



# **CITIZENS' CRIME WATCH**

of Pembroke Pines, Florida, Inc.

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in cooperation with the

**Pembroke Pines Police Department**

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## **BYLAWS**

### **CITIZENS' CRIME WATCH OF PEMBROKE PINES, FLORIDA, INC.**

**REVISED: 24 JANUARY 2005**

#### **ARTICLE I**

##### **NAME**

1.01 The name of the corporation shall be known as CITIZENS' CRIME WATCH OF PEMBROKE PINES, FLORIDA, INC.

#### **ARTICLE II**

##### **OBJECTIVES**

2.01 The objectives of this corporation are to establish a not for profit corporation under Chapter 617 of the Florida Statutes and to carry out, on a non-political and non-partisan basis, the purposes of the corporation as stated hereafter.

2.02 This corporation is organized for the purpose of creating and maintaining a citizens' mutual assistance crime prevention program with local law enforcement agencies and for other purposes which similar corporations may be organized under the laws of Florida. The Articles of Incorporation may be amended from time to time.

#### **ARTICLE III**

##### **DURATION**

3.01 The period of duration for this corporation is perpetual.

3.02 Upon dissolution of Citizens' Crime Watch of Pembroke Pines, Florida, Inc., all assets of the corporation shall become the property of the city of Pembroke Pines, Florida. It is recommended they be used for the purpose of crime prevention.

#### **ARTICLE IV**

##### **MEMBERSHIP**

4.01 There shall be three (3) classifications of membership in the corporation:

1. Regular membership
2. Honorary membership
3. Liaison membership

4.02 Regular membership in the corporation shall be open to all persons who are at least 18 years of age and are residents of Pembroke Pines, and to one representative of any business - firm, sole proprietorship, partnership, corporation, trust, association, etc. – which is located and operates in Pembroke Pines. The persons and businesses must be in good standing with the city and must be interested in furthering the objectives of the corporation.

4.03 Honorary membership in the corporation may be conferred upon any person or any corporation, firm, trust or other similar organizations by resolution of the Board of Directors. An honorary member shall NOT be entitled to vote at any meeting of the corporation.

4.04 Liaison membership in the corporation may be conferred upon any person or any corporation, firm, trust or other similar organizations by resolution of the Board of Directors. A liaison member shall NOT be entitled to vote at any meeting of the corporation. Liaison membership entitles the represented entity to have one representative attend any meeting of the corporation. For example, the Pembroke Pines Police Department is entitled to have a representative attend meetings.

4.05 A membership listing of name, residence address and all pertinent telephone numbers and E-mail addresses for the corporation shall be maintained by and in the custody of the Director of Crime Watch. Said membership listing shall at no time leave the custody of the Director of Crime Watch, unless authorized by a majority approval of the Board of Directors.

### **NOMINATIONS AND ELECTIONS**

4.05 Public notice shall be given to the regular members of upcoming Board of Directors' elections at the annual meeting by way of the *Inside News* newsletter or a local newspaper circulated in Pembroke Pines. Notice shall include:

1. Requests for resumes from regular members who are interested in Board membership
2. Deadline for receipt of said resumes.
3. Date, time and place of the annual meeting.

4.06 At the August regular meeting the president shall appoint a Chairperson from the Board of Directors who shall be responsible to form a Nominating Committee prior to September 1. The Chairperson shall then appoint not less than three (3) and not more than five (5) members from the Board of Directors to serve on the committee.

4.07 The Nominating Committee will gather the requests for nomination as a Director to establish a slate. All those who apply must be persons and regular members of this corporation. The Nominating Committee shall present their slate of nominees to the Board of Directors at the regular September meeting.

4.08 The annual meeting of the regular members of the corporation shall be held during the month of October each year at a time and place designated by the Board of Directors. At the annual meeting the presence of at least seven ( 7 ) regular members in person shall constitute a quorum for all purposes. Directors shall be elected by the greatest plurality of votes to the extent that vacancies are available. Proxy votes will not be allowed. Election, financial and progress reports will be given at the annual meeting.

