sole discretion of the executive board. Associate members may renew their membership yearly without prior approval of the executive board by the timely payment of membership dues. However, if at any time the executive board believes an associate member no longer serves the interest of the Fort Morgan Civic Association, the executive board may revoke their membership for any reason.

Section 3 - Application for Membership: 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. The executive board shall develop a membership application form.

Section 4 - Payment of Regular Membership Dues: Payment of Regular Membership dues entitles the regular member in good standing to attend all member meetings, and one (1) vote on association matters and officers. Regular members will receive a monthly newsletter electronically.

Section 5 - Payment of Associate Membership Dues: Payment of Associate Membership dues entitles the Associate member to attend all member meetings, and to receive a monthly newsletter electronically.

Section 6 - Change in Status of Residency in District 25 of a Regular Member: If a Regular member in good standing that moves out of District 25 before the end of a membership year, can elect to remain in current Regular membership status until the end of the annual membership cycle (December 31st). This could include retaining full voting status and ability to continue to serve in an Executive Board position (Officer or Committee Chair) if they were in those positions prior to moving out of District 25. The Executive Board retains authority as necessary to determine if it is in the best interest of the Association for the Regular Member with a change in residency to retain their voting status and level of participation (Officer or Committee Chair positions) for the remainder of the annual membership cycle. Temporary change in residency of a regular member as a result of a natural disaster may be reviewed by the executive board that may rule that

said change may not affect membership status for a period not to exceed 12 months after the natural disaster.

ARTICLE IV – OFFICERS

Section 1 - Officers: The officers of the Association shall be: President, Vice-President, Secretary, Treasurer. The President must be a regular member of the Association at the time of the election and must have previous experience as an Association Officer or Committee member. All other officers must be Regular members of the Association at the time of the election. Officers shall be elected for a term of one year but if for any reason an election is not held as set forth in these by-laws the current officers may remain in their office until the next election is held. The President may serve up to three consecutive terms. A President that has served three consecutive terms may be nominated and elected to an additional two consecutive terms if the nominating committee is unable to secure the agreement of another party to accept the nomination for President and the nominating committee unanimously nominates the existing president for another term. All other officers may serve consecutive terms without limitations.

Section 2 - Elections: Nominations shall be made by the Nominating Committee during the December meeting. The Nominating Committee will consist of three current regular members elected by the membership during the October meeting (as noted in Article VI Section 2 of these bylaws). The Nominating Committee will use its best efforts to notify all Association members of the nominees during the month of December by publication in the December electronic monthly newsletter and by nominating said nominees during the December General Meeting. Nominations also may be made from the floor after announcement of the nominees for each of the 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. Members shall be notified of the persons nominated at the December meeting for the officer positions in the electronic January monthly newsletter or as otherwise determined appropriate by the executive board. Officers shall be elected annually by a majority of the votes cast at the regularly scheduled General Meeting. The last item on the agenda shall be the elections.

The nominees before the voting occurs during the January meeting will be given the opportunity to restate their qualifications / platforms. The membership in attendance during the next meeting may request nominees to again restate their qualifications / platforms before they cast their votes. All speeches by the nominees shall be limited to five minutes. Once all nominees have had an opportunity to speak voting shall commence pursuant to rules established by the executive board. A simple majority of the Regular Members in attendance at the January meeting will determine the outcome of the officer elections. The outgoing officers will conduct the full next General meeting. At the conclusion of the next General meeting, they will deliver all records from their respective offices to the newly elected incoming officers

