

**By-Laws  
Of The  
Broadwater Civic Association, Inc.**

Approved by a unanimous vote of the Board members  
in attendance at a Special Meeting of the Board  
November 20, 2013

**Article I  
Area**

*Section 1. Definition.* The area in St. Petersburg, Pinellas County, Florida, within which this Association shall function, is as set forth in Article III of the Articles of Incorporation.

**Article II  
Members**

*Section 1. Powers.* Except as otherwise provided in the Articles of Incorporation of these By-laws, the authority and powers granted to or inherent in this Association shall devolve upon, be vested in and be exercised by the Membership, such that any and all resolutions adopted by the Membership shall be binding upon and control the Board of Directors and the Officers of this Association.

*Section 2. Eligible Owners.* Pursuant to Article III of the Articles of Incorporation, membership shall be open to owners of property and residents who live within the area described in said Article III, provided that such member is over the age of 18 years and shall make an annual contribution as herein provided. The manner of admission shall be as prescribed by the Board of Directors. Adults living in a single household or residence shall collectively be entitled to only one membership and be entitled to only one vote at any membership meeting. Complexes allowed, as a group membership by the Board of Directors shall be entitled to only a number of votes equivalent to the number of single households generating the same amount of contribution.

*Section 3. Contribution.* Except as voted by the Membership, the Board of Directors shall fix and determine the amount of annual contribution, and any member who fails to pay such contribution within 90 days after the same shall become due and payable shall forego all privileges of membership in this Association. No special contributions, dues or assessments shall be levied against the members except upon affirmative vote of the Membership.

*Section 4. Termination.* The Board of Directors may, for just cause, terminate the membership of any person or family or group upon a two-thirds (2/3) vote of the Board of Directors present and voting at any regular or special meeting.

*Section 5. Rights of Termination.* No member shall have any vested right or interest in the assets, functions or affairs of the Association, nor any right or interest should his or her membership terminate, or while he or she is not in good standing.

### **Article III** **Membership Meetings**

*Section 1. Time and Place.* An annual meeting of the members shall be held each year at such time and place as the Board of Directors shall from time to time designate and establish, for the purpose of electing Officers and Directors for the succeeding year and to transact such other business as may come before the meeting.

*Section 2. Special Meetings.* Special meetings of the members may be called by the President or the Board of Directors. The President shall call a special Meeting of the members when so requested by ten or more members in good standing, or upon the request of any four Directors. Such request shall state the purpose for which such special meeting is being called. The business acted upon such meeting shall not, however, be limited to the purpose set forth in such request or in the notice.

*Section 3. Notice of Meetings.* Notice of all meetings shall be given at least six days prior thereto, either by newsletter, mail, email, telephone, signs, the Association's Internet web site, or in person, designating the time and place thereof. The business acted upon at such meeting shall not, however, be limited to the purpose or object set forth in such notice.

*Section 4. Quorum.* A quorum at any meeting of the members shall consist of not less than fifteen members in good standing. A majority of such

quorum shall decide any question that may come before the meeting, unless the act of a greater number is required in the Articles of Incorporation or in these By-laws.

*Section 5. Vote Required to Transact Business.* In any election of Officers and Directors, each member shall be entitled to vote for as many candidates as there are vacancies to be filled. Officers are to be nominated and elected prior to the nomination and election of Directors, and any member, whether or not he has been a candidate for any office, shall be eligible for nomination and election as a Director.

*Section 6. Proxies.* At any meeting of the members, every member having the right to vote shall be entitled to vote in person or by proxy. Such proxy shall only be valid for the specific meeting for which it was originally given and any lawfully adjourned meetings thereof. In no event shall any proxy be valid for a period of longer than two (2) months after the date of the proxy. All proxies shall be in writing, signed by the voting member, and revocable at his / her pleasure. A voting member must be an owner of the property. Only one vote per household is allowed. The voting member must be a paid member of the organization for the current year.

#### **Article IV** **Board of Directors**

*Section 1. Term.* The affairs of the Association shall be managed by a Board of Directors, who shall be responsive to the expressed will of the Membership. There shall be up to 13 directors, plus all the elected officers and the prior year's President. Each Director shall hold office until the end of the calendar year which his or her term expires. Officers are a one-year position and directors are a 3-year position, with one third of director's terms expiring each year.

