

BYLAWS OF THE SOUTH END NEIGHBORHOOD ASSOCIATION, INC.

Article I – Name

The name of the corporation shall be the South End Neighborhood Association, Inc. South End Neighborhood Association, Inc. shall be referred to as the “Association” in these bylaws.

Article II – Organization and Purpose

Section 1. Organization.

The Association is organized as a not for profit corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes. The Association is not organized as a mandatory homeowners’ association under the Florida Statutes.

Section 2. Purpose.

The purpose of the Association shall be to exercise all powers provided by law, the Articles of Incorporation and these bylaws to promote the highest quality of neighborhood and the recreation, health and welfare of the residents of the geographic boundaries shown in Article III.

Article III – Geographic Boundaries

The geographic boundaries of the Association shall consist of and be limited to the boundaries depicted on the map annexed as Exhibit A to these bylaws, also known as the area bounded by Southern Boulevard on the north, the West Palm Beach Canal on the south, the Intracoastal Waterway on the east and the Florida East Coast Railway tracks on the west. Exhibit A is part of these bylaws and is specifically incorporated herein by reference.

Article IV – Place of Business

The general office of the Association shall be located at the home of the President. The mailing address for the Association shall be the Association’s post office box or any other address as designated by the Board of Directors.

Article V – Membership

Section 1. Membership Eligibility.

Membership in the Association shall be voluntary and available to all residential and commercial property owners ~~and~~ or residents and businesses currently residing or operating

~~within the geographic boundaries of the Association. Membership shall be automatic and no assessments shall be collected. Membership shall be evidenced by recording the names and addresses of all members on a directory to be maintained by the Treasurer of the Association.~~

Section 2. Regular Voting Members

Residential property owners, commercial property owners, residents currently residing within the boundaries of the Association, or businesses currently operating within the Association boundaries, are eligible to become a Regular Voting Members of the Association. Regular Voting Members may participate and vote at any general membership meeting, or election of officers, providing their annual dues is paid and current. More than one individual of any residential or commercial property, household or business is eligible to become a Regular Voting Member, providing the annual dues is paid and current.

Section 3. ~~Special or Corporate Members~~ Affiliate Members.

Affiliate Membership shall be available to persons or business entities within or outside the geographic boundaries of the Association, provided all persons or entities pay the annual dues in the amount established by the Board of Directors. However, Affiliate Members ~~special or corporate members who join the Association pursuant to this section~~ are not entitled to vote or serve on the Board of Directors of the Association.

Section 4. Dues.

Annual dues amounts for Regular and Affiliate Membership shall be set by the Board of Directors.

Section 5 ~~3~~. Representation of the Association.

~~No member shall undertake~~ take any action or speak ~~for the benefit of,~~ on behalf of, ~~or in the name of~~ the Association without prior approval ~~of a majority~~ of the Board of Directors.

Article VI – Meetings

Section 1. General Membership Meetings.

~~General Membership m~~ Meetings of the Association members shall be held in a place open to the public no less than four times per year each month on a date determined in advance by a majority of the Board of Directors. General Membership meetings may be called by the President or upon a majority vote of the Board of Directors. Notice of General Membership Meetings shall be provided to all regular voting members of the Association no less than 14 days prior to the date of the meeting by mail, email, website or flyer. There shall be no quorum

requirement for General Membership ~~the monthly~~ Meetings. Minutes of each General Membership Meeting shall be maintained ~~taken at all meetings~~. Only regular voting members are eligible to vote on any item at General Membership Meetings.

Section 2. Annual Meeting.

~~There shall be an~~ The Annual Meeting of the Association ~~members~~ which shall be held ~~in a place open to the public~~ during the month of October ~~September~~, whenever possible, on a date to be determined in advance by a majority of the Board of Directors, and shall be held for the specific purpose of electing ~~members~~ directors to the Board of Directors. Other agenda items requiring a vote of the general membership may be added if approved by the Board of Directors no less than seven days before the date of the Annual Meeting, notifying the regular voting membership by mail, email, website or flyer.

