

BYLAWS of the ISLAND ESTATES CIVIC ASSOCIATION, INC.

ARTICLE I. NAME

This organization shall be known as the Island Estates Civic Association (IECA).

ARTICLE II. PURPOSE

As a non-profit, non-partisan and non-sectarian association, the purpose of this organization shall be to:

- a. preserve and protect the unique characteristics of this island community, and
- b. enhance the quality of life here

ARTICLE III. MEMBERSHIP

Section 1. Eligibility. To become a member, one shall:

- a. own and/or reside in a private home, a condominium or any apartment within the boundaries of the area known as Island Estates of Clearwater, Florida, or
- b. own and operate a business within the commercial section of Island Estates, and
- c. submit an application for membership, accompanied by the amount of current dues to the Treasurer of IECA, who shall:
 1. enter the member's name in the membership roster, or
 2. return the money and the application indicating in what way the eligibility requirements have not been met.

Section 2. Types of Membership

- a. Memberships may be personal or business.
- b. Personal memberships may be individual or joint (for a married couple). In the latter case, both are members with full voting rights and privileges.

ARTICLE IV. FISCAL YEAR, DUES AND AUDIT

Section 1. Fiscal Year

The fiscal year of this association shall be from January 1 to December 31, inclusive.

Section 2. Dues

The Board of Directors shall determine the amount of annual dues for membership in the association. Dues are payable January 1 of each year for the ensuing year. At the discretion of the Board of Directors, dues for new members joining after midyear may be reduced by one-half.

Section 3. Audit

The books of account and other records shall be audited annually. Two or more qualified volunteers will be sought from the membership at each annual meeting to serve as an audit committee. An audit report shall be presented to the membership at the next annual meeting.

ARTICLE V. MEMBERSHIP MEETINGS

Section 1. Type and Purpose

- a. An Annual Meeting of the membership shall be held during the month of November to:
 1. hear reports of the Officers and Chairmen of Standing Committees
 2. hear the audit report for the previous year
 3. elect Officers and Directors of the association, and the Nominating Committee for the next year and
 4. transact such other business as may come before the meeting.
- b. A Midyear Meeting may be held at the discretion of the Board of Directors for any purpose deemed appropriate by them.
- c. Special meetings may be called by the President, a majority of the Board of Directors, or not less than one-tenth of the membership, if there is a pressing business to be conducted, provided:
 1. each member has been notified in writing no less than 5 or more than 30 days prior to the meeting date, and
 2. the purpose of the meeting has been included in the notice.

Section 2. Agenda

Unless otherwise determined by the Board of Directors, the agenda for any regular meeting shall be as follows:

1. Call to Order
2. Determination of Quorum
3. Reading of Minutes
4. Treasurer's Report
5. Report of Officers
6. Report of Standing or Special Committees
7. Unfinished Business
8. New Business
9. Adjournment

Section 3. Place of Meetings

All meetings of the membership shall be held in Clearwater, Florida.

Section 4. Notice of Meetings

A notice stating the place, day, and hour of any annual, midyear or special meeting of the membership shall be mailed to each member not less than five (5) days not more than thirty (30) days before the date of such meeting.

Section 5. Quorum

Twenty members shall constitute a quorum

ARTICLE VI. BOARD OF DIRECTORS

The management of all of the affairs, property and business of the Association shall be vested in a Board of Directors consisting of fourteen (14) members of the Association, including nine (9) elected Directors and five (5) elected Officers.

Section 1. Eligibility

All members of the Board of Directors shall:

- a. have been elected by the members of this Association at an Annual Meeting in November, or
- b. have been elected by the remaining members of the Board to fill a vacancy in an office or directorship, and
- c. have met all the requirements for membership in this Association, and
- d. be owners of real property on Island Estates

Section 2. Duties

The Board of Directors shall:

- a. be responsible for carrying out the business of the Association
- b. authorize any Officer or Officers, agent or agents of the Association to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Association
- c. not spend more than \$20,000.00 in any one year, nor commit the Association to indebtedness exceeding that amount in any one year; whenever expenses exceed \$20,000.00 approval of the membership shall be required
- d. determine the Standing and Special Committees needed to carry out the purpose of this Association
- e. establish the procedure to be followed in carrying out the purpose and activities of this Association
- f. fill any vacancy in an office, a directorship or both for an unexpired term by majority vote
- g. abide by all of its adopted rules, the Charter, bylaws and any civil laws which may be applicable
- h. may accept, on behalf of the Association, any contribution for the general purpose, or special purpose, of the Association

Section 3. Regular Meetings

Regular Meetings of the Board of Directors shall:

- a. be held on a regular basis
- b. be at the time, hour and place determined by the Board of Directors
- c. be open to all members of the Association
- d. follow the same order of business as Association meetings, with a copy of the agenda provided to all members in advance of the meeting

Section 4. Special Meetings

Special Meetings of the Board of Directors may be called by the President or a majority of its members, provided:

- a. each Board member has been notified by mail or telephone no less than two (2) days prior to the meeting date, and the general membership notified in the Newsletter or the press; and
- b. the purpose of the meeting has been included in the notice

Section 5. Quorum

A majority of the Board of Directors shall constitute a quorum.

