

INDIAN ROCKS BEACH HOMEOWNERS ASSOCIATION, INC

Pinellas County, Florida
Bylaws adopted May 2009

CONSTITUTION AND BY-LAWS

We, the residents, homeowners and property owners of the City of Indian Rocks Beach, Pinellas County, Florida, in order to create an organization that will promote our community for its mutual benefit, enjoyment and welfare, do hereby ordain, declare and establish the following constitution and by-laws.

ARTICLE I
NAME

The name of the Association shall be known as

INDIAN ROCKS BEACH HOMEOWNERS ASSOCIATION, INC.,
A Florida not for profit corporation.

ARTICLE II
PRINCIPLE OFFICE

(ADDRESS)

Indian Rocks Beach Homeowners Association, Inc.
P.O. Box 523
Indian Rocks Beach, Florida

ARTICLE III
PURPOSE

This non-profit corporation is organized exclusively for charitable and educational purposes, which shall promote and enhance the quality of life for the citizens of Indian Rocks Beach, Florida, as specified in Section 501(c)(4) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more

exempt purposes within the meaning of Section 501(c)(4) of the Code. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine.

The objectives of the Association are:

Section 1. Subject to the provisions of Section 3 hereof, to inform, create interest, participate in community affairs and events in Indian Rocks Beach, Florida; to promote, publicize and foster public policies which advance the common good of the Indian Rocks Beach community; to unite residents for the preservation, beautification and enjoyment of the Indian Rocks Beach community.

Section 2. Articles, sections, clauses and provisions contained herein are neither intended nor established as conditions of individual protection but as collective protection for all members. Nothing herein is to be interpreted in such a manner as to be discriminatory against any individual or group of individuals.

Section 3. To perform the services set forth above in such a manner as to exclusively promote and foster charitable and educational purposes, as specified in Section 501(c)(4) of the Internal Revenue Code. The Association shall limit its objectives, purposes and actions to only those which shall qualify and maintain the Association as an exempt organization under section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV **NOMINATING COMMITTEE/ ELECTIONS**

Manner of Elections

Section 1. The President shall appoint a chairman of a Nominating Committee. This chairman may appoint committee members who know the association job requirements and the members who may be considered as likely and willing candidates.

Section 2. At the Annual Meeting, the chairman of the Nominating Committee will report the committee's recommendations as to candidates, who have previously expressed a willingness to serve. The President will entertain a motion for possible other nominations from the members present at the meeting. If there are no opposing nominations, then a motion will be in order to consider the candidates presented by the Nominating Committee as duly elected. Consent of all nominees must be secured before the names can be placed on the ballot. When an opposing slate is presented, a secret ballot shall be held. Those candidates receiving the plurality of the votes cast shall be considered elected.

Section 3. - Installation of Officers & Directors:

1. Newly elected Officers & Directors shall be installed immediately following the election. An installing officer previously secured by the Vice-President shall conduct installation. New

officers shall assume their offices at the adjournment of the meeting.

2. All outgoing officers shall promptly turn over to their successors all records or properties pertaining to their offices.

ARTICLE V **MEMBERSHIP**

Section 1. All residents, homeowners and property owners of the City of Indian Rocks Beach, Florida shall be eligible to become members of this Association by paying dues, submitting a membership application and or subscribing to the Constitution and By-Laws.

Section 2. Membership shall be on a household basis, with each member of the household or property owner entitled to a single vote.

Section 3. Membership in this Association is voluntary and by choice of the residents or property owner of the City of Indian Rocks Beach, Florida.

ARTICLE VI **ANNUAL DUES**

Section 1. Dues, when applicable, are payable annually on April and their amount shall be determined by the Executive Board.

Section 2. If dues are not paid by or at the annual meeting, the member may be notified and taken off the active membership list and placed on the inactive membership lists.

Section 3. Reinstatement can be made upon payment of the current dues.

ARTICLE VII **REVENUE**

Section 1. The revenue of this Association shall be derived from annual dues, donations, events or by other means, subject to and consistent with the charitable purpose and objectives set forth in the Articles of Incorporation and By Laws of the Association, as may be approved by the general membership or the Board of Directors.