- A. There shall be no quorum requirement for the annual meeting.
- B. Notice of the annual meeting shall contain the list of proposed candidates for the Board of Directors submitted by a the Nominating Elections Committee, which ~~and~~ shall be provided to the membership not less than 14 ~~thirty (30) days~~ and not more than sixty (60) days ~~prior to~~ before the date of the Annual Meeting by flyer, mail, email, website or newsletter flyer.
- C. In addition to the list of candidates proposed by the Nominating Committee, nominations for candidates shall be open from the Floor during the Annual Meeting from the regular voting membership in attendance.
- D. There shall be no proxy voting.
- E. The President or Vice President, in the President's absence, or presiding officer, may appoint a parliamentarian if determined necessary.

Section 3. Special Meetings.

~~A Special general membership meeting may be called by the President or, upon affirmative vote of a majority of the Board of Directors to be held in a place open to the public. Notice of a special meeting shall be provided to the members not less than seven (7) days before the date of the meeting. If necessary, the Board of Directors shall have the authority to call emergency meetings of the members, and the Board of Directors have the sole discretion to determine what constitutes an emergency under this section.~~

Section 4 3. Conduct at Meetings.

The President or Vice President, in the President's absence, or presiding officer, has the authority to request the removal by the Sargent of Arms of ~~remove~~ any member from any meeting for disruptive or disorderly conduct during the meeting.

Article VII – Directors

Section 1. Membership on Board of Directors.

The Association shall be operated and managed by a Board of Directors of not less than five ~~(5)~~ and not more than eleven ~~(11)~~ persons. Directors must be a Regular Voting Member of the Association, providing their dues are paid and current. ~~must be dues-paying members of the Association who reside in the geographic boundaries of the Association. The first board of directors following the approval of these bylaws shall number (11) persons. The number of directors shall always be an odd number.~~ The immediate past President of the Association shall serve as one of the Directors. At least one Director, but not more than two Directors, shall be a commercial property owner or business entity operating within the boundaries of the Association.

Section 2. Election of Directors.

The election of Directors shall be conducted at the Annual General Membership Meeting according to Robert's Rules of Order. The President of the Association may appoint a presiding officer or parliamentarian to conduct the Election of the Board of Directors.

Section 3. Nomination of Directors.

- A. The President shall appoint a Nominating Committee at least 60 days prior to the date of the annual general membership meeting. Members serving on the Nominating Committee may be individuals who are either Regular Voting Members or current Directors of the Association.
- B. The Nominating Committee shall present their meet and present their nominations to the Board of Directors and to the general membership no less than 14 days prior to the date of the annual general membership meeting by mail, email, website or flyer.
- C. Additional nominations shall be open to regular voting members from the Floor at the annual general membership meeting.

Section 4. Terms of Directors.

- A. ~~After the first election following the adoption of these bylaws, all~~ The term of office of each D~~irectors of the Association, shall be serve a term~~ two years and serve ~~However, the term for each director shall extend until the next annual meeting of the members and until their successor is duly elected, or in the case of resignation or vacancy, appointed by the Board of Directors. Appointment by the Board of Directors shall be for the unexpired term of the Board member vacancy, or until the next annual general membership meeting. Elections to fill the vacancy by the regular voting members of the Association, shall be for the remaining term of the Board member vacancy. The Board of Directors may appoint any member who resides within the geographic boundaries of the Association to fill the unexpired term of any vacancy on the Board of Directors until the end of the term.~~
- B. At the annual general membership meeting, in which these bylaws are adopted, five Directors shall be elected for a term of one year and five Directors shall be elected for a term of two years. Thereafter, all Directors shall serve a term of two years or until their successor is duly elected.
- C. The immediate past President shall serve as a Board of Director member until the current President becomes immediate past President.
- D. No Board member may serve for more than six consecutive years as a Board member. Board members are not eligible to be elected or appointed to fill a vacancy if the elected term or unexpired term will exceed six consecutive years as a Board of Director. A period of not less than 12 months must expire before a regular voting member is eligible to serve as a Director after six consecutive years.

Section 5. Powers, Rights and Duties of the Board of Directors.

