

INDIAN ROCKS BEACH HOMEOWNERS ASSOCIATION, INC
Pinellas County, Florida
Bylaws adopted May 2009
Amended July 2013

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 Corporation shall be known as

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

ARTICLE II
PRINCIPLE OFFICE

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, and surrounding communities, 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 Corporation 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 OF DIRECTORS AND OFFICERS Manner of Elections

Section 1. Nominating Committee. The President shall appoint a chairman of a Nominating Committee at the Fourth Quarter Membership Meeting. This chairman may appoint committee members who know and understand the Nominating Committee member role and responsibility and are willing committee members.

Section 2. Candidates: All interested Director and Officer candidates will complete an application and submit to the Nominating Chairman prior to the election per the current policy and procedures. The Nomination Chairman shall present a slate with names of eligible candidates for each Officer and Board member position. A notice of the slate shall be available to the membership prior to the election. To be considered an eligible candidate, a completed application must have been submitted to the Nominating Chairman prior to the election, must not currently hold an elected public office and be an association member in good standing. All applications shall be available to the membership prior to the election. To be eligible for an Officer position, the member must have previously served as a Director or as a committee chairperson. The slate shall be presented at the first quarterly membership meeting.

Section 3. Elections. Notice of elections shall be made at least 30 days prior to the election.

Elections shall take place at the first quarterly membership meeting. The Nominating Chairman will report the recommendations as to eligible candidates for nomination for each director and officer position. If there are no opposing nominations, the President will entertain a motion to accept the candidates presented by the Nomination Committee. If there are opposing nominations, elections shall be conducted by secret ballot. Candidates receiving a simple majority of votes from members present shall be considered elected. Newly elected officers & directors shall assume their positions immediately following the election. All outgoing officers & directors 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, age 18 years of age or older, shall be eligible to become members of this Association.

ARTICLE VI ANNUAL DUES

Section 1. Dues, when applicable, are payable annually by the first quarterly membership meeting and their amount shall be determined by the Collective Board.

Section 2. If dues are not paid by or at the first quarterly regular membership 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 Corporation 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 Collective Board.

Section 2. Funds shall be expended only for the operation of the Corporation and for 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.

Section 4. The fiscal year shall be defined as January 1 through December 31.

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 first quarterly membership meeting and may not hold any publicly elected office during their term.

Section 2. President: shall preside at all meetings unless otherwise assigned; appoint chairpersons of committees; be an ex-officio member or assign this role to another Collective Board member of any or all committees except the Nominating Committee; sign checks in the absence of the Treasurer; sign all contracts or other obligations; and perform other duties as may be needed.

Section 3. Vice-President: acts as President in the absence or illness of the President and in the event of the President's resignation or incapacity to serve shall succeed to the office until the next regular election of officers. The Vice President shall preside at all meetings in the absence of the President; perform other duties as may be assigned by the President or Collective Board.

Section 4. Secretary: shall attend and keep a record of all the proceedings of the membership and Collective Board and of such committees as the Collective Board may prescribe; keep an inventory of all property; keep and maintain such other records as are from time to time required by the Collective Board; be the custodian of contracts, agreements and other instruments in writing made or entered into by the Corporation.

Section 5. Treasurer. shall receive and keep accurate record of all monies received and disbursed by the Corporation and will deposit same in checking account with a banking institution as designated by the Collective Board; is authorized to pay all approved bills and to sign checks subject to such limitations as may be imposed by the Collective Board. He/she shall report receipts and disbursements at each meeting. The Treasurer also prepares a yearly financial statement of the Corporation.

The books and accounts of the Indian Rocks Beach Homeowners Association shall be kept in accordance with generally accepted accounting practices and shall be audited or reviewed by a certified public accountant on a periodic basis as determined by the Collective Board. A copy of the audited or reviewed financial report shall be made available upon request. In the absence of the Treasurer, checks may be signed by the President.

