



Bylaws of Main Street Crestview Association, Inc.

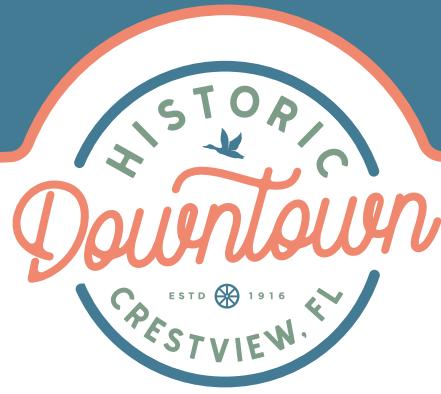
ARTICLE I: Name

SECTION 1. The name of this corporation shall be the Main Street Crestview Association, Inc. (hereafter referred to as the "Association"). The principal office shall be located at 198 North Wilson Street (City Hall/West Wing), Crestview, Florida. Mailing address shall be P.O. Box 364, Crestview, FL 32536. The principal office and mailing address may be changed from time to time by action of the Board of Directors or General Membership.

ARTICLE II: Purpose

SECTION 2. Main Street Crestview Association, Inc. is organized to preserve, maintain and improve the historic downtown district of Crestview, Florida and to educate the general public about the historic significance of the District's architecture, history and culture. The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law) and more specifically:

- a. To promote the historic preservation, protection and use of Crestview's traditional downtown area, on a non-discriminatory basis, including the downtown district's architecture, culture and traditional role as center of civic and social life in the community;
- b. To take remedial action to eliminate the physical, economic, and social deterioration of Crestview's traditional downtown area and thereby promote Crestview's historic preservation and contribute to its community betterment while lessening the burdens of Crestview's government;
- c. To educate the public, disseminate information and promote interest in the preservation, history, culture, architecture and public use of Crestview's traditional downtown area.
- d. To aid, assist, and participate in the activities of other associations, organizations, individuals, and public and private entities that are engaged in similar purposes;
- e. To solicit, receive, and administer funds for educational and charitable purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with another person or corporation and property, real, personal, tangible or intangible, or and any undivided interest therein, without limitation as to the amount of value; to sell, convey or otherwise dispose of any such property and to invest or deal with the principal or the income thereof in such manner as, in the judgment of the Association's Board of Directors or General Membership, will best promote the purposes of the Association without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, by the Bylaws of the Association, or any laws applicable thereto.



ARTICLE III: Limitation of Methods

SECTION 3.1. Main Street Crestview Association, Inc. shall be nonpartisan and nonsectarian, and shall take no part in nor lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for office in the City, County, State or Nation, nor shall any meeting of a political nature be held by or under the control of Main Street Crestview Association, Inc.

SECTION 3.2. No part of the net earnings of the Association shall inure to the benefit of any member of the Association or other private individual except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered herein. None of the property of the Association shall be distributed directly or indirectly to any member of the Association except in the fulfillment of its charitable educational purposes enumerated herein.

ARTICLE IV: Membership

SECTION 4.1. Any person, association, or business having a mutual interest in the history and preservation of the traditional downtown area of Crestview may become a member by filing an application and paying such membership dues as the Board of Directors prescribe. Main Street Crestview Association, Inc. shall be an open and inclusive organization which shall not discriminate on the basis of race, religion, color, creed, national origin or upon any other basis or in any other way, shape, form or means. Each active member shall be entitled to one vote.

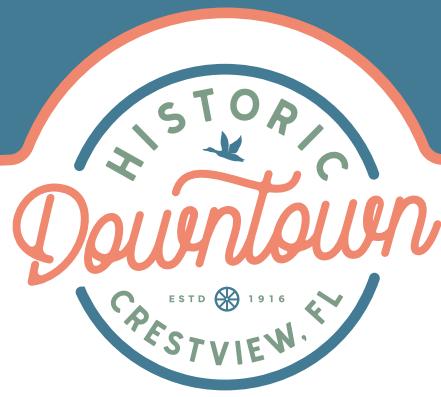
SECTION 4.2. The Board of Directors shall establish membership categories and annual dues, as it deems appropriate. Such establishment of dues shall include method of payment and application procedures. Renewal dues shall be payable annually no later than the ending anniversary date of the prior year membership period.