Section 2. Funds shall be expended only for the operation of the Association and for the activities involving the community, as directed by the Executive Board or approved by the membership, and subject to and consistent with the charitable purpose and objectives of the Association as set forth in its Articles of Incorporation and By Laws, which shall qualify and maintain the Association as an exempt organization under section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code. Section 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objectives set forth in the Articles of Incorporation and By Laws of the Association.

ARTICLE VIII
OFFICERS and DIRECTORS
TERMS and VACANIES

Section 1. The officers of this association shall be: (a) President (b) Vice-President (c) Secretary (d) Treasurer. The officers shall be elected by the membership at the Annual Meeting for a term of one year and may not hold any publicly elected office during their term. An officer may be removed after missing three boards meetings without prior approval.

Section 2. President: preside at meetings; appoint chairpersons of standing committees; appoint special ad hoc committees; preside at Executive Board meetings; be an ex-officio member of all committees except the Nominating Committee; work in cooperation with and assist the Membership Chairperson; sign checks in the absence of the Treasurer; and perform other duties as may be assigned by the membership or Executive Board.

Section 3. Vice-President: preside at all meetings in the absence of the President; act as Program Chairperson; work in cooperation with and assist the Membership Chairperson; perform other duties as may be assigned by the President or Executive Board.

Section 4. Secretary: keep the minutes of all meetings and inventory of all property; be responsible for and have access to all records belonging to the Association; make these records available to members upon reasonable request; have the primary responsibility of handling all correspondence, except as otherwise provided. Copies of all correspondence, notices, bulletins and other communications are to be dated and kept in chronological order except as otherwise provided; work in cooperation with and assist the Publicity Chairperson.

Section 5. Treasurer. The Treasurer will receive and keep accurate record of all monies received and disbursed by the Association and shall deposit same in checking account with a banking institution as designated by the Executive Board. The Treasurer is authorized to pay all approved bills by check, to sign checks; subject to such regulations as may be imposed by the Executive Board. He shall report receipts and disbursements at each meeting. The records shall be duly examined and verified annually by an auditing committee appointed by the President. In the absence of the Treasurer, checks may be signed by the President or any other Executive Board member designated by the Executive Board subject to such regulations as may be imposed by the Executive Board.

Section 6. Board of Directors: the Board of Directors shall consist of five (5) members minimum. To provide continuity of experience, the term of office shall be two years, with two (2) members elected each year. The immediate past-president shall serve as the fifth member of the Board of Directors. The Executive Board may appoint up to four additional Directors to serve at the pleasure of the board in order to meet the needs and goals of the Association, none of which may hold any publicly elected office. A member of the Board of Directors may be removed after missing three boards meetings without prior approval.

Section 7. The Board shall meet at the call of the president or as they deem necessary. The purpose of the Board of Directors is that of advising or recommending policy to be followed by

the association.

Section 8. Vacancy. In the event of a vacancy in the office of the Vice President, Secretary, Treasurer or Board Member, the President with the approval of the Executive Board will appoint a member qualified to fill the office for the unexpired term.

Section 9 Acting Officer a member of the Board of Directors can serve concurrently as an officer in an acting capacity until a successor is in place.

Section 10 Any Officer or Board Member that misses three consecutive meetings without prior notification of the Executive Board may be replaced. The President with the approval of the Executive Board will appoint a member qualified to fill the vacancy for the unexpired term.

ARTICLE IX **EXECUTIVE BOARD**

Section 1. The Officers and Board of Directors shall constitute the Executive Board.

Section 2. The function of the Executive Board is administrative with power to represent the membership and carry out their mandates. They may investigate and gather information necessary for them to make recommendations pertinent to the welfare of the community. They may do all things, which in their judgment will be of benefit to the community, subject to the limitations imposed in Section 3 below.

Section 3. They shall have no power to obligate financially or commit the Association to any expenditure beyond the earmarked funds in the treasury without the express consent granted by the membership at any legal meeting.

Section 4. Regular Executive Board meetings shall be held bimonthly at a time and place determined by the President. Special meetings of the Executive Board may be called by the President when necessary or by two members of the Executive Board.

Section 5. Quorum: An assembly of five members of the Executive Board shall constitute a quorum.

Section 6. The Executive Board shall appoint an agent to serve as the registered agent with the Secretary of State for the Incorporation of the Association.