*Section 2. Meeting of New Officers.* A meeting of the newly elected officers and Board of Directors shall be held within 60 days following the annual meeting. A notice of said meeting will be sent.

*Section 3. Time and Place.* The Board of Directors may provide by resolution as to the time and place for holding any regular meetings.

*Section 4. Special Meetings.* Special meetings of the Board may be called by the President or any three Directors, and upon request, the Secretary shall send out appropriate notices to all Directors, setting forth the time and place of such meeting and the object or purpose thereof. The business acted upon at such meeting need not be limited to the purpose or object set forth in such notice.

*Section 5. Notice of Meetings.* Notice of each regular or special meeting of the Board shall be given at least two days prior thereto, either by mail, email, telephone, or in person. If such notice is sent by mail, it shall be deposited in the mail at least three days prior to the date of the meeting. Any director may waive notice of any meeting, before, at, or after such meeting.

*Section 6. Quorum.* A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, and the act of a majority of Directors present at any duly constituted meeting shall be the act of the Board, unless a greater number is required by the Articles of Incorporation or By-laws.

*Section 7. Notice of Special Meetings.* A special meeting of the Board of Directors may be held at any time whenever a quorum of Directors is present, without the pre-requisite of notice sent to all Directors, provided, however, that in order to constitute the act of the Board of Directors, any resolution proposed at such meeting must have the affirmative vote of an absolute majority of the entire number of Directors, as opposed to a simple majority of those then in attendance.

*Section 8. Removal.* Any Director who is absent from three consecutive meetings without excuse satisfactory to the Board may be deemed as having surrendered his office as a Director, and the Board may, without further notice, action or inquiry, consider such office as vacant and proceed to nominate and elect a successor to fill such vacancy. If such Director is also an officer of the Association, the Board may further consider that such office has also been surrendered, and the Board may proceed without further notice, action or inquiry, to nominate and elect a successor to fill such vacancy.

*Section 9. Resignation.* Any officer or director may resign his / her office at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Association, unless some time is fixed in the resignation, and then from that date. Acceptance of the resignation by the Association shall not be required to make it effective. For purposes of this *Section (9)*, absence by an office or director from fifty (50%) or more of the Board meetings in any year shall constitute resignation by the officer or director from his / her office.

*Section 10. Vacancy.* Any vacancy occurring in the Board of Directors shall be filled by the remaining members of the Board, such new Director to fill out the unexpired term of his predecessor. The Board shall also fill all vacancies arising in any other office, each such newly elected officer to serve out the unexpired term of his or her predecessor.

*Section 11. Duties.* The duties of the Board of Directors shall include the submission to the members at their annual meeting such reports as may be necessary to disclose the financial condition of the Association, and the funds received and disbursed during the most recent fiscal year.

## **Article V** **Officers**

*Section 1. Number and Term.* The officers of this Association shall consist of a President, a First Vice-President, a Secretary, a Treasurer, and such other Officers as the Board of Directors may determine or appoint, such Officers to have the authority and perform the duties as specified in these By-laws, and as from time to time prescribed by the Board of Directors or the Membership. Any two or more offices may be held by the same person, except that the offices of President and Secretary may not be combined.

*Section 2. Nomination.* On or before the fifteenth (15<sup>th</sup>) day of October, each year, or such other date the board decides, the Association shall publish a notice to the members, soliciting nominations for the offices and the directorships. On or before the first (1st) day of December of each year, or such other date the board decides, the Association shall publish a notice to the members listing all eligible nominees. In addition, nominations from the floor may be presented at the Annual meeting. Dates may change due to timing of Annual Meeting.

*Section 3. Election.* Election of Officers shall occur at the annual meeting of the Membership, and as otherwise provided in these By-laws (Ref. Section 5 of Article III). New offices may be created and filled at any meeting of the Board of Directors, who shall also fill all vacancies, which may occur. Each Officer shall hold office until his successor has been duly elected and qualified.

*Section 4. Removal.* Any Officer may be removed from office, with or without cause, by the vote of two-thirds of the members present at any special meeting of the members, or by the Board of Directors at any regular or special meeting called for that purpose upon the vote of a three-fourths majority of those in attendance. In either instance, the Officer involved shall be given the opportunity to be heard at such meeting, but except for the purpose of determining whether a quorum is present, he shall not otherwise be allowed to participate in the voting on the issue.