The Board shall have all of the powers, rights and duties provided by law, the Articles of Incorporation and these bylaws, including:

- A. The ~~B~~oard shall establish and approve Association ~~corporate~~ policy, planning and all operations of the Association;

- B. The Board shall elect officers of the Association following the election of Directors at the annual general membership meeting ~~of the members, which officers shall consist of a President, an Administrative Vice President, a Vice President of External and Community Affairs, a Secretary, and a Treasurer;~~
- C. The Board shall establish and approve the Association's annual budget;
- D. The Board shall establish a Nominating Committee and other committees as required, or deemed necessary, to serve the needs of the members of the Association;
- ~~E. The Board of Directors shall have the power upon approval of the members to increase or decrease the number of directors to serve on the Board of Directors prior to appointing an Elections Committee prior to the next annual meeting of the members;~~
- F. The Board shall have the authority to approve all expenditures. The President shall have the authority to approve expenditures up to five hundred dollars (\$500.00). take the following action, which shall be limited as follows:
- ~~1. Approve expenditures of Association funds not exceeding \$500;~~
 - ~~2. Approve budgets on all Association endorsed events and projects not exceeding \$1,000; and~~
 - ~~3. Approve funding requests of committees not exceeding \$500;~~
- G. The Board shall establish ~~and approve the Association's~~ and maintain an ongoing calendar of events ~~and projects;~~
- ~~H. The board shall not incur any debts for any purpose;~~
- I. No director or officer of the Association shall receive any compensation for their service as a director or officer. ;
- ~~J. No officer or director shall undertake any action or speak for the benefit of, on behalf of, or in the name of the Association without prior approval of a majority of the Board of Directors; and~~
- ~~K. The board shall not expend any Association funds unless by way of a check signed by two officers.~~

Section 6. Board of Director Vacancy.

Vacancies that occur to the Board of Directors due to a resignation or removal by the Board, may be filled by a majority vote of the Board at a duly called Board meeting. Only Regular Voting Members of the Association shall be eligible to be appointed by the Board. Appointment by the Board of Directors shall be for the unexpired term of the Board member vacancy, or until the next annual general membership meeting. Elections to fill the vacancy by the regular voting members of the Association, shall be for the remaining term of the Board member vacancy.

Section 7. Removal of Directors.

~~Any director may be removed by the Board of Directors upon a majority vote of the entire Board of Directors affirmative vote of a majority of the directors present at a duly called meeting of the Board for that purpose. The Board of Directors shall then recommend removal of the director to the members at a meeting and obtain the affirmative vote of a majority of the members. In the event a director is removed pursuant to this section, the majority of the members shall elect another member who resides within the district represented by the removed director to fill the remainder of the removed director's term.~~

Article VIII – Meetings of the Board of Directors

Section 1. Regular and Special Meetings.

~~Regular meetings of the Board of Directors shall be held at a time and place as determined by the President or a majority of the Board from time to time by a majority of the board. upon notice to the Board no less than seven days prior to the meeting. Special meetings of the Board of Directors may be called as needed by the President, or Vice President in the absence of the President, or any two members of the Board upon notice of no less than 48 hours prior to the meeting. Notice of regular or special Board meetings shall be provided given to Directors each director and all members personally, by mail, email, or telephone.~~

Section 2. Special Meetings.

~~Special meetings of the Board of Directors shall be held as needed and at the request of any two officers or a majority of the board, at a time and place designated by the President or Vice President, in the President's absence. Notice of a special meeting shall be given to each director and all members personally, by mail, email, or telephone, at least forty eight (48) hours prior to the day of the meeting, when practical.~~

Section 3. Board Meeting Agenda Conduct of Meetings.

~~Regular meetings of the Board of Directors shall be held in a place open to the general membership of the Association, whenever possible. regular public and conducted pursuant to An a printed agenda shall be prepared in advance by the President or Vice President, or a designate, and be shall distributed to the Board directors prior to or at the Board meeting. All meetings of the board shall be open to all members of the Association and minutes of each meeting shall be taken. The President or Vice President, in the President's absence, has the authority to remove any director from any meeting for disruptive or disorderly conduct during the meeting.~~

Section 4. Quorum and Voting.