Section 6. Removal

Any member of the Board of Directors may:

- a. be subject to removal from membership on the Board, who fails to attend three (3) successive regular meetings of the Board
- b. be removed from the Board, for other cause, by a majority vote of the members of the Board

Removal shall be by written notice from the President, sent by certified mail, return receipt requested. To the last known mailing address of the Director being removed, and shall be effective upon the date of postmark.

Section 7. Compensation

Members of the Board of Directors shall not receive any salary for their services on the Board; but nothing herein contained shall be construed to preclude any of them serving the Association in any other capacity for which she/he might be hired.

ARTICLE VII. OFFICERS

Section 1. Enumeration of Officers

The Officers of the Association shall be a President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer, who shall also be members of the Board of Directors. If a member of the Board is elected as an Officer, another person shall be elected by the Board to fill the unexpired Director's term of the new Officer.

Section 2. Term of Office

The Officers of the Association shall:

- a. be elected for a period of one (1) year and shall hold office until his/her successor is elected and assumes office
- b. not be eligible to serve more than two consecutive terms as an Officer
- c. not be eligible to serve in any office for a period of one year after serving two consecutive years in any office

Section 3. Vacancy in Office

Vacancies in office shall be filled by the Board of Directors in accord with Article IX, Section 3.

Section 4. Reports

All Officers shall:

- a. Submit an annual report at the annual meeting in November
- b. turn over all materials relating to the office they have occupied to their successor at a joint meeting of the outgoing board and incoming board within seven days following their election, but no later than Dec. 31st
- c. assume those duties relating to their office as designated in the bylaws, and any other duties that may be assigned to them by the President or the Board of Directors.

Section 5. Duties of the President

The President of this Association shall:

- a. preside at all meetings of the Association and the Board of Directors
- b. appoint, with the approval of the Board, the chairmen of all Standing and Special Committees, except the Nominating Committee, and all Liaison Officers
- c. serve ex officio on all committees except the Nominating Committee
- d. have signing authority on all checks, as an alternate for the Treasurer
- e. sign all correspondence
- f. sign all vouchers authorizing payments before the Treasurer issued checks
- g. upon the election of a new President, become the Adviser to the Board of Directors (without vote) until replaced by a newly retired President.

Section 6. Duties of the Vice President The Vice President shall:

- a. perform the duties of the office of the President in the event of the President's absence or inability to act
- b. serve as the Governmental Liaison Officer

Section 7. Duties of the Recording Secretary

The Recording Secretary shall:

- a. keep the minutes of the meetings of the membership and Board of Directors
- b. at the option of the President, see that each member of the Board receives a typed copy of the minutes before the next Board meeting
- c. see that all notices are duly given in accordance with the provisions of these bylaws or as required by law
- d. be custodian of the corporate records and Seal of the Association, which shall be in the form of a circle, and have inscribed thereon the name of the corporation, to wit: Island Estates Civic Association, Inc.
- e. see that the Seal of the Association is affixed to all documents, the execution of which on behalf of Association under its Seal is duly authorized in accordance with the provisions of these bylaws
- f. perform the duties of the office of the President in the event of the absence or inability to act of both the President and Vice-President

Section 8. Duties of Corresponding Secretary

The Corresponding Secretary shall:

- a. handle all correspondence for the Association
- b. see that the President signs all correspondence
- c. write the history of the Association during his/her term of office
- d. notify each member of the Board of Directors about its next meeting

Section 9. Duties of the Treasurer

The Treasurer shall:

- a. be custodian of all funds and securities of this Association
- b. receive and give receipts for monies due and payable to the Association from any source whatsoever, except no receipt shall be given for dues unless requested
- c. deposit all such monies in the name of the Association in such banks, trust companies and other depositories as shall be selected in accordance with the provisions of these bylaws
- d. have signing authority on all checks (with the President as an alternate)
- b. Before closing nominations for any office or directorship, the Presiding Officer shall indicate three times that nominations from the floor are in order.
- e. present a financial report at each meeting of the Association and the Board of Directors
- f. prepare an annual budget based on input from Committee Chairmen and submit it at the January Board meeting
- g. make an annual inventory of tangible property and deliver same to the incoming President

Section 10. Succession

There is no plan or rule of succession in office.