*Section 5. President.* The President shall be the principal executive officer of the Association, and shall in general supervise and control all of the business and affairs of the Association. He shall preside at all meetings of the Membership and at all meetings of the Board of Directors. He is authorized to sign, with the Secretary or any other proper officer of the Association, such instruments as need be executed in the name of the Association and shall otherwise exercise and perform all duties customary or incident to the office of President, and such other and further duties as may from time to time be prescribed by the Membership or the Board of Directors.

*Section 6. Vice-President.* In the absence of the President, or in the event of his disability, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President of this Association. The Vice-President shall

perform such other and further duties as from time to time are delegated to him by the President, the Board of Directors or the Membership.

*Section 7. Secretary.* The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; shall see that all notices are duly given in accordance with these By-laws or as otherwise required; be custodian of the corporate records and of the seal of the Association and see that the seal is affixed to all documents customarily requiring same; keep a register of the current address of all members; and in general, to perform all duties customary or incidental to the office of Secretary and also such other duties as from time to time are delegated or assigned by the President, the Board of Directors or the Membership.

*Section 8. Treasurer.* The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association, and shall receive, give receipts for and deposit all such monies in the name of the Association in such banks as shall be selected by the Board of Directors; shall disburse funds on behalf of the Association; and keep adequate records showing in detail the source and disposition of all funds handled by him. The Treasurer shall perform all duties inherent in and incidental to the office of Treasurer, and such other duties as from time to time may be assigned to him by the President, the Board of Directors or the Membership. If required by the Board, the Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety as the Board shall determine.

## **Article VI** **Committees**

*Section 1. Terms.* The Board of Directors or the Membership may create such temporary or permanent committees as may from time to time appear to be necessary, requisite or convenient in carrying out or furthering the purposes of this Association, which committees shall usually consist of from three to five members each, headed by a Chairman, who shall customarily be designated by the President, unless such Chairman has already been designated by the body creating such committee. The President shall be responsible for the appointment of members to serve on each committee, although he may delegate this responsibility to the Committee Chairman.

**Article VII**  
**Contracts, Check, Deposits and Gifts**

*Section 1. Contracts.* The Board of Directors may authorize any Officer or other person as agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or specific.

*Section 2. Checks.* All checks, drafts, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer or Officers, agent or agents and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, any such instrument shall be signed by the Treasurer or by the President of the Association.

*Section 3. Funds.* All funds of the Association shall be deposited from time to time to the credit of the Association in such banks or other depositories as the Board of Directors may select.

*Section 4. Gifts.* The Board of Directors may accept on behalf of the Association any contributions, gifts, bequeaths or devises for the general purposes or for any special purpose of the Association.

**Article VIII**  
**Books and Records**

*Section 1. Books and Records.* The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Membership meetings as well as meetings of its Board of Directors, and shall keep an up-to-date record of the names and addresses of its members. Such books and records of the Association shall be open for inspection and copying by any member for any proper purpose and at all reasonable times. The Charter and these By-laws and all amendments thereto, as well as all minutes shall be made readily accessible to all members.

**Article IX**  
**Fiscal Year**

*Section 1. Fiscal Year.* The fiscal year of the Association shall coincide with the calendar year, except that the Board of Directors may adopt such other annual period, as it deems appropriate.

**Article X**  
**Protection of Officers and Directors**

*Section 1. Indemnification.* The Association shall at all times protect the Officers and Directors from any liability for damages arising out of the performance of their respective duties, and shall defend them, and each of them, against any action brought against one or more of them on account of any transaction entered into on behalf of the Association, and shall fully indemnify against personal liability each such Officer or Director for any liability arising out of any transaction engaged in or undertaken on behalf of the Association.

**Article XI**  
**Conduct of Meetings**

*Section 1. Parliamentary Rules.* Meetings of the Membership and of the Board of Directors shall be conducted in accordance with such procedural rules as each such body may prescribe. In the absence of such set of rules, or in any instance that such rules do not cover the particular situation, then and in such instances, the latest edition of Robert's Rules of Order shall govern.

**Article XII**  
**Amendment of By-laws**

*Section 1. Amendment.* Pursuant to Article IX of the Charter, these By-laws may be altered, amended or rescinded by a two-thirds (2/3) vote of the Officers and Directors, as stated in the Articles of Incorporation.

End