

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 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. Membership in the Association shall be voluntary and available to all property owners and residents 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. Special or Corporate Members. Membership shall be available to persons or entities 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, 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 3. No member 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.

Article VI – Meetings

Section 1. Meetings. Meetings of the members shall be held in a place open to the public each month on a date determined in advance by a majority of the Board of Directors. There shall be no quorum requirement for the monthly meetings. Minutes of each meeting shall be taken at all meetings.

Section 2. Annual Meeting. The annual meeting of the members shall be held in a place open to the public during the month of September 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 directors to the Board of Directors.

- A. There shall be no quorum requirement for the annual meeting.
- B. Notice of the annual meeting shall contain the list of candidates for the Board of Directors submitted by the Elections Committee and shall be provided to the membership not less than thirty (30) days and not more than sixty (60) days before the date of the meeting by flyer, mail, email, or newsletter.

Section 3. Special Meetings. A special 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. Conduct at Meetings. The President or Vice President, in the President's absence, has the authority to 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 (5) and not more than eleven (11) persons. Directors 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.

Section 2. Election of Directors. The election of directors shall be conducted in the following manner:

[TODD BONLARRON TO PROVIDE ELECTIONS COMMITTEE GUIDELINES]

Section 3. Removal of Directors. Any director may be removed by the Board of Directors upon the 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.

Section 4. Term. After the first election following the adoption of these bylaws, all directors shall serve a term of one (1) year. However, the term for each director shall extend until the next annual meeting of the members and until their successor is duly elected or appointed by the Board of Directors. 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.

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 board shall establish and approve corporate policy, planning and operations of the Association;
- B. The board shall elect officers of the Association following the election of directors at the annual 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 budget;
- D. The board shall establish committees as required 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 power and authority to 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 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.

Article VIII – Meetings of the Board of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at a time and place as determined from time to time by a majority of the board. Notice of regular meetings 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.

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. Conduct of Meetings. Meetings of the Board of Directors shall be held in a place open to the public and conducted pursuant to a printed agenda prepared in advance by the President or Vice President, or a designate, and distributed to the directors prior to or at the 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 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

Section 1. The Officers. 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. 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 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 meetings of the members and the Board of Directors.

Section 3. The 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 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.

Section 6. The 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 monthly meeting.

Section 7. Removal of Officers. Any officer may be removed by the Board of Directors upon the affirmative vote of a majority of the directors present at a duly called meeting of the board for that purpose. In the event an officer is removed by the Board of Directors pursuant to this section, the majority of the Board of Directors shall appoint another member who resides within the geographic boundaries of the Association to fill the officer's position. Any vacancy in any office may be filled by a vote of a majority of the Board of Directors.

Article X – Amendments

These bylaws may be amended by the affirmative vote of a majority of all members present at a meeting.

Article XI – Effective Date

These bylaws shall become effective upon approval of the members at a meeting.

The foregoing bylaws were adopted 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 meeting of the members of the Association on the _____ day of _____, 2004.

South End Neighborhood Association, Inc.

By: _____
Steve Corson
President

By: _____
Hank Porcher
Administrative Vice President

By: _____
Gail Levine
Vice President of External and Community Affairs

By: _____
Shanon Materio
Secretary