

DRAFT

10/27/96

BYLAWS OF

LAKE WORTH'S COLLEGE PARK HOMEOWNERS ASSOCIATION, INC.
A Florida Corporation Not For Profit

ARTICLE I
IDENTITY

A. The name of this Corporation is LAKE WORTH'S COLLEGE PARK HOMEOWNERS ASSOCIATION, INC., a Florida Corporation not for profit (hereafter referred to as "Association").

B. The initial principal office of the Association is c/o Robert Lepa, 316 Fordham Drive, Lake Worth, Florida 33460.

C. The seal of the Association shall bear the name of the Association, the word "Florida", the words "Corporation Not for Profit", and the year of incorporation, an impression of which is as follows:

ARTICLE II
PURPOSES

A. The Association has been incorporated for the purposes set forth in the Articles of Incorporation for Lake Worth's College Park Homeowners Association, Inc., as may be amended from time to time.

B. The Association is a non-profit educational organization serving the residents of the College Park Neighborhood of the City of Lake Worth, Florida and other residents of the City of Lake Worth and Palm Beach County, Florida. The Association shall sponsor and support lectures, public forums, workshops, discussions, research, publications, special programs., and other activities to educate residents, government officials, and other organizations on public issues such as the unique character of the College Park neighborhood, public safety, neighborhood concerns, and governmental operations and services.

C. The Association shall hold regular meetings and may publish a newsletter to keep Members informed about traffic, law enforcement, historic preservation and other issues that affect their homes, their neighborhood, and their community.

D. The Association shall cooperate, as far as possible, with the City of Lake Worth and other organizations to help convey important information to Members.

E. The Association, as far as possible, shall help Members to inform the City of Lake Worth and other governmental agencies and organizations about Members' needs, concerns and opinions.

F. The Association shall operate in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Code.

G. No part of the net earnings of the Association shall inure to the benefit of or be distributed to its Members, Directors, Officers, or other private persons, except that the Association shall be authorized and empowered to make reasonable compensation for services rendered and to make payments and distributions to further the purposes set forth in the Articles of Incorporation and these Bylaws.

H. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association 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.

I. The purposes for which the Association is organized are exclusively religious, charitable, scientific, literary, and educational; within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Code.

J. Notwithstanding any other provision of these Bylaws, this organization shall not carry out any activities not permitted to be carried out by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

K. Any terms defined in the Declaration shall have the same meaning when used herein unless a contrary intent is clearly set forth herein.

L. The Association shall have all the powers granted to it by law, the Declaration, the Articles of Incorporation and these Bylaws, all of which powers and duties shall be exercised by its Board of Directors unless the exercise thereof is otherwise restricted by law, the Declaration, the Articles of Incorporation or these Bylaws.

ARTICLE III **MEMBERSHIP, VOTING AND DUES**

A. **Classes of Membership.** There shall be two (2) classes of membership in the Association:

1. Regular Members shall have full voting rights; can serve as Officers and Directors; can chair committees; shall receive all newsletters, meeting notices, and other

communications; and can participate in all activities.

2. Associate Members cannot vote, cannot serve as Officers and Directors, cannot chair committees, but shall receive all newsletters, meeting notices and other communications, and can participate in all other activities.

B. Membership Qualifications.

1. Regular Membership in the Association shall be open to all persons who are eighteen (18) years of age or older who:

a. Own a legal residence within the City of Lake Worth, Florida, as determined by the City of Lake Worth, within the area bounded:

(1) On the north by the West Palm Beach Canal;

(2) On the East by the Lake Worth Lagoon/Intra-Coastal Waterway;

(3) On the South by the centerline of 19th Avenue North from Dixie Highway to the Intracoastal Waterway; and

(4) On the West by Dixie Highway; and

b. Pay the annual dues of the Association; and

c. Provide their names, mailing addresses, and legal residence addresses to the Association.

d. No household shall have more than two (2) Regular Memberships, and only one Regular membership per individual.

e. The boundaries of the Association may be changed by amendment of these Bylaws.

f. Ownership of a residence shall be determined by reference to the latest official tax roll on file with the Palm Beach County Property Appraiser's Office or by presenting to the Secretary of the Association a copy of a more recently recorded deed for the Property.