A majority of the total number of Board members ~~directors~~ shall constitute a quorum at any meeting of the Board of Directors. Except as otherwise by the Articles of Incorporation or these bylaws, a majority of the Board members present at a meeting shall be sufficient for the passage of any corporate resolution.

Article IX – Officers of the Association

Section 1. ~~The~~ Officer Elections and Terms.

~~The officers of the Association shall consist of the President, an Administrative Vice President, a Vice President of External and Community Affairs, a Secretary, and a Treasurer. To be eligible to serve as an officer of the Association, the individual must be a regular voting member of the Association, provided their dues is paid and current, and is a current member of the Board of Directors of the Association. Officers are elected following each annual general membership meeting as soon as practicable, from the duly elected or appointed Board of Directors. Officer terms are two years. No officer may serve more than two consecutive terms in the same office. Vacancies occurring in any office shall be filled by the Board of Directors for the unexpired term of the officer. The officers must be members who reside within the geographic boundaries of the Association. The officers shall be entitled to receive notice of and attend all meetings, take part in debate and discussion, vote, and exercise other powers authorized by law. Any officer may be removed from office according to the procedure outlined in Article VII, Section 3 of these bylaws.~~

Section 2. ~~The~~ Office of President.

The President shall be the chief executive officer of the Association and is charged with management of the daily business activities of the Association, subject to the directions of the Board of Directors. The President shall preside at all general membership meetings ~~of the members and the Board meetings of the Association of Directors.~~

Section 3. ~~The~~ Office of Administrative Vice President.

The Administrative Vice President shall assist the President with the management of the daily business and administrative activities of the Association and perform such other duties as may be prescribed by the Board of Directors or the President. In addition, the Administrative Vice President shall temporarily serve as President in the President's absence.

Section 4. ~~Vice President of External and Community Affairs.~~

~~The Vice President of External and Community Affairs shall assist the President with the management of the daily business activities and the community affairs of the Association, and perform such other duties as may be prescribed by the Board of Directors or the President. In addition, the Vice President of External and Community Affairs shall temporarily serve as President in the President's and Administrative Vice President's absences.~~

Section 5. ~~The~~ Office of Secretary.

The Secretary shall have custody of and maintain all corporate records (except the financial records). The Secretary shall record the minutes of all meetings and perform such other duties as may be prescribed by the Board of Directors or the President. The Secretary shall maintain all the minutes, correspondence and any other recorded actions of the Association in a manner that can be easily turned over to their successor following any election in which a new Secretary may be elected.

Section ~~5~~ 6. The Office of Treasurer.

The Treasurer shall have custody of all Association funds and financial records, keep full and accurate accounts of receipts and disbursements and render accounts thereof at all meetings and whenever else required by the Board of Directors or the President, and perform such other duties as may be prescribed by the Board of Directors or the President. In addition, the Treasurer shall deposit all funds, pay all bills approved by the Board of Directors, notify all members who are delinquent in their dues, and provide the Board of Directors with a written and itemized financial statement at each general membership meeting and Board meeting when requested monthly meeting. The Treasurer shall maintain all the financial records of the Association in a manner that can be easily turned over to their successor following any election in which a new Treasurer may be elected.

Section 6. Appointment of Sargent-of Arms.

A Sargent-of-Arms may be appointed by the President of the Association and serves at the pleasure of the President at any and all general membership meetings for the purpose of

assisting the President maintain decorum and respectful conduct during the meetings of the Association.

Article X – Amendments

These bylaws may be amended by the affirmative vote of a majority of all Regular Voting Members present at a general membership meeting.

Article XI – Effective Date

These bylaws shall become effective, as amended, upon approval of the members at a general membership meeting.

The foregoing bylaws were adopted as amended as the Bylaws of the South End Neighborhood Association, Inc., a not for profit corporation under the laws of the State of Florida, at a duly called General Membership meeting of the members of the Association on the ____ day of _____, 2021.

South End Neighborhood Association, Inc.

By: _____

President

By: _____

Administrative Vice President

By: _____

Secretary