Section 3 - Less than full term Office vacancies or lack of nominees for Office(s) during the annual election: Vacancies occurring in an office before the end of term, except for President, shall be filled by election by a majority vote of the Regular members

in attendance at the first Association general meeting that is conducted after the vacancy occurs if a nominee(s) is/ are present. Such officer shall serve until the end of the unexpired term. If a vacancy occurs in the office of President six (6) months or less from the end of the term, the Vice President will assume the role as President until the next annual elections. If the vacancy for President is greater than six (6) months from the end of the term then an election during an Association general meeting will occur if a nominee(s) is/are present any month from February through the June. If there is a lack of nominees for any Office, except President during the annual election or any time during the annual term, nominees will be called for that Office during each subsequent general meeting until a nominee can be voted on (simple majority of Regular members in attendance) or until the next annual election occurs. For the Office of President, if there are no nominees at the January meeting or at each meeting up through the June meeting then the Vice President will execute the duties of President through the end of the term (until the next annual election). If there is a nominee at any meeting from January to June during the general meeting, the nominee will be voted on (simple majority of Regular members in attendance) and if elected will assume the duties of President (from the Vice President) until the next annual election.

Section 4 - President: 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. The President is a voting position entitled to one (1) vote total as the President.

Section 5 - Vice-President: 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 serve as acting President until the next general meeting where a vote for the position of -President will occur if there is/are nominees (as per Section 3 Article IV). 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. The Vice-President is a voting position entitled to one (1) vote total as the Vice-President.

Section 6 - Secretary: The Secretary shall keep, in permanent form: the minutes of the Association and the Executive Board, a list of committees and their members, a record of attendance at all meetings, The Secretary also shall conduct the correspondence and maintain the official administrative records of the Association. The Secretary is a voting position entitled to one (1) vote total as the Secretary.

Section 7 - Treasurer: 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 five hundred one dollars (\$501) for legitimate, receipted expenses shall not require a vote but may be disbursed at the Treasurer's

discretion. The Treasurer shall be responsible for maintaining official financial records of the Association, maintaining a master list of Regular members to verify the validity of any Association votes (including postal and electronic addresses, 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. The Treasurer is a voting position entitled to one (1) vote total as the Treasurer.

Section 8 - Association Records: All official Association records may be made available for review by any current regular member by written request to the President, upon approval by the executive board. Original Association records shall remain in the possession of the current elected officers and may be maintained in electronic format.

Section 9 - Removal of an elected Officer before the end of a term: 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; or any change in residency or property ownership changing their status from Regular to Associate membership. 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 Regular 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 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 - Composition of the Executive Board: The President, Vice-President, Secretary, Treasurer and standing committee chairpersons shall constitute the Executive Board of which the President and Secretary of the Association shall be chairman and

secretary, respectively. The past president and / or vice president can elect to be considered a member of the Executive Board for 1 (one) year following the end of their term. 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 - Executive Board duties: The Executive Board reviews and investigates matters affecting the Association, educates membership of matters affecting the Fort Morgan Area and proposes action to be considered by the membership.

Section 3 - Executive Board Authority: 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 - Executive Board Meetings: Meetings of the Executive Board shall be held as needed, conducted by the President upon notification of the Executive Board members. The President may call Executive Board Meetings as Association business demands by advising Executive Board members in advance. Executive Board meetings shall be open to all Association members. Committee Chairs shall notify the members of their committees as needed to conduct their meetings. Notice of General and Committee meetings shall be posted on the Association's Web page at the time they are called. Executive Board Meetings and Committee Chairs will present the results of their meetings to the next scheduled general meeting after their respective meetings have been conducted. The Executive Board can call an Executive Board Session that is open to Executive Board members only or those additional personnel determined necessary by the Executive Board to attend.

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

Bylaws Committee

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

Purpose: To keep the membership informed by the publication of a monthly newsletter and through updates to the Association website.

Government and Legislative Liaison Committee

Purpose: To maintain an ongoing dialogue with the City of Gulf Shores, the Baldwin County Commission, the State of Alabama and federal agencies as needed. To compile information on any governmental activity that would affect the membership and to keep the Association apprised of such actions.

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.

Membership Committee

Purpose: To maintain a list of members' postal and email addresses (in coordination with the Secretary and Treasurer), 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.

Nominating and Elections Committee

Purpose: To recruit, solicit and present a slate of viable candidates to the membership for annual election of officer and 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 Chair to oversee elections for the coming year. The Committee is recommended to include at least three (3) members total. Procedures may be revised from time to time by vote of the membership.