2. Associate Membership in the Association is open to all persons who:

a. Pay annual dues of the Association, and

b. Provide their names and mailing addresses to the Association.

3. Membership in the Association begins as soon as the Membership requirements are met, and expires at the end of each calendar year, unless the Member pays annual dues for the following year on or before January 1 of each year and meets the other qualifications for membership.

C. **Voting.**

1. The voting rights granted to the Members of the Association pursuant to this Article shall be subject to the Association's right to suspend such voting rights for failure to maintain active status, as provided in Article III, Section B, of these Bylaws and the Articles of Incorporation.

2. The Secretary of the Association shall maintain a ledger or roll of active Members which shall be used to determine those who are permitted vote.

D. **Dues.**

The amount of annual dues for the coming calendar year shall be determined by a vote of the Board of Directors no later than November 1 of each year, and the Members shall be informed no later than December 1. Dues paid on October 1 or later cover membership through the following calendar year.

ARTICLE IV
MEETING OF MEMBERS

A. **Meeting Time and Place.**

1. The Members shall meet at such time and place as is designated by the Board of Directors.

2. As far as possible, the Members shall meet monthly at a regular time and place. Except in unusual circumstances as provided by law, by the Articles of Incorporation, and by these By-laws, all business shall be conducted at regular meetings.

B. **Voting Rights.** Each Regular Member shall be entitled to one (1) vote, and must be present to vote. The vote of a simple majority of the Regular Members present at any meeting shall be sufficient to conduct business. The person chairing the meeting shall determine the method of voting; however, upon the demand of any Regular Member, the vote on any issue shall be by written secret ballot. The Regular Members must approve by vote any significant project or significant policy decision.

C. **Annual Meeting.** There shall be an annual meeting of the Members of the Association in the month of January of each year, at the regular time and place, if possible. At the Annual Meeting,

the Regular Members shall elect Officers and Directors for the coming year, and transact such other business as shall properly come before them.

D. **Special Meetings.** The President or a majority of Board of Directors may call special meetings of the Membership. The President shall call a special meeting of the Membership, to be held within thirty (30) days, upon receipt of a written petition of twenty percent (20%) of the Regular Members.

E. **Notice of Meetings.** A written notice of the date, time, place and purpose of all annual and special meetings of the Members of the Association shall be given to the Members of the Association by any of the following means: (1) personally; (2) by mail at the Member's last known address as it appears on the books and records of the Association; or (3) by posting notices in conspicuous places throughout the College Park Neighborhood. The President shall have sole discretion to determine the means of notice to be used. Except in the case of an emergency meeting, any such notice shall be given to the Members not less than five (5) days and not more than sixty (60) days before the meeting to which the notice pertains. If notice is given by mail, it shall be deemed delivered when deposited in the United States Mail. In the event any Member desires that notice be mailed to an address other than the address that appears on the books and records of the Association, such Member shall file a written request with the Secretary that notices intended for that Member shall be mailed to some other address, in which case notices shall be mailed to the address designated in such request. Additionally, the Secretary of the Association shall cause one (1) or more copies of any such written notice to be posted in a conspicuous place or places within the College Park Neighborhood at least five (5) days prior to the meeting for which the notice is given. If written notice is not possible, the President, or his or her designee, shall make a good faith effort to notify each Regular Member by telephone or other means of an upcoming special meeting. The notice for each meeting shall contain a list of the major items of business to be transacted at the meeting.

F. **Waiver of Notice.** Notwithstanding anything to the contrary contained in the Articles, Declaration or these Bylaws, notice of any regular or special meeting of the Members of the Association may be waived by any Member before, during or after any such meeting, which waiver shall be in writing and shall be deemed to be that Member's receipt of notice of such meeting.