4.09 Any Director may be elected to succeed himself or herself.

4.10 At the first meeting of the new Board of Directors of the corporation, the board members shall vote for the President and Secretary to serve for the ensuing two ( 2 ) years and the Vice-President and Treasurer to serve for the ensuing one ( 1 ) year. Thereafter, the board members, at the regular meeting in October immediately following the annual meeting, shall vote for the officers to serve for a term of two ( 2 ) years commencing at the October meeting. The President and Secretary elections will be held in the odd numbered years and the Vice President and Treasurer elections will be held in the even numbered years. Officers then shall serve for two ( 2 ) years and not be subject to nomination or election as a Director during their terms.

Proxy votes will not be allowed.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

5.01 All corporate power shall be vested in the Board of Directors which shall manage the affairs of the corporation. The Board of Directors shall consist of the four (4) Officers and the remaining elected Directors. The Board shall never be composed of less than seven (7) nor more than twenty (20) persons.

5.02 A Director shall serve for one (1) year, with the exception of those Directors serving as two year Officers.

5.03 The Board of Directors shall hold monthly regular meetings on a day, time, and place designated by the Board of Directors. The Secretary shall notify each Officer and Director of the day, time, and place of each monthly regular meeting at least one (1) week prior to the date of the meeting. A quorum shall consist of one (1) Officer plus 25% of the current board. In the absence of the President, the Vice President, then Secretary, then Treasurer may preside.

5.04 A special meeting of the Board of Directors may be called with at least one (1) day's written notice by the President or by one-third (1/3) of the members of the Board of Directors.

5.05 Attendance at all meetings of the Board of Directors shall be mandatory. Only the President may excuse an Officer or Director from attendance. The Secretary shall maintain a record of all absences.

5.06 After three (3) consecutive absences by any Officer or Director during the fiscal year (01 October – 30 September), the Board of Directors, following the third absence, may, during the regular meeting that the third absence occurs, raise the question whether or not a motion to remove such Officer or Director should be made at the next regular meeting.

5.07 Per paragraph 5.06 or for good cause shown, any Officer or Director may be removed from the Board of Directors by a vote of a majority of those present at a regular meeting of the Board of Directors. The Secretary shall notify such person in writing and with at least seven (7) days written notice before such regular meeting that a motion to remove him or her will be made and, if such Director is present, he or she shall be given an opportunity to be heard at such meeting prior to the vote for his or her removal.

5.08 The Board of Directors may appoint a regular member to fill any vacancy that may occur on the Board of Directors. For purposes of the foregoing sentence, a vacancy may occur by reason of death, resignation or removal of a Director by the Board. This appointment will be valid through the term of the replaced Director.

## **ARTICLE VI**

### **OFFICERS**

6.01 Officers of the Corporation will be as follows:

PRESIDENT  
VICE PRESIDENT  
SECRETARY  
TREASURER

6.02 An Officer must have been a Board of Directors' member for a period of at least one (1) year prior to nomination for the position. Any officer may be elected to succeed himself.

6.03 The PRESIDENT shall be the Chief Executive Officer of the Corporation. The President shall preside at all meetings of the membership and at all Board of Directors' meetings. The President shall present at each annual meeting of the membership of the corporation a report on the condition of the corporation including a summary of its projects, both completed and in progress, as of the date of the annual meeting. The President

shall oversee the activities of all other officers, committee chairpersons and employees.

6.04 The VICE PRESIDENT shall act as the Chief Executive Officer of the Corporation in the absence of the President. The Vice President shall perform such other duties as shall be assigned him by the President and the Board of Directors.

6.05 The SECRETARY shall record the minutes of the Board of Directors and meetings of the membership and shall maintain custody of all records of official meetings of the Corporation, including attendance records.

