

HOLLYWOOD NORTH BEACH ASSOCIATION, INC.

BY -LAWS

ARTICLE I – NAME

This Association shall be known as the Hollywood North Beach Association, Inc. (HNBA)
(The Association)

ARTICLE II - OBJECT AND PURPOSE

SECTION 1: The primary purpose of The Association shall be to improve, protect and promote civic, cultural and recreational interest in the area covered by the Association; also other activities such as the promulgation of civic improvements, helping the city administration in carrying out mandates for the betterment of this neighborhood, and any other activity within the province of improving the neighborhood and the residents common interests.

SECTION 2: The Association is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501 C (3) of the Internal Revenue Code.

ARTICLE III – MEMBERSHIP

SECTION 1: Members, voting and non-voting, shall reside or own property within the area bounded on the West side by the Intracoastal Waterway, the East side by the Atlantic Ocean, the North side by Dania Beach Boulevard and the South side by Sheridan Street, and the land mass within the boundaries of Anne Kolb Nature Center/West Lake Park and John U. Lloyd Park.

SECTION 2: Association Voting Memberships shall have their dues paid in good standing and are defined as the following:

(i) Owner Household Membership shall consist of one vote per household residence. The residence must be owned by the household resident.

(ii) Hotel/Motel/Apartment Membership shall consist of one vote per Motel/Hotel/Apartment complex; by the owner or designee who shall live in the neighborhood for at least 6 months.

(iii) Townhouse and Condominium Membership shall consist of not more than eight (8) votes per Condominium development to assure widespread representation for the entire North Beach area.

(iv) Open land or Uncompleted Building projects shall have one vote per contiguous land mass until such time the project is completed and can be identified by one (1) of the above Voting Membership categories.

(v) Each eligible voter is allowed only one (1) vote, even if he/she owns or rents more than one (1) property.

(vi) Proxy votes are accepted on an association form. Votes may only be cast by an eligible voter. An eligible voter may cast one or more proxy votes.

SECTION 3: Association Non-Voting members shall be all residents residing within the HNBA area. Non voting members may participate in all functions and meetings sponsored by the HNBA. Other residents from Hollywood are welcome to join and attend meetings as non-voting members. Non voting members are not required to pay dues.

SECTION 4: Any individual 18 years of age or older may apply for a voting membership upon the payment of dues. Application for a voting membership shall be made on a form provided by The Association and/or in person, accompanied by the payment of dues. Acceptance of new voting membership shall be upon approval by majority vote at a meeting of the Board of Directors. If application is denied, the applicant(s) is entitled to one appeal per calendar year. Renewal memberships are immediately effective after payment of annual dues. Membership cards and/or receipts will be issued to members upon request.

SECTION 5: Each member is entitled to one vote after approval and will be eligible for election to office after 60 days.

SECTION 6: Any member intentionally acting or using their position in The Association in a manner detrimental to the interests of The Association may be suspended or expelled from membership after a hearing by the Board of Directors, and upon majority vote. Expelled and/or suspended members may appeal to the membership at large at the next regularly scheduled meeting, upon written request to The Association president.

ARTICLE IV - FEES AND DUES

Membership dues for each calendar year shall be set by the Board of Directors with approval by the membership at a general meeting. Dues must be approved by a majority vote of the membership attending this meeting. Other fees above membership for special projects must be recommended by the Board of Directors and approved by a 2/3 vote of the voting members attending an Association meeting.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of nine (9) elected members who include the elected Executive Officers, the Chairpersons of Standing Committees and the Immediate Past President.

SECTION 2: The Executive Officers shall consist of a president, vice president, secretary and treasurer and shall be elected by the voting membership by ballot at an Association meeting to a one-year term, with term limits of five years served consecutively.

SECTION 3. The Immediate Past President of The Association will be a member of the Board of Directors for one year if he/she remains a resident of North Beach

SECTION 4: Any officer, director or immediate past president who files for public office shall immediately resign their position with The Association.

ARTICLE VI - DUTIES OF BOARD OF DIRECTORS

SECTION 1: The President shall preside at all meetings enforce decorum and due observance of the rules of the governing body and shall perform such duties as pertain to the office. The President shall serve as an ex-officio member without voting power on all committees, appointed or elected.

SECTION 2: The Vice-President shall preside over all meetings in the absence of the president. The vice-president shall be an ex-officio member without voting power at all committees and shall insure that all committee reports are received in a timely fashion.