Section 6. Executive Board. The Executive Board shall consist of four (4) members, President, Vice-President, Secretary, and Treasurer. To provide continuity of experience, the term of office shall be for two years, with two (2) members elected alternative years (President and Treasurer will be elected to the same term, and the Vice-President and Secretary will be elected to the same term). There is no term limit for an Officer position. The immediate past president shall serve as a member of the Collective Board for one year. The Executive Board and the Board of Directors will herein be referred to as the Collective Board.

Section 7. Board of Directors. The Executive Board may determine the number of Director positions with a minimum of 7 positions to serve as the Board of Directors in order to meet the needs and goals of the Corporation, none of which may hold any publicly elected office during their term. Election of Director positions shall occur annually at each first quarterly membership meeting. Directors shall serve 2 year terms, staggering the terms so that 3 Directors are elected one year and 4 Directors are elected the next year. There is no term limit for Director positions. If there are Director positions created in excess of 7 positions, those positions shall be appointed by the Executive Board and serve a term of one-year. The Board of Directors will 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 Corporation.

Section 8. Vacancy. In the event of a vacancy in the office of the Vice President, Secretary, Treasurer or Director, the President with the approval of the Collective Board shall appoint an eligible member to fill the office for the unexpired term.

Section 9. Removal of an Officer or Director. An officer elected by the membership may be removed with or without cause by a 2/3 vote of the Collective Board or by the Board of Directors for cause. Any Officer or Director 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.

Section 10. All members of the Collective Board, except the President, are eligible to cast an equal vote at all meetings. In the event of a tie, the President shall cast the determining vote. In the case of a secret ballot, all members and officers are eligible to cast an equal vote.

ARTICLE IX COLLECTIVE BOARD

Section 1. The Executive Board together with the Board of Directors shall constitute the Collective Board.

Section 2. The function of the Collective 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 Corporation to any expenditure beyond the funds in the treasury without the express consent granted by the membership at any legal meeting.

Section 4. 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 5. The Collective Board may establish policies and procedures consistent with the By Laws

Section 6. No Indian Rocks Beach elected official may be on the Executive Board or the Board of Directors 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 before taking office.

ARTICLE X COMMITTEES/ COMMITTEES

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

Section 2. All outgoing committee chairpersons shall turn over to the Collective Board all records and property pertaining to their committees as soon as successors are appointed, or within 30 days after the committee is retired.

Section 3. It is desirable that committee chairpersons be named as soon as practicable.

ARTICLE XI MEETINGS

Section 1. There shall be regular quarterly membership meetings each year and all members shall be notified as to time and place as determined by the President. The first quarterly membership meeting shall be when elections are held.

Section 2. Special membership 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 as determined by the President.

Section 3. There shall be at least two (2) regular Collective Board meetings each year and all board members shall be notified as to time and place as determined by the President.

Section 4. Special Collective Board meetings shall be called by the President, upon the request of two (2) board members. All board members shall be notified of the time and place of such meetings as determined by the President.

Section 5. Quorum: A quorum consists of a simple majority of the Collective Board for all membership and Collective Board Meetings.

Section 6. Majority: At any regular membership meeting, an affirmative vote of the majority of the membership present is necessary to carry any motion duly made and seconded by the Collective Board. If there is any other business that the membership wishes to discuss, a request to add to the agenda when the Collective Board asks for any changes or additions to the agenda shall be made. Proxy votes shall not be cast.

Section 7. The President shall preside over all meetings. In the event the President is not

available, the Vice-President shall preside over the meeting.

Section 8. Roberts' Parliamentary Rules of Order shall be used as the guiding rules of order for all membership and Collective Board meetings.

ARTICLE XII AMENDMENTS

Section 1. The By-Laws, as well as the Articles of Incorporation, may be amended by a two-thirds vote of the membership present at a regular or special membership meeting called by a majority vote of the Collective 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 office 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.