G. **Action Without a Vote.** Whenever the vote of the Members is required or permitted by any provision of the Articles, Declaration or these Bylaws to be taken at any meeting of the Members, the vote of the Members may be dispensed with if not less than the required percentage of Members to vote upon the action consent in writing to such action being taken; provided, however, unless all Members entitled to vote shall approve such action, notice of such action shall be given to all Members.

H. **Minutes of Meeting.** The minutes of all meetings of Owners shall be kept in a book available for inspection by Owners or their authorized representatives and Directors at reasonable times.

ARTICLE V
OFFICERS AND DIRECTORS

A. **Composition of Board of Directors.** The Board of Directors shall consist of the Officers and the Directors of the Association.

B. **Duties of Board of Directors.** The Board of Directors shall govern the Association and manage its business affairs. The Board of Directors shall determine which projects and policy decisions must be approved by the a vote of the Regular Members. No Members shall undertake any significant project or make any policy statement on behalf of the Association without formal authorization from the Board of Directors and the knowledge of the Members. In addition, the Board of Directors shall have such duties as provided in law, in the Articles of Incorporation of the Association and in these Bylaws.

C. **Number, Term and Qualifications of Officers and Directors.** The Board of Directors shall consist of not more than seven (7) members: the President, Vice President/President-Elect, Secretary, Treasurer, Director No. 1, Director No. 2 and Director No. 3. All Officers and Directors shall be Regular Members of the Association. The Officers and Directors shall serve without compensation, but may be reimbursed for travel or other necessary and approved expenses. No person may hold more than one (1) elective office.

D. **Regular Meetings.** The Board of Directors shall hold regular and special meetings at times and in public places determined by them. Except in unusual circumstances, all business shall be conducted at regular meetings. Special meetings of the Board of Directors shall be held when called by the any member of the Board of Directors.

E. **Checking Accounts.** Two (2) signatures shall be required on each check drawn on the accounts of the Association. The President, Vice President/President Elect, and the Treasurer shall be eligible to sign checks.

F. **Liability Insurance.** The Board of Directors may purchase liability insurance.

G. **Attendance of Members at Meetings.** All Members are welcome to attend all meetings of the Board of Directors, and, at the discretion of the Board of Directors, to participate in the discussion of issues. The Board of Directors shall notify all Regular Members of the time and place of each regular meeting of the Board of Directors, and, when possible, shall notify the Regular Members of the time and place of special meetings.

H. **Voting Rights.** Each Officer and Director shall be entitled to one (1) vote at meetings of the Board of Directors, and must be present to vote. A quorum consisting of at least half of the Members of the Board of Directors shall be required to conduct business.

I. **Powers and Duties of Officers and Directors.** The titles and duties of Officers and Directors are as follows:

1. **President.** The President's powers and duties are:
 - a. To serve as the principal executive officer of the Association, and to supervise and control all activities;
 - b. To preside at all meetings of the Membership and the Board of Directors;
 - c. To sign of all contracts in the name of the Association;
 - d. To sign, together with the treasurer, if the Board of Directors so requires, all checks, contracts, promissory notes, deeds and other instruments on behalf of the Association, except those which the Board of Directors specifies must be signed by other persons;
 - e. To appoint a Newsletter Editor and Newsletter Committee;
 - f. To appoint a Program Chairman and Program Committee;
 - g. To appoint a Nominating Committee;
 - h. To appoint an Annual Audit Chairman and Committee;
 - i. To create any committee or appoint any number of individuals he or she deems necessary for the proper functioning of the Association;
 - j. To act as ex-officio member of all committees;
 - k. To authorize all media releases, official statements and policy statements;
 - l. To call emergency meetings of the Board of Directors or the general Membership;
 - m. To appoint interim members of the Board of Directors to fill vacancies until a Special Election is held;
 - n. Faithfully to implement all policies, orders and resolutions of the Board of Directors; and
 - o. To provide other such services as are necessary.

2. **Vice-President/President-Elect.** The powers and duties of the Vice President/President-Elect are:

- a. The same as those of the President in the President's absence or disability, or when the President assigns him or her presidential duties; he or she shall assist the President generally, and exercise such other powers and perform such other duties as may be prescribed by the Board of Directors or the President.
- b. To be an authorized signer of checks, together with the Treasurer;
- c. To provide other such services as the President may assign.