SECTION 3. The Secretary shall keep accurate minutes, attendance and records of meetings and transactions of The Association. The Association's minutes will be bound by year, shall be retained by the Secretary and shall be turned over to the incoming Secretary for safekeeping at the annual installation meeting. The result of any vote and/or action from either an emergency meeting or telephone poll or a poll by other electronic means of the Board of Directors shall be reflected by director name in the next scheduled meeting's minutes. The secretary shall, by agreement with the president perform such duties as may be deemed necessary in the performance of the office. Duplicate copies of minutes and all legal documents shall go to the Registered Agent.

SECTION 4: The Treasurer shall act as financial officer, preparing bank deposits receipts for all monies collected. Any unusual or non-recurring expenses of \$100.00 or more shall require prior approval of the Board of Directors. The Treasurer shall prepare and present a quarterly financial statement at designated meetings of the Association. It shall be the duty of the Treasurer to prepare an annual budget (except in the initial year) to the Board of Directors for their approval and subsequent submission to the general membership for final approval. The Treasurer will also arrange for any required tax returns. A Financial Review Committee, not to include existing board members, appointed by the President in October of each year will review the books of The Association. The Association's charter, (Annual Report to the Secretary of State) the *treasurer's* books and all other legal documents shall be retained by the treasurer and transferred to the incoming treasurer for safe keeping at the annual installation meeting. Duplicate copies of all legal documents and financial reports shall go to the Registered Agent. All checks issued by the Treasurer shall require the counter signature of one other authorized Officer or Director.

SECTION 5: The Board of Directors shall have the power to transact the general business of the Association and to act on all applications of memberships in The Association. Members of the Board of Directors shall be at all Board of Directors meetings. Three absences,

without cause shown from Board meetings, will result in automatic termination from the Board of Directors upon written notification.

SECTION 6: The Board collectively shall not make any expenditure or contract in excess of \$500 without prior approval of a majority of the general voting membership at a membership meeting of The Association.

SECTION 7: Policies shall be subject to review on a regular basis as requested by the general membership or Board of Directors. No statement shall be issued or made either to the public media or to a governmental body as reflecting the policy of the association without previous approval of the general voting membership.

SECTION 8: The Executive Officers shall meet at the discretion of the President to transact any urgent (necessary) business, including attendant financial expenditures up to \$500. An emergency action shall be subject to review of the Board of Director at their next scheduled meeting and any resultant action reported to the membership at next scheduled meeting.

ARTICLE VII – COMMITTEES

SECTION 1: The standing committees of The Association shall be Membership, Program, Communication, Planning and Zoning and Legal, and such as other committees as found necessary by the Executive officers. The president shall appoint committee chairpersons from the elected board.

Membership Chairperson – shall be responsible for recruiting new members; shall provide new association members information packets and hand out new information signage for monthly association meetings; shall be responsible for notifying every member when monthly meetings are and when dues are due; shall collect all monies and turn over to the Treasurer; shall maintain a record of all members and make same available to the Board upon request; shall perform all duties as directed by the Board.

Program Chairperson – shall arrange with the President for each meeting all agenda items, speakers and necessary documents for general membership meetings; shall coordinate and monitor the association's program activities including committees and liaison; shall perform all other duties directed by the Board. The program arrangements should remain within the objectives of the association. Final approval for each meeting's program shall be coordinated with the President.

Communications Chairperson – shall insure that written communications newsletters reach the area residents; shall coordinate with the President the area newsletter, web sites and any other written form of communication needed. All material relating to The Association shall be turned over to the President at the end of the Year; shall collect information pertaining to any advertisers of the newsletter or web site and inform the Treasurer of any ad income as well as perform any other duties designated by the Board.

Planning and Zoning and Legal Chairperson – shall review zoning regulations within the neighborhood, review proposed changes in the North Beach Neighborhood Plan, perform an annual review of the North Beach Neighborhood Plan, arrange for developer presentations to the general membership, research and address legal issues related to our neighborhood and present results to the general membership.

SECTION 2: Ad Hoc Committees will be committees formed for a specific and defined purpose and will be dissolved upon the completion of their assigned task. The president, as deemed necessary, shall appoint ad Hoc Committees and their chairperson. The nominating committee (after the inaugural year) will be comprised of two members of the Board of Directors and three members of the general membership.

ARTICLE VIII – VACANCIES

Any vacancy in the elected positions of the Board of Directors shall be filled by appointment by the Board of Directors for the remainder of the term.