SECTION 4.3. Membership in good standing shall be automatically conferred upon payment of acceptable dues.

SECTION 4.4: Termination of membership shall be automatic when any member becomes 90 days or more in arrears with dues following a written notice 15 days prior to such termination.

SECTION 4.5. Any member may resign from membership upon giving written notice to the Corporation's President, Secretary, or Executive Director. Members who resign shall not be entitled to any refund of dues paid.

SECTION 4.6. The membership and voting privileges of any Association member shall be suspended when annual renewal membership dues remain unpaid and default is thirty (30) days or more beyond the determined renewal date as reflected on the Association's record of membership.



ARTICLE V: General Membership Meetings

SECTION 5.1. The annual meeting of the General Membership shall be held in May each year for the purpose of electing Board of Director members and Board Officers, as well as transacting such other business as may be properly brought before the General Membership. The time, date and place of the meeting will be designated by the Board of Directors. Notice will be given to all members, by mail or electronic means, not less than five nor more than thirty days before the date of the meeting.

SECTION 5.2. Special meetings of the membership shall be held at any time and place as may be designated upon call of the President or Board of Directors, either at their own request or upon written petition by at least ten active members.

SECTION 5.3. Twenty percent (20%) of the active members of the association shall constitute a quorum for the transaction of business at all meetings of the General Membership.

SECTION 5.4. If a quorum is not present at any called meeting of the General Membership, the Board President or Board of Directors may reschedule a date, time, and place for the meeting of the General Membership.

SECTION 5.5. When a quorum is present at any called meeting of the General Membership, the vote of a majority of the active members, present in person, shall decide any questions brought before such meeting, unless the Articles of Incorporation or these Bylaws require a different vote, in which case such express provisions shall govern and control the decision.

SECTION 5.6. General Membership meeting quorum requirements may be changed from time to time by action of the General Membership at a duly called meeting.

ARTICLE VI: Board of Directors

SECTION 6.1.1. The Association shall be governed by a Board of Directors of not less than nine (9) and not more than nineteen (19) members elected to their positions at the annual meeting of the General Membership. All members of the Board of Directors shall serve as volunteers and shall receive no compensation of any kind for their service on the Board. This provision shall not preclude Board members from receiving reimbursement for funds advanced on behalf of the Association in accordance with the policies and procedures of the organization.

SECTION 6.1.2. The term of office for each Director shall be for one year. Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected. Directors in office may be re-elected for consecutive terms, except that the Immediate Past President's term as a member of the Board of Directors shall commence at the normal termination date of his or her term as President and shall continue to the next annual meeting of the membership thereafter.





SECTION 6.1.3. Any vacancy occurring on the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the current Board of Directors or those qualified to vote and in attendance at a General Membership meeting. A member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 6.1.4. Any Director may resign by submitting a written notice of resignation to the President, Secretary, or Board. Any Director may be removed from office at any time with cause, by the affirmative vote of two thirds of the current Board of Directors or two-thirds of those qualified to vote and in attendance at a General Membership meeting.

SECTION 6.2. A Director's absence from three consecutive Board meetings without an excuse deemed valid and so recorded by the Board of Directors shall be construed as a resignation. A report of absences constituting cause shall be reported by the Secretary to the Board of Directors for appropriate action. Board members deemed in violation of this provision shall be notified in writing and given 15 days to respond in writing to the Secretary. Failure to respond with a valid excuse for absence shall be construed as confirmation of resignation and the subject Board Member's position on the Board shall be vacated. Such a vacancy shall be filled in accordance with the By-Laws.

SECTION 6.3. Fifty-one percent of the current Board of Directors shall constitute a quorum at any meeting. The Board of Directors shall hold regular meetings not less than six times per year. Special meetings may be called by the President or by four or more Directors. Written notice of time, place and agenda for meetings shall be given to each Director either in person, by mail or by electronic means at least five days prior to the meeting date.

SECTION 6.4. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board consent thereto in writing, setting forth the action to be taken, and the writing or writings are filed with the minutes of the proceedings. Such consent shall have the same force and effect as a unanimous vote of the Board.