3. **Secretary.** The powers and duties of the Secretary are:

- a. To attend all regular and special meetings of the Members of the Association and of the Board of Directors and keep all records and minutes of proceedings thereof or cause the same to be done;
- b. To maintain copies of all written records originated or received by the Association;
- c. To have custody of the minute book of the meetings of the Members, of the Association, of the Board of Directors, and of all committees; and
- d. To attend to all correspondence in a timely manner on behalf of the Association, the Board of Directors or the President to accomplish the business of the Association;
- e. To have custody of the corporate seal and affix the same when required;
- f. To provide Regular Members with access to the records of the Association, after reasonable notice, and at a time and place convenient to the Secretary and to the inquiring Regular Member; and
- g. To perform such other duties as may be assigned by the Board of Directors or by the President.

4. **Treasurer.** The powers and duties of the Treasurer are:

- a. To maintain all financial records of the Association;

- b. To conduct all financial transactions for the Association, under the direction of the Board of Directors;
- c. To serve as a custodian of the Association's funds, and to deposit them in banks or other financial institutions approved by the Board of Directors;
- d. To receive and record membership dues;
- e. To maintain a current, up-to-date list of current Members;
- f. To notify all Members of the amount of dues and the time for payment, by mail or delivery to each Member's last known address;
- g. To be an authorized signer of checks;
- h. To prepare an annual financial report and deliver it to the Members at the Annual Meeting, and to prepare other financial reports when instructed to do so by the Board of Directors; and
- i. To provide other such services as the President may assign;

5. **Director No. 1, Director No. 2 and Director No. 3.** The powers and duties of the Directors shall be to represent the interests of the Regular Members, and to provide such other services as the President may assign.

J. **Appointive Officers.** The Board of Directors may appoint Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers, and such other Officers as the Board of Directors deems necessary to administer the business and affairs of the Association.

ARTICLE VI.

ELECTION, RESIGNATION AND REMOVAL OF OFFICERS AND DIRECTORS

A. **Eligibility.** Each officer and Director shall be a Regular Member of the Association.

B. **Nominating Committee.** No later than November 1 of each year, commencing with November 1, 1997, the President shall appoint a Nominating Committee. No later than December 1, 1997, the Nominating Committee shall provide the President with a list of nominees for the offices to be vacated. In making these nominations, the Nominating Committee shall consider the varied interests of the Members of the Association, the nominees' general character, and any other relevant factor. The Nominating Committee may solicit and accept recommendations from any member of the Association.

C. **Self-Nomination.** Any Regular Member in good standing may nominate him- or herself, or any Regular Member, to any office by providing written notification to the Board of Directors no later than December 1, commencing with December 1, 1997. The nominee's written acceptance of the nomination must accompany the notification.

D. **Election Procedures.** The Board of Directors shall mail or deliver an election notice to the last known address of each Regular Member of the Association at least fifteen (15) days before any election. That notice shall contain the names and addresses of each nominee for office, and the time and place of the election. If there is no nominee for a position, any Member may make nominations from the floor at the Annual Meeting. The nominee must be present to accept the nomination.

E. **Voting Procedures.** Voting for the positions of Officers and Directors shall be by written secret ballot during the Annual Meeting. Each Regular Member may vote for each Officer, and may vote for three (3) Directors. The three (3) nominees for Directors who receive the most votes, even if not a majority, shall be deemed elected.

F. **Assumption of Positions.** The Board of Directors shall take office as follows:

1. The President shall become President the day following the Annual Meeting of each year, and serve until the day following the next Annual Meeting, or until his or her successor assumes office. The President shall not serve consecutive terms as President.

2. The Vice-President/President-Elect shall serve until the day following the Annual Meeting, at which time he or she shall become President.

3. A new President-Elect, Secretary, Treasurer, Director No. 1, Director No. 2 and Director No. 3 shall be elected at the Annual Meeting in each year, and shall take office the following day. They shall serve until the day following the next Annual Meeting, or until their successors assume office. The Secretary, Treasurer, Director No. 1, Director No. 2 and Director No. 3 may be elected to serve consecutive terms.

