

**BYLAWS OF THE
ROYAL OAK COMMUNITY ALLIANCE, INC.
Approved February 9, 2017**

ARTICLE I. NAME, LOCATION, AND FISCAL YEAR

- Section 1. The name of the organization shall be the Royal Oak Community Alliance, Inc. (aka ROCA), referred to hereinafter as ROCA.
- Section 2. The location of the ROCA shall be Titusville, Florida, and/or such localities as may be determined suitable by the Board of Directors.
- Section 3. The fiscal year of the ROCA shall be January 1 – December 31.

ARTICLE II. PURPOSE AND OBJECTIVES

- Section 1. This Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax codes). No part of any net earnings shall inure to the benefit of any member, director, or officer. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.
- Section 2. ROCA shall sponsor, promote, and support the development of community-related activities throughout Titusville and specifically in the Royal Oak Community to encourage participation in and appreciation of the Royal Oak Subdivision and the Titusville community. The Alliance will act as the focal point for neighborhood activities, analyzing area resources and physical needs, developing long range plans for the community, and supporting activities to coordinate actions and promote programs of safety, aesthetics, and quality of life beneficial to the residents, the public, and visitors to the area.
- Section 3. The ROCA objectives are to improve the quality of life in Titusville's Royal Oak community and to provide its members with a strong community voice in local matters. Actions taken to support these objectives shall include but not be limited to:
- a. Create, operate, and maintain suitable forums for the development, beautification, enjoyment, and general welfare of the Royal Oak Community.
 - b. Implement and maintain programs for the benefit of ROCA members and neighboring areas with common interests to include but not be limited to:
 - (1) Communicating activities, plans, and events in areas of interest to the general Royal Oak Community.
 - (2) Maintaining affiliations and formal relationships for liaison services to and information exchanges with local government, formal homeowner and condominium organizations, and other organizations deemed important to the wellbeing of the Royal Oak Community.
 - (3) Acquiring services, real property, and assets on behalf of the community when needed for maintaining common areas such as entryways to the Royal Oak area, as well as preserving the values, appearance, and general functionality of the community and surrounding areas.

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ARTICLE III. MEMBERSHIP

- Section 1. Membership is available to anyone holding property or residing in the Royal Oak Subdivision, its neighboring community, and any adjacent land or water that is linked to the Royal Oak area by a government agency or other legal entity.
- Section 2. Membership comprises two classes: (1) Households and (2) Affiliates. Eligible candidates for each class may become members by paying the annual dues set by the Board.
- **Households** are homeowners, renters, or others living in the area, including members of HOAs and COAs who choose to join ROCA. As many people per household as wish may join. Each household is entitled to one vote per paid member in any ROCA general meeting, and proxy votes are permitted as long as a written notice (mail or email) is given 24 hours in advance. Household members may serve on the Board of Directors if elected to do so, but no two people from the same household may serve on the Board at the same time. Household dues are currently \$20 per voting person per year.
 - **Affiliates** are Homeowner Associations (HOAs) and Condominium Associations (COAs) adjacent to Royal Oak Subdivision that join ROCA on behalf of their residents by paying the annual dues set by the ROCA Board. Affiliate associations are entitled to one member per association with one vote in any general meeting. Proxy votes are not permitted. Affiliates each designate a representative to serve on the ROCA Affiliate Advisory Committee (AAC). One representative of the AAC chosen by the AAC has a voting seat on the ROCA Board of Directors. Affiliate dues are currently \$100 per year.

ARTICLE IV. BOARD OF DIRECTORS

- Section 1. The governing body of the ROCA shall be the Board of Directors. The Board of Directors shall be responsible for the overall supervision, control and direction of the affairs of the ROCA. The Board shall consist of not less than five (5) or more than fifteen (15) members from the general membership, a majority of which must be individuals who are residents of the Royal Oak Subdivision. The representative of the AAC has one voting seat on the Board of Directors.
- Section 2. The term of office for Board members (Directors) shall be three (3) years with the terms staggered in thirds so that continuity can occur. Nominations for Directors of the ROCA to fill prospective vacancies shall be made by a committee composed of members of the ROCA selected by the Board of Directors. New Board Directors shall be determined through election by a majority of the general membership present at the ROCA Annual meeting from those candidates recommended by the Nominations committee and any individual nominated/accepted from the floor. Directors may serve no more than two consecutive three-year terms. Those who have served their limit as a Board Director will have their eligibility restored after one year off the Board.
- Section 3. At any meeting of the Board, one half of the current Directors shall constitute a quorum for the transaction of the business and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present.