Section 7. Rules & Procedures the Executive Board may establish rules and procedures consistent with the Constitution and By Laws

Section 8. No Indian Rocks Beach elected official may be on the Executive Board during their term of office. Any Officer or member of the Board of Directors elected to office during their term must resign from the Executive Board within 30 days of their taking office.

ARTICLE X **COMMITTEES/ STANDING COMMITTEES**

Section 1. Each President is empowered to establish committees and name the respective chairperson thereof as deemed necessary to carry on the activities of the Association. In turn, each committee Chairperson shall have the right to name the members who shall serve on that committee.

Section 2. There shall be a Membership Standing Committee. The Executive Board shall have the power to establish additional standing committees.

Section 3. All outgoing committee, Chairpersons shall turn over to their successors all records and properties pertaining to their committees as soon as successors are appointed.

Section 4. It is desirable that committee chairpersons be named as soon as practicable, but in no event shall the naming of the chairpersons of standing committees be delayed beyond thirty (30) days from the date of the election of the Officers.

Section 5. The officers shall constitute the Executive Committee. The Executive Committee shall meet as deemed necessary

ARTICLE XI **MEETINGS**

Section 1. An annual meeting shall be held at the last meeting before the summer break in the City Auditorium, Indian Rocks Beach, Florida, if possible.

Section 2. There shall be at least four (4) meetings each year and all members shall be notified as to time and place.

Section 3. Special meetings shall be called by the President, upon the request of two (2) members of the Executive Board, or by petition of at least ten (10) members. All members of the Association shall be notified of the time and place of such meetings.

Section 4. Quorum: A quorum consists of ten (10) members,

Section 5. Majority: At any legal meeting, an affirmative vote of the majority of the membership present is necessary to carry any motion duly made and seconded, or to pass affirmatively any resolution or transact any other business that may properly come before said meeting. Proxy votes shall not be cast.

Section 6. Roberts' Parliamentary Rules of Order shall prevail.

ARTICLE XII **AMENDMENTS**

Section 1. The Constitution and By-Laws may be changed as amended by a two-thirds vote of the membership present at the Annual Meeting. Notification of the proposed amendment shall be made to the entire membership in writing and will be the responsibility of the Executive Board.

Section 2. The Constitution and By-Laws, as well as the Articles of Incorporation, may also be

amended by a two-thirds vote of the membership present at a special meeting called by a majority vote of the Executive Board. Notification of such meeting and the proposed amendment shall be provided to all members by mail or publication in a newspaper/circular of local distribution at least 45 days prior to such meeting

ARTICLE XIII **INDEMNITY**

The Homeowner's Association of Indian Rocks Beach, Inc. shall indemnify its Officers and Directors as follows:

Section 1. Every Officer and Director of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of his or her being or having been a Board member, Officer, or Agent of the corporation or is or was serving at the request of the Corporation as a Board member, Officer, or Agent of the Corporation, or any settlement thereof, whether or not he or she is a Board member, Officer, or Agent at the time such expenses are incurred, except in such cases wherein the Board member, Officer, or Agent is adjudged guilty of willful misfeasance or malfeasance in the performance of duties; provided that in the event of a settlement the indemnification herein shall apply only when the Executive Board approves such settlement and reimbursement as being for the best interests of the corporation.

Section 2. The corporation shall indemnify any person who is or was a Board member, Officer, or Agent of the Corporation or is or was serving at the request of the Corporation as Board member, Officer, or Agent of the Corporation, against expenses of suit, litigation or other proceedings, which is specifically permissible under applicable law.

Section 3. The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this article.

ARTICLE XIV **ELIMINATING PERSONAL LIABILITY**

Officers and the Board of Directors shall have no personal liability to the Indian Rocks Beach Homeowners Association, Inc. for damages for breach of fiduciary duty as an Officer or Board member. This provision does not eliminate or limit the liability of an Officer or Board member for acts or omissions, which involve intentional misconduct, fraud, or a knowing violation of law.

ARTICLE XV **CONFLICTS OF INTEREST POLICY**

Section 1. When the Association is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess benefit transaction, the Associate shall abide by the terms of a duly adopted Conflicts of Interest Policy.