G. **Vacancies.**

1. If the Present vacates or becomes ineligible to hold his or her position before the end of the term, the President-Elect shall complete the term and serve the following term as unusual.

2. If any other vacancy occurs on the Board of Directors before the end of the term, the President shall, as soon as possible, appoint an interim Officer or Director to fulfil the duties of the position until the Regular Members elect a successor. If the vacancy occurs before August 1, the Board of Directors shall call a special meeting to fill the vacancy.

Within forty-five (45) days, the Board of Directors shall mail to or deliver a notice to the Regular Members announcing that a vacancy exists. Any Regular Member may then nominate himself or herself, or any Regular Member, to fill the vacancy by providing written notification to the

Board of Directors no later than thirty (30) days after the mailing date of the announcement of the vacancy. The nominee's written acceptance of the nomination must accompany the nomination.

Thirty (30) days after delivery of the notice of vacancy to Regular Members, the Board of Directors shall mail or deliver an election notice to the last known address of each Regular Member of the Association. The election shall take place at the next regular membership meeting that is at least fifteen (15) days after the mailing of the election notice. The election notice shall contain the names and addresses of each nominee for office.

If there is no nominee for a position, any Regular Member may make nomination from the floor. The nominee must be present to accept the nomination.

Voting shall be by written secret ballot.

H. **Resignations.** Any Officer or Director may resign his or her service at any time by giving written notice of such resignation to the President or Secretary. Such resignation shall take effect upon receipt thereof by the President or Secretary of the Association or at any later time as may be specified in the notice.

I. **Removal.** Any Officer or Director may be removed from his position, with or without cause, by the affirmative vote of a majority of the Regular Members of the Association at a special meeting of the Members called for that purpose. The recall must be initiated by a majority of the Board of Directors or by a petition of one third (33%) of the Regular Members. Within forty-five (45) days after receiving such a petition, the Board of Directors shall hold a special meeting for the purpose of conducting a vote to rescind the election. At least fifteen (15) days before the special meeting, the Board of Directors shall mail or deliver notice of the special meeting, and its purpose, to the last known address of each Regular Member of the Association. If a vacancy is created before August 1 of any year, the Board of Directors shall hold a special election; otherwise, the President shall appoint an interim Officer or Directors to fill the position until the next regular election.

ARTICLE VII STANDING COMMITTEES

A. **Program Committee.** The President shall appoint a Program Chairperson and Committee to plan and organize educational and other programs for the Members. The Program Chairperson shall notify the President and the Secretary of upcoming programs in time to notify the members through normal communication channels.

The Program chairperson and Committee shall not obligate the Association for any financial responsibility without receiving prior approval from the Board of Directors.

The Board of Directors may rescind the appointment of the Program Chairperson or Committee at any time with or without cause.

B. **Annual Audit.** The Board of Directors shall appoint an Annual Audit Chairperson and Committee to audit, or have audited, the financial records of the Association. The Annual Audit Chairperson may be any Regular Member not presently serving on the Board of Directors. The Committee shall consist of at least two (2) other Regular Members. The Board of Directors may appoint any additional people or engage professional auditing services.

The Annual Audit committee shall not obligate the Association for any financial responsibility without receiving prior approval from the Board of Directors.

The Annual Audit shall be completed before July 1 of each year, and the results communicated to the Membership at that time.

ARTICLE VIII **FISCAL MANAGEMENT**

A. **Fiscal Year.** The fiscal year of the Association shall begin on the first day of January of each year or on such other date as shall be adopted by the Board of Directors.

B. **Depositories.** The funds of the Association shall be deposited in a bank or banks in the State of Florida, in an account for the Association under resolutions approved by the Board of Directors and shall be withdrawn only over the signature of the Treasurer, the President or such other persons as the Board may authorize. The Board may require more than one (1) signature on checks and bank drafts.