Section 2 - Ad Hoc Committees – The president shall have the authority/ ability to form Ad Hoc Committees to perform the business of the Association.

ARTICLE VII - ASSOCIATION MEETINGS

Section 1 - General Meetings: General member meetings shall be held monthly, unless otherwise decided by the Executive Board, which at that time the Executive Board shall then decide on a quarterly meeting. General meetings shall be held at a place, date 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 with 7 days of notice to the membership or intended audience. The Executive Board shall hold Executive Board meetings at any time the Executive Board deems necessary by agreeing on a place, date, and time to hold such meeting. Special meetings also may be called by a majority of the Executive Board. Any special called meeting of the total membership must be publicized

by electronic mail, as well as posted on the Association's Web site. Special meetings can be called within 24-48 hours.

Section 2 - Agenda Notification: An agenda for all membership meetings shall be distributed electronically to members at least FIVE (5) days in advance of the meeting. Members may recommend to the Executive Board additional agenda items for inclusion in the agenda at the executive board meeting that is held to prepare the agenda. The executive board will use its best efforts to include all matters to be discussed at the general meeting, however, the executive board upon majority vote or the President may amend the agenda at any time or during the meeting. An agenda shall become final and attached to the meeting minutes at the conclusion of the meeting.

ARTICLE VIII - VOTING AND QUORUM

Section 1 - Quorum Definition: An in-person quorum is required to conduct official business and to make decisions representing the interests and approval of the membership. A quorum is considered the presence of at least two (2) officers and ten (10) Regular members during any Association "meetings" as defined in Article V Section 4 or Article VII of these bylaws. A majority of the Association Officers shall constitute a quorum if no additional Regular members are present during any meeting. The Secretary will confirm the voting status of members in attendance at meetings to ensure only Regular members' votes are counted.

Section 2 - Voting: 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). Voting on Association matters is in person only by Regular members in good standing. There is no absentee, proxy or mail in voting.

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 in attendance at a regularly scheduled general meeting at which a quorum is present.

ARTICLE XI - PARLIAMENTARY AUTHORITY

Section 1 - Parliamentarian: 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 - Parliamentary Procedure Reference: In the event of items not covered in these bylaws, or for interpretation or clarification of these bylaws, Roberts Rules of Order Newly Revised 12th Edition, 12 September 2020, or newer version, shall be the authority for this Association.

ARTICLE XII - POLITICAL ENDORSEMENTS

No member of the Association may endorse or reject in the name of the Association any candidate for political office or any proposition to be balloted upon by the general public and further, that no officer or Executive Board member may use his Association title in endorsing or rejecting any candidate for political office or any proposition to be balloted upon by the general public.

ARTICLE XIII - OPERATING RULES

The executive board shall adopt operating rules as necessary to implement any of the duties or authority given to it herein by a majority vote of the executive board at a regularly scheduled executive board meeting. Said rules may be amended from time to time in the executive board's discretion as needed by a majority vote at a regularly scheduled executive meeting.

ARTICLE XIV - EMERGENCY POWERS OF EXECUTIVE BOARD

In the event that a pandemic, natural disaster or other circumstance prevents the association from holding a meeting to conduct the business of nominations and elections to Office, the executive board is authorized in its sole discretion based upon a majority vote of the executive board to invoke the emergency powers set forth herein and provide an alternate schedule for nominations and elections, at the earliest possible time. The alternate schedule adopted by the executive board shall be published to the membership in the newsletter and/or separate electronic communication and posted on the website.

ARTICLE XV- REVIEW OF ASSOCIATION DOCUMENTS

In the event any member requests to review books and records, the request must be submitted in writing to a member of the Executive Board. The information shall be made available to any approved member of the FMCA, but must be reviewed under the supervision of an Executive Board member. No membership lists, names and addresses of members, or the like will be made available for any other member's inspection for any reason.

*****LAST ARTICLE***** Amended by two-thirds vote this

Joe Emerson
President, FMCA