6.06 The TREASURER shall have charge of the financial records and accounts of the Corporation and shall have custody of and be accountable to the Board of Directors for all monies and other property of the Corporation. He/she shall prepare and deliver to the Board of Directors monthly statements of the financial condition of the corporation, and shall disperse corporate funds in accordance with the procedures established by the Board of Directors. Financial records shall be kept by the Treasurer and shall be reviewed by an independent accounting service at the end of the tax year, which is December 31.

6.07 An individual Board member may hold a dual office of Secretary/Treasurer, if necessary, with the combined duties as outlined in paragraphs 6.05 and 6.06 above. The term of office for the dual office of Secretary/Treasurer shall be governed by paragraph 4.11 as it applies to the term of office for Secretary.

6.08 The Board of Directors may appoint a current Director to fill any Officer position that is vacated. For purposes of the foregoing sentence, a vacancy may occur by reason of death, resignation or removal of an Officer by the Board. This appointment will be valid through the term of the replaced Officer.

## **ARTICLE VII**

### **COMMITTEES**

7.01 The Corporation shall have no standing committees. The President will designate temporary committees as needed

## **ARTICLE VIII**

### **NON-OFFICER VOLUNTEER FUNCTIONS**

8.01 In addition to the officers established in the Articles of Incorporation and these By-Laws, the Corporation may have the following non-officer volunteer functions:

1. ZONE COORDINATORS, appointed by the Director of Crime Watch, shall supervise the Crime Watch activities of the Corporation within a geographical area to be defined by the Board of Directors.

2. AREA COORDINATORS may be appointed by Zone Coordinators, with the approval of the Director of Crime Watch, and shall supervise Crime Watch activities of the Corporation in an area as specified by the Board of Directors.

3. BLOCK CAPTAINS may be appointed by Area Coordinators, with the approval of the Director of Crime Watch, and shall supervise Crime Watch activities of the Corporation in an area defined by the Board of Directors.

## **ARTICLE IX**

### **PAID EMPLOYEES**

9.01 EXECUTIVE DIRECTOR OF CRIME WATCH, reporting directly to the Board of Directors, will supervise and oversee all aspects of Crime Watch including programs, program development, training and development, and personnel.

9.02 ASSISTANT TO THE EXECUTIVE DIRECTOR, under the supervision of the Executive Director of

Crime Watch, assists with all programs, including a Block Captain Training Program, fund raising, Public Relations and performs other duties as assigned.

9.03 MERCHANT COORDINATOR, under the supervision of the Executive Director of Crime Watch, liaisons with the merchants, promotes the Merchant Crime Watch program, and performs other duties as assigned.

9.04 CRIME REPORTER, under the supervision of the Executive Director of Crime Watch, records crimes as submitted by the police department, reports these crimes to the Block Captains and other appropriate members by telephone or e-mail, and performs other duties as assigned.

9.05 Job evaluations shall be made annually by the Board of Directors with the direct input of job performance by the Executive Director of Crime Watch in the month that the employee assumed his/her current position.

9.06 The Executive Director of Crime Watch may hire employees. The Executive Director of Crime Watch, with the approval of the Board of Directors may terminate employees.

9.07 At any regular or special Board of Directors' meeting, the Board may consider removal of the Executive Director of Crime Watch for good cause. The Executive Director of Crime Watch will have the right to address the Board at the next regular meeting. The Board of Directors, with a majority present, may vote to dismiss the Executive Director of Crime Watch.

## **ARTICLE X**

### **AMENDMENTS OF THESE BYLAWS**

10.01 These Bylaws may be amended or revised by a majority of the Board of Directors at a regular meeting. The Bylaws shall not be amended unless notice is given at least one (1) week before the regular meeting.

### **CERTIFICATE OF ADOPTION**

The undersigned, as Secretary of Citizens' Crime Watch of Pembroke Pines, Florida, Inc. hereby certifies that the foregoing were duly adopted as the Bylaws of the Corporation at a regular meeting of the Board of Directors of the Corporation held on 24 January 2005.

Gloria Glasser  
Secretary / Treasurer