ARTICLE VIII. DIRECTORS

There shall be nine Directors of this Association

Section 1. Eligibility

Anyone desired to be elected as a Director of this Association shall meet the same requirements established for being eligible for election to an office of this Association. See Article VI, Section 1.

Section 2. Term of Office

The term of office for all Directors shall be two years. Four Directors shall be elected in even-numbered years; five Directors shall be elected in odd-numbered years. Each Director shall:

- a. remain in office until his/her successor is elected and assumes office

- b. not serve two successive terms
- c. shall not be eligible to serve as a Director for a period of one year upon completing a two year term
- d. notwithstanding the above restrictions, a director may be nominated to serve as an officer immediately upon the completion of his or her service as a director. In the event of an officer vacancy during the year, the Board of Directors may elect (per Article IX, Section 3) a director to complete the vacated term.

ARTICLE IX. NOMINATIONS AND ELECTIONS

The Officers and Directors shall be elected at the Annual Meeting in November, or an adjournment thereof, and shall assume office as of January 1 of the following year.

Section 1. Nomination

- a. Nominating Committee shall present a nominee for each office to be filled.
- a. Nominations may be made from the floor, provided the consent of the nominee has been obtained, either in case the report of the Nominating Committee is incomplete, or in opposition to candidates proposed by the Nominating Committee.
- b. Before closing nominations for any office or directorship, the Presiding Officer shall indicate three times that nominations from the floor are in order.

Section 2. Election

Nominees receiving a majority of the votes cast for each vacancy shall be considered elected. Proxy votes shall not be valid.

Section 3. Vacancies

Any vacancies occurring on the Board of the Directors, not due to the expiration of a term of office, shall be filled by a majority vote of the Board of Directors from nominees submitted by the Nominating Committee. An Officer or Director so elected shall serve to fill the unexpired term of his/her predecessor in office, or until the next meeting of the general membership, whichever is shorter. An election shall be held at the next meeting of the membership to fill the unexpired term of the vacating Director.

Section 4. Resignations

Resignations shall be by written notice to the Board, at its regular mailing address, and effective upon date of receipt.

ARTICLE X. COMMITTEES

Section 1. Executive Committee

The Executive Committee shall consist of the five (5) Officers of the Association. It shall act for the Board of Directors in the interim between meetings of the Board. Its actions shall be ratified at the next meeting of the full Board of Directors.

Section 2. Nominating Committee

The Nominating Committee shall:

- a. be composed of five (5) members and one (1) alternate. Three (3) members and one (1) alternate shall be elected by the membership at the Annual Meeting, from a slate proposed by the Nominating Committee, and/or as proposed from the floor. The slate shall be made known to the membership when the Annual Meeting is announced. Two (2) additional members shall be elected from and by the incoming Board of Directors at its first meeting.
- b. be announced in the Newsletter to all members of the Association
- c. choose its Chairperson as soon as possible after election so as to be made known in the Newsletter announcement
- d. shall serve for one (1) year. No individual may serve on the Committee for more than two consecutive years.

Section 3. Standing Committee

- a) Membership Committee
- b) Social Activities Committee
- c) Newsletter Committee
- d) Publicity Committee
- e) Beautification Committee
- f) Neighborhood Watch

Section 4. Special Committee

The Board of Directors may create special committees as deemed appropriate in carrying out its purpose. Special committees shall be given assignment(s) with appointment and upon reporting completion of such duties shall be considered terminated.

Section 5. Liaison Officers

The Board of Directors may appoint members of the Association to act as liaison persons with identified groups or interests in the furtherance of its responsibilities. Such individuals shall serve until a new Board takes office.

Section 6. Powers

Committees and Liaison Officers shall have only such decision making authority as may be specifically delegated by these bylaws or Board action.

Section 7. Reports

Chairmen and Liaison Officers shall make reports to the Board of Directors at its monthly meetings, and to the membership annually at the discretion of the President.

ARTICLE XI. PROCEDURE

In all proceedings of this Association, if no rule has been adopted, the latest edition of Robert's Rules of Order shall govern.

ARTICLE XII. COPY OF THE BYLAWS

All Association Members shall be issued a complete copy of these Bylaws and any amendments thereto. Ordinarily this will be done when the Association membership roster is prepared or at the time of the payment of annual dues to the Association.

ARTICLE XIII. AMENDMENTS TO BYLAWS

These bylaws may be amended by a majority of the members present at a regular or special meeting provided at least ten (10) days advance written notice is given of the intention to amend the bylaws at such meeting, along with a copy of the proposed changes.

ARTICLE XIV. SAVING CLAUSE

It is hereby intended that, if for any reason whatsoever, any portion of the herein bylaws is not adopted or ratified or subsequently declared invalid, that the remaining portion of the Bylaws shall not fail as a result of the partial failure, but continue in full force and effect unabated, as if no invalidity had occurred.