C. **Fidelity Bonds.** Fidelity bonds may be required by the Board of Directors from officers and employees of the Association and from any contractor handling or responsible for Association funds. The premiums for such bonds shall be paid by the Association.

D. **Records.** The Association shall maintain accounting records according to generally accepted accounting principles. Such records shall include a record of receipts and expenditures for each Member, which shall designate the name and address of the Member, the amount of each dues assessment, the due dates, the amounts paid upon the account and the balance due.

E. **Accounts.** The receipts and expenditures of the Association shall be created and charged to such accounts as the Board of Directors shall deem appropriate.

F. **Budget.** The Board of Directors shall adopt a budget for each fiscal year that shall include the estimated funds required to defray the expenses and to provide and maintain funds for each account and reserves in accordance with good accounting practices.

ARTICLE IX
AMENDMENT

These Bylaws may be amended by a vote of not less than a majority of the Members entitled to vote at any Annual or special meeting of the Members of the Association at which a quorum is present; provided, however, that a full statement of the proposed amendment is set forth in the notice of such meeting, and that no amendment shall conflict with the terms and provisions of the Articles and Declaration.

ARTICLE X
VALIDITY

If any Bylaw, Rule or Regulation shall be judged invalid, such invalidity shall not affect the validity of any other Bylaw, Rule or Regulation.

ARTICLE XI
PARLIAMENTARY PROCEDURE AT MEETINGS

Roberts Rules of Order (latest edition) shall govern the conduct of all meetings of the Members and/or the Board of Directors.

ARTICLE XII
DISSOLUTION

The Association may be dissolved by a unanimous vote of the Members entitled to vote at any regular or special meeting; provided, however, that the proposed action is specifically set forth in the notice of any such meeting.

ARTICLE XIII
MISCELLANEOUS

A. **Captions and Headings.** The Captions and headings pertaining to the articles and paragraphs contained in these Bylaws are solely for the convenience of reference and in no way shall such captions or headings define, limit or in any way affect the substance of the provisions contained in these Bylaws.

B. **Number and Gender.** Whenever used in these Bylaws, the singular number shall include the plural, the plural number shall include the singular and the use of any one gender shall be applicable to all genders.

C. **Severability.** Should any of the covenants herein imposed be void or become unenforceable at law or in equity, the remaining provisions of this instrument shall, nevertheless, be and remain in full force and effect.

D. **Conflicting Provisions.** In the event there is any conflict between the Articles and these Bylaws, the terms and provisions of the Articles shall control, and in the event there is any conflict between the Declaration and these Bylaws, the terms and provisions of the Declaration shall control.

E. **Governing Law.** The terms and provisions contained in these Bylaws shall be construed, governed by and enforced in accordance with the laws of the State of Florida.

The foregoing were adopted as the Bylaws of **LAKE WORTH'S COLLEGE PARK HOMEOWNERS ASSOCIATION, INC.**, a Florida not-for-profit corporation at the first meeting of the Board of Directors on the _____ day of _____, 1996.

ADOPTED this _____ day of _____, 1996 by the undersigned Board of Directors of **LAKE WORTH'S COLLEGE PARK HOMEOWNERS ASSOCIATION, INC.**, a Florida not-for-profit corporation.

**LAKE WORTH'S COLLEGE PARK
HOMEOWNERS ASSOCIATION, INC.**, a
Florida Not-for-Profit Corporation

Robert A. Lepa
President/Director

Director No. 1

Joyce McGuirk
Vice President/President-Elect/Director

Director No. 2

Valerie Hurley
Secretary/Director

Director No. 3

Donn McCafferty
Treasurer/Director

(Corporate Seal)

STATE OF FLORIDA)
 ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this ____ day of _____, 1996 by Robert A. Lepa, Joyce McGuirk, Valerie Hurley, Donn McCafferty, _____, _____, and _____, who constitute the Board of Directors of **LAKE WORTH'S COLLEGE PARK HOMEOWNERS ASSOCIATION, INC.**, a Florida Not-for-Profit corporation, on behalf of the Corporation. They are personally known to me and did not take an oath.

(Notary Seal)

Frank S. Palen
Notary Public
State of Florida