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- Section 4. Regular meetings of the Board shall be held at a time and place as determined by the Board.
- Section 5. Special meetings of the Board may be called by the President or any two (2) Directors.
- Section 6. Notice of all meetings of the Board shall be sent at least five (5) working days before the meeting is held. The notice may be waived by mutual consent of the Board in case of emergencies.
- Section 7. Voting rights of a Director shall not be delegated to another or exercised by proxy.
- Section 8. Action of the Board may be taken without a meeting through the use of telephonic conferences or email/mail ballot, provided that a written report is made and recorded in the minutes to be approved at the next regular meeting of the Board.
- Section 9. To meet the routine business of the ROCA, the Board may delegate such powers to the Executive Committee from time to time that the Board determines may be desirable or necessary. The Executive Committee shall include the four officers: President, Vice President, Secretary, and Treasurer, and any additional members deemed necessary by the Board.
- Section 9. If the office of any Director becomes vacant, a person to serve out the remainder of the unexpired term may be selected from the general membership by the Board of Directors. The Board of Directors may in its discretion, by affirmative vote of a majority of its members, remove any Director for cause.
- Section 10. Directors shall not receive compensation for their services, but the Board may authorize fair and reasonable reimbursement of expenses incurred in the performance of their duties.
- Section 11. The Board is empowered to engage such expertise as may be required for ROCA operations, including, for example, accounting assistance or information management services, provided that no contracts may be executed nor paid services obtained from ROCA Members or Affiliate Organizations.

ARTICLE V. OFFICERS

- Section 1. Officers of the ROCA Board shall be a President, Vice President, Treasurer, and Secretary. One person may hold two positions, except those of President and Treasurer.
- Section 2. The officers shall be elected by the Board from among the Directors of the Board and shall constitute the Executive Committee. Following the election of the new Directors, new Board officers shall be chosen by the Board. The newly elected officers shall take office at the close of that meeting for a term of one year. The Board may in its discretion, by affirmative vote of a majority of its members, remove any officer for cause. Any officer so removed may, at the discretion of the Board, continue to serve on the Board.

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ARTICLE VI. DUTIES OF OFFICERS

- Section 1. The officers shall perform such duties as are described in these bylaws and others as may be assigned them by the Board of Directors.
- Section 2. **The President** shall preside over all meetings of the organization and shall perform such other duties as usually pertain to the Office of Chief Executive. He/she may recommend that the Board appoint standing and special committees as may be deemed necessary for the best interest of the ROCA. The President shall make a report, either orally or in writing, at each meeting of the Board and shall also make a report at each meeting of the general membership. The president shall be the primary signatory on any document that has the effect of binding the ROCA legally.
- Section 3. **The Vice President** shall, in the absence of the President, preside at all meetings of the organization and shall also perform such other duties as usually pertain to that office, or as may be assigned by the President, including his/her signature authority during his/her absence.
- Section 4. **The Treasurer** shall receive all funds paid to this organization, shall deposit the same in the official depositories, and shall disburse the same on the order of the Board of Directors. He/she shall be the primary signatory for all checks and shall maintain records of all receipts and disbursements. His/her accounts and books shall at all times be open to the inspection of the Board of Directors and any authorized auditors. He/she shall make a monthly report to the Board of Directors, and report at the annual meeting and at such other times as the Board may require. The Treasurer shall submit such reports to the IRS as are required to maintain the tax exempt status of ROCA as a 501(c)3 charitable organization.
- Section 5. **The Secretary** shall keep, or cause to be kept and retained, records of the attendance and agendas and minutes of the meetings of this organization's Board of Directors. He/she shall submit to the proper officials and committees, all communications received. He/she shall submit a report to the annual meeting of this organization and at such other times as the Board may require. He/she shall also perform duties normally assigned to a Secretary, including maintaining records of all official correspondence. The Secretary shall keep, or cause to be kept, a membership register, showing the names of the members, their addresses, and their member status. The Secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board of Directors required by the bylaws.