ARTICLE IX - TERM OF OFFICE

All executive officers of the Board of Directors shall be elected by ballot for a one-year term at the annual meeting held for that purpose.

ARTICLE X - NOMINATIONS AND ELECTIONS

The Board of Directors shall appoint the nominating committee. The Nominating Committee shall elect the Chairman of the committee. The names of those appointed to this committee shall be announced at the regular meeting of the Association in September. The committee shall present a slate of officers and Directors at the regular meeting in October. Nominations by any member from the floor need not be seconded. All nominees who accept nominations shall be incorporated in the notice for the November regular meeting and posted at least two weeks in advance of said meeting. The membership shall vote their selection by secret ballot. The membership may decide on a method for absentee ballots to be accepted. The president shall appoint three tellers. Election must be by majority of votes cast. Officers will be installed and take office at the regular meeting in January until that time the Executive Officers -elect may serve on the Board of Directors without vote to familiarize themselves with procedures.

ARTICLE XI - ELIGIBILITY FOR ELECTION

To be eligible for election to office, members must be residents the majority of the year, live within the HNBA boundaries, and must be a member for a minimum of 60 days.

ARTICLE XII – MEETINGS

SECTION 1: General Membership Meetings will be held a minimum of four (4) times a year, or more at the discretion of the Board of Directors. All association meetings are

general membership meetings.

SECTION 2: Board of Directors Meetings may be called at the discretion of the president, but must be held at least once a quarter. The written request of 25% of the Board would require a meeting to be scheduled within ten days.

SECTION 3. Special Membership Meetings may be called by written request of 25% of the members or a majority of the Board of Directors, at which time the president would be required to call a special association meeting to be scheduled within 10 days, and to discuss the single purpose for which the Special Meeting is convened.

ARTICLE: XIII – QUORUMS

SECTION 1: The quorum for general membership meetings will be not less than 20% of total voting members at a meeting announced at least two weeks prior. Written notification must have been issued to paid members.

SECTION 2: The quorum of a Board of Directors meeting will be 5 members to transact any business, which ordinarily comes before the Board of Directors.

ARTICLE XIV – AMENDMENTS

Amendments to these by-laws may be made by majority vote at a regular meeting of the voting membership provided that written notice of the content of a proposed amendment(s) is furnished twenty days prior to the meeting.

ARTICLE XV - RULES OF ORDER

Business of The Association shall be conducted according to Robert's Rules of Order.

ARTICLE XVI - CONFLICT OF INTEREST

Any director, officer or employee of the Association who has an interest in a contract or other transaction of the Association shall declare a conflict of interest prior to any discussion or vote and refrain from voting. If the conflict interest is simply questioned by the person, the person should fully state the potential basis of conflicting interest followed by a majority vote by all members present at the meeting deciding the issue of conflict.

XVII – COMPENSATION

No member of the Board of Directors shall receive any compensation from The Association.

XVIII - INDEMNIFICATION AND BONDING OF DIRECTORS

HNBA shall indemnify any and all persons who may serve as directors against all

expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such directors in connection with any legal proceeding in which they may become involved, by reason of their having acted on behalf of HNBA in any activity authorized by HNBA. Such indemnification shall include payment by HNBA of expenses incurred in defending a civil or criminal action or proceeding, upon receipt of an understanding by the person indemnified to repay such payment if s/he shall be adjudicated not to have acted in good faith in the reasonable belief that his/her action was in the best interests of HNBA. The term "directors" as used herein shall include the heirs, executors, and administrators of such directors. The foregoing right of indemnification shall be in addition to, and not exclusive of all other rights to which such directors may be entitled.

Indemnification of other employees or agents of HNBA may be provided to the extent authorized by the directors, subject to the same limitation with respect to good faith as is herein imposed on the indemnification of the directors.

The directors and officers of this corporation and their private property shall not be liable in any matter of corporate debt, obligations and undertakings of liabilities and to the extent permitted by sections 617.0604 and 617.0834, Florida Statutes, shall be exempted and indemnified against any personal expense, losses or liabilities which may accrue from time to time in any manner by reason of the ownership, administration or distribution of the Corporate Property of funds or by any reason of any act or commission or omission on their part in the conduct of the Corporate affairs, so long as they act in good faith. They shall not be liable or accountable in any manner for honest mistakes or errors of judgment, not for errors of wrong doings of agent, broker, attorney or servants for interest on funds temporarily idle.

XIX - DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying all liabilities of the corporation, dispose of all the assets of the corporation to one or more non-profit organizations, as the Board of Directors shall determine.