SECTION 6.5. The policy-making responsibilities of the Association shall be vested in the Board of Directors which shall control its properties, be responsible for its finances, and direct its affairs. The Directors shall not be personally liable for its debts, liabilities, or other obligations.

SECTION 6.6. The Board of Directors shall employ an Executive Director/Program Manager who reports to the Board and is responsible to carry out the day-to-day operations of the Corporation. The direct supervisor of the Executive Director shall be the President of the Board of Directors. Annually, the Executive Committee of the Board of Directors shall review the Executive Director's performance and recommend to the Board of Directors such salary adjustments as deemed necessary and proper.



ARTICLE VII: Officers

SECTION 7.1. The Officers of the Association shall be elected at the Annual General Membership, by the newly elected Board of Directors and shall consist of a President, a Vice President, a Secretary/Treasurer, and such other officers and assistant officers as may be deemed necessary. The President, Vice President, Secretary and Treasurer shall serve as the Association's Executive Committee.

SECTION 7.2. President: The President shall preside at all business meetings, but may, at his or her discretion or with the majority approval at a meeting of the Board of Directors or General Membership, arrange for another officer to preside at other meetings. The President shall perform all duties incidental to this office. He/she shall appoint all committees and shall be an ex officio member of all committees. He/she shall have custody of the Treasurer's Bond if such is required.

SECTION 7.3. Vice President: The Vice President shall act in the absence of the President, and in the absence or disability of the two officers named a member of the Board of Directors shall be chosen to act temporarily. The Vice-President shall have such duties and responsibilities as the President or Board of Directors or General Membership may from time to time prescribe.

SECTION 7.4. Secretary: The Secretary shall record and maintain in good order Minutes of all meetings and all records and correspondence of the Association, and shall send copies of the Minutes of each Board meeting to the President for evaluation and delivery to all members of the Board of Directors. The Secretary shall also have such other duties as may be assigned by the President or Board of Directors.

SECTION 7.5. Treasurer: The Treasurer shall supervise the receipt and disbursement of the funds of the Corporation, and shall ensure that all monies of the Association are deposited in the name of the organization. At least once each month the Treasurer shall make reports to the Board of Directors. The Treasurer shall be responsible for supervising the preparation and filing of any relevant federal or state tax returns and, including but not limited to the annual IRS Form 990 and quarterly 941 reports.

SECTION 7.6. Immediate Past President: The Immediate Past-President shall serve as an ex officio member of the Board of Directors and shall act in an advisory capacity to the President and to the Board of Directors.

SECTION 7.7: Temporary officers: In case of the absence or disability of any Officer of the Association and of any person authorized to act in his or her place during such periods of absence or disability, the President may from time to time delegate the powers and duties of such officer to any other officer or any other member.



ARTICLE VIII: Committees

SECTION 8.1. The Board of Directors shall authorize and define the powers and duties of all committees.

SECTION 8.2. The President shall appoint all committees and the respective committee chairs. Members of committees need not be members of the Board of Directors.

SECTION 8.3. The Executive Committee shall be composed of the President, Vice President, Secretary, and Treasurer. The Executive Committee shall act on behalf of the full Board of Directors when the Board is not in session and shall be accountable to the Board for all its actions. Its duties shall include recommending policy, providing guidance and leadership to the Board of Directors, executing duties of staffing the organization, and providing general oversight and annual performance review of the Executive Director/Program Manager.

SECTION 8.4. In addition to the Executive Committee, the following Committees shall be standing committees of the Association:

- a. Organization (Committee duties fulfilled by the Executive Committee).
- b. Promotion
- c. Design
- d. Economic Vitality

SECTION 8.5. The Executive Committee may appoint additional committees to address needs such as they arise. Association members may serve on more than one committee.