ARTICLE VII. COMMITTEES

- Section 1. **Membership Committee.** The Membership Committee shall be a standing committee appointed annually by the Board. The members of the committee may be appointed from the Board of Directors or the general membership and shall elect the chair from among themselves. This committee shall have the responsibility to maintain the required membership lists and shall lead the efforts to recruit new members and to retain current members of the ROCA.

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- Section 2. **Nominations Committee.** The Nominations Committee shall be a standing committee appointed annually by the Board. The members of the committee may be appointed from the Board of Directors or the general membership and shall elect the chair from among themselves. This committee shall have the responsibility to annually recruit, and present to the Board of Directors nominees for a new class of directors and a slate of officers for election by the board. This committee will also be responsible to nominate general members to fill vacancies that occur between elections.
- Section 3. **Affiliate Advisory Committee.** The Affiliate Advisory Committee shall be a standing committee of the Board of Directors comprising one representative selected annually by each of the then-current ROCA Affiliate Organizations. This committee shall, when requested by the Board, meet and deliberate to provide expertise and advisory input to the Board of Directors as may be appropriate for ongoing activities, special events, upcoming decisions, plans, and general areas of interest to the Royal Oak community and surrounding area. The Affiliate Advisory Committee shall send a representative to each meeting of the Board of Directors to serve in an advisory and liaison role for both groups. The representative of the AAC has one voting seat on the Board of Directors.
- Section 4. **Additional Assignments:** Additional standing or ad hoc committees, task forces, and individual assignments may be appointed by the Board as needed to accomplish the goals of the ROCA
- Section 5. **Committee Operations:** A member of the Board of Directors shall be an ex officio member of each committee and task force to provide liaison and oversight as needed.

ARTICLE VIII. GENERAL PROVISIONS

- Section 1. Unless otherwise ordered by the Board of Directors, the ROCA shall meet at least once a year at a place and time to be designated by the Board of Directors to conduct any activities as may be deemed appropriate by the Board.
- Section 2. The President, and in his/her absence the Vice President, is authorized to sign any documents that have the effect of binding the ROCA legally. This authority may not be delegated.
- Section 3. The Treasurer, and in his/her absence the President, is authorized to sign checks for the expenditure of the funds of the ROCA. This authority may not be delegated.
- Section 4. An annual audit will be performed to confirm appropriate, accurate records and suitable controls for all finances as required to meet the IRS requirements for a 501(c)3 charitable organization. Records of all audits shall be maintained permanently.

ARTICLE IX. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of ROBERT'S RULES OF ORDER shall govern the ROCA on any point not covered by these bylaw.

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ARTICLE X. AMENDMENTS TO THE BYLAWS

The bylaws may be amended or repealed by a two-thirds vote of the Directors of the Board.

ARTICLE XI. DISSOLUTION

If the Board of Directors determines by two-thirds (2/3) vote that the Royal Oak Community Alliance, Inc. should be dissolved as a nonprofit organization under Florida laws, all assets and property held by it, whether in trust or otherwise, shall, after payment of its liabilities, be paid over to an organization which itself has similar purposes and has established an appropriate tax exempt status under Section 501(c)(3) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.

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REVISION HISTORY

1. The original Articles of Incorporation for the Royal Oak Civic Association were approved on November 16, 1967. Available records do not include a copy of the bylaws.
2. The Constitution and Bylaws immediately preceding this version are dated January 2006.
3. Amended Articles of Incorporation and a name change to Royal Oak Community Alliance, Inc. were submitted on January 29th and processed by the State of Florida Division of Corporations on February 3, 2017. IRS Employer Identification Number (EIN) 81-5280017 was obtained on February 8, 2017, and an application for recognition as a 501(c)3 tax exempt charitable organization was filed on that date, requiring a revision of the bylaws to provide appropriate language for operations under this new structure. These bylaws were approved by the ROCA Board of Directors on February 9, 2017.