ARTICLE IX: Directors and Officers Elections

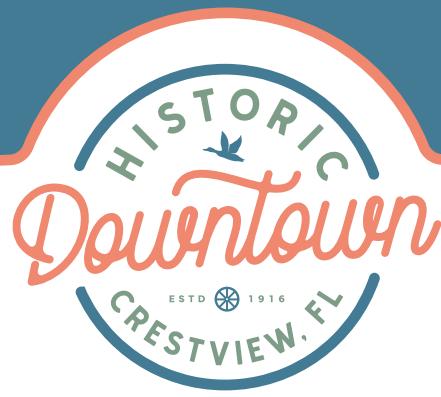
SECTION 9.1. A Nominating Committee of not less than three (3) members shall be appointed by the President at least 60 days prior to the Annual General Membership meeting. It shall be the duty of the Nominating Committee to nominate from the members of the Association, at least nine (9) candidates. The Nominating Committee will verify each candidate's willingness to serve and verify they are members in good standing (dues paid up by the first day of the month prior to the month of the Annual General Membership meeting).

SECTION 9.2. No later than the five (5) days prior to the Annual General Membership Meeting Association members will have a sample ballot of candidates for election emailed to them.

SECTION 9.3. Nominated candidates for the Board of Directors shall be elected by an affirmative vote of the majority of the General Members present at the Annual General Membership meeting or by written consent.

SECTION 9.4. At the conclusion of the election for the Board of Directors, the newly elected Board Members will nominate and elect the four Officers of the Board: President, Vice President, Secretary, and Treasurer. All Officers shall be elected by a majority of the eligible voting Board Members present in person.





SECTION 9.5. Ref: MSCA Election Procedures for election details and procedures.

ARTICLE X: Executive Director/Program Manager

SECTION 10.1. The Association shall have an Executive Director/Program Manager who shall be the administrative officer responsible for coordinating the daily operations and management of the Association and shall have primary responsibility for the implementation of the Association's policies and projects and such other duties as the Board of Directors or Executive Committee may determine. The Executive Director/Program Manager shall be a non-voting member of the Board of Directors and will report directly to the Board President. The Executive Director/Program Manager shall be present at all meetings of the Board of Directors except when excused by the President or other Executive Board officer.

ARTICLE IX: Finances

SECTION 9.1. The Board of Directors shall adopt a program budget for the following fiscal year at least 30 days before the start of that fiscal year.

SECTION 9.2. Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other matter, all checks, drafts, and other instruments for the payment of money of \$500.00 or more and all instruments of transfer of securities shall be signed in the name and on behalf of the Association by the President and the Treasurer. The President or Treasurer shall be authorized without additional approval of the Board of Directors, to issue checks, drafts, and other instruments for the payment of money disbursements up to \$500.00 if the expense is provided for in the budget or otherwise approved by Board action. The Treasurer shall review all disbursements.

SECTION 9.3. A member of the Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purpose of the Association. Any member of the Board of Directors accepting such gift shall report the donation to a member of the Executive Committee within 24 hours of its receipt. Prior to the end of the calendar year, the President or Executive Director shall provide formal donation receipt letters to all donors of gifts valued at greater than \$250 for the IRS tax records.

SECTION 9.4. The Board may periodically review and revise the approved budget as deemed necessary. The Treasurer or Executive Director shall provide the Board of Directors with a monthly Profit and Loss Report, Budget Performance Report and Balance Sheet to document the Association's financial position. In addition, an annual balance sheet detailing the Corporation's financial condition shall be provided to the Board of Directors within 90 days of the close of each fiscal year.





ARTICLE X: Fiscal Year

SECTION 10.1. The fiscal year of the Association shall coincide with the calendar year.

ARTICLE XI: Parliamentary Procedure

SECTION 11.1. The proceedings of the Board meetings shall be governed by and conducted according to the latest edition of Roberts' Rules of Order Newly Revised.

ARTICLE XII: Bylaws

SECTION 12.1. These bylaws may be amended or altered by a two-thirds vote of those Board members present at any regular or special meeting of the Board of Directors, provided notice of the proposed change shall have been mailed by the Secretary or Executive Director to each Board member not less than ten days prior to such meeting. No such amendment shall be taken if it would in any way adversely affect the Association's qualifications as a 501(c)(3) organization under the Internal Revenue Code.

These Bylaws of Main Street Crestview Association, Inc. were approved by a quorum vote of the Board of Directors present at a duly called Board meeting in 2017