

BYLAWS OF THE
SOUTH PATRICK RESIDENTS ASSOCIATION, INC.

The Charter of the Shore View Residents Association dated May 1972 and renamed the South Patrick Residents Association, Inc., through documentation dated May 13, 1992, shall be a part of these Bylaws. In the event of a contradiction between these Bylaws and the Charter, the Charter shall be the governing authority unless specifically deferring to the Bylaws.

ARTICLE I.
CORPORATE PURPOSE.

Section 1. Nonprofit Purpose

This Corporation is a nonprofit social welfare organization and is tax exempt under section 501 (c) (4) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

This Corporation is an association of community volunteers that actively seeks to make improvements to the community, disseminates information about government policies and ordinances that may impact the health, safety or welfare of the community and represents the Corporation at county, state and Federal agency meetings and functions.

ARTICLE II
AREA SERVED BY CORPORATION

Section 1. Geographical area.

The geographical area to be served by the Corporation consists of the unincorporated area of Brevard County located between the city of Satellite Beach and Patrick Air Force Base, Florida.

Section 2. Detailed Description.

Beginning at a point on the Atlantic Ocean beach directly east of the Pineda Causeway Road and A1A intersection and proceeding in a southerly direction down the beach to a point intersecting an east-west line along the rear lot line of lots located on the south side of Exeter Street, then proceeding westerly along this east-west line to South Patrick Drive, then southerly to a point intersecting an east-west line along the rear lot line of the lots on the north side of Jupiter Drive, then easterly along this east-west line to a point intersecting a north-south line along the rear lot line of the lots located on the east side of Bomarc Lane, then southerly along this line to intersect the Satellite Beach city limit, then westerly along this line to the Banana River, then northerly to intersect the south edge of the Pineda Causeway Road right-of-way then easterly to the point of beginning.

Section 3. Area Representation by Directors

For the purpose of administration and representation, the above geographic *location is subdivided into six geographic areas with each area being represented on the Board of Directors by an elected resident Area Director.*

Area 1 – From the Atlantic Ocean, west to South Patrick Drive, from the Pineda Causeway, south to the north (odd-numbered) side of Ocean Boulevard.

Area 2 – From the Atlantic Ocean, west to South Patrick Drive, from the south (even-numbered) side of Ocean Boulevard, south to the north (odd-numbered) side of Sea Park Boulevard.

Area 3 – From the Atlantic Ocean, west to South Patrick Drive, from the south side of Sea Park Boulevard (even-numbered), south to city limits of Satellite Beach.

Area 4 – South Patrick Park, South Waterway Estates, Lake Shepard.

Area 5 – North Waterway Estates, Waterway Townhouses

Area 6 – Lighthouse Landing, Sleepy Lagoon, The Moorings, Tortoise View Estates and Villas.

Section 4. Geographic Area Redistricting.

From time to time, the Board of Directors will evaluate the director/member ratio and redistrict as necessary to ensure a fair and equitable representation of members.

ARTICLE III
MEMBERSHIP

Section 1. GENERAL MEMBERSHIP. General members are those who live in the geographic area and whose dues are current. They shall have voice and vote.

Section 2. SPECIAL MEMBERSHIPS.

- a. HONORARY MEMBERS. The Board, from time to time, may award an Honorary Membership to individuals who are not qualified for regular membership but who may have performed some outstanding service for the South Patrick Residents Association, Inc., or the community at large. They are not required to pay dues and shall have voice but no vote.
- b. ASSOCIATE MEMBERS. The Board, from time to time, may offer an Associate Membership to individuals, who do not qualify for regular membership. Associate members shall be charged an annual fee set by the Board of Directors and shall have voice but no vote.

Section 3. DUES

- a. Annual membership dues are to be paid in February of each year. The amount of the dues is set by the Board of Directors and may be changed from time to time. Current dues are set at \$16.00 per household.
- b. Membership dues for new members joining at a date other than February are not prorated.
- c. Membership dues are not refundable.

ARTICLE IV
MEETINGS

Section 1. MEETINGS.

- a. The general membership shall hold at least four (4) meetings a year at a time and place designated by the President and agreed upon by the Board of Directors.
- b. The Board of Directors shall hold at least four (4) meetings a year at a time and place designated by the President and agreed upon by the Directors. These meetings will be open to the members. Members, in good standing, shall have voice but no vote.
- c. The Annual meeting shall be held once a year at a time and place designated by the President and agreed upon by the Board of Directors. One of the regular general membership meetings may be designated as the Annual Meeting. Elections are held at the Annual meeting. General members in good standing shall have voice and vote at these meetings
- d. Special meetings may be called by the President or any member of the Board of Directors who has a simple majority vote of the Board of Director members. A Special meeting may be called by a general member if he/she secures a petition signed by 10% of membership.
- e. *Robert's Rules of Order*, latest edition, shall be used as authority for the meetings of this Corporation but will not take precedence over the Charter or Bylaws.

ARTICLE V
BOARD OF DIRECTORS

Section 1. DIRECTORS

- a. The Corporation shall be managed by a Board of Directors and they shall have control of and be responsible for the affairs and property of the Corporation. They shall be elected for a one (1) year term and may serve for more than one (1) term. The term begins at the close of the Annual meeting when elected.

Section 2. AUTHORITY

- a. Shall exercise all authority over the affairs of the Corporation normally assigned to such bodies within limitations established in the Charter or in the Bylaws.
- b. Perform their duties in a manner consistent with and as appropriate to accomplish the purpose(s) as set forth in the Charter and Bylaws.
- c. A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.
- d. May authorize action in the name of the Corporation and approve expenditures in any one transaction not to exceed \$10,000 or seventy-five (75%) of the Corporation's assets, whichever is less.

- e. May authorize fund-raising campaigns, including sponsoring cooperative sales of good or services.
- f. Is authorized to call special meetings of the membership.
- g. Will have the corporate books audited or reviewed annually in October.
- h. The fiscal year is October 1 to September 31. The Board is authorized to change the fiscal year.
- i. Authorized to secure a bond for the Treasurer in the amount of the monetary value of the Corporation.

Section 3. MEMBERS.

- a. The Board of Directors shall consist of ten (10) members elected at the Annual meeting. Four (4) of the members shall be elected, designated and serve as Officers. Six (6) of the members shall be elected, designated and serve as Area Directors, one from each geographic area.
- b. The Board of Directors may from time to time change the number of Directors to serve, but in no instance shall the Board be less than ten (10) members that include the elected officers and Area Directors.

ARTICLE VI OFFICERS

Section 1. PRESIDENT.

A. Authority

- 1. Authorized to act in the name of the Corporation when directed by the Board of Directors or in other instances which do not obligate the Corporation.
- 2. Authorized to sign correspondence in the name of the Corporation but must provide the Secretary with a copy of all such correspondence.
- 3. Is one (1) signatory authorized to sign checks on behalf of the Corporation.
- 4. Authorized to approve and expend up to \$300.00 without board approval. Receipts must be provided to the Treasurer within two (2) weeks.
- 5. Authorized to call special meetings of the Board of Directors or the Officers. The President must have authority from the Board of Directors to call a special general membership meeting, except in cases of emergency.
- 6. Authorized to fill vacancies of the elected officers upon the resignation, disability or death of any position with approval by the Board of Directors. Vacancies shall be filled in a timely manner.

B. Duties

1. Preside at the annual meeting, regular meetings and special meetings of the Corporation and the regular and special meetings of the Board of Directors.
2. Set the agenda and forward to the board prior to the meeting and make available on the website.
3. Enforce the observance of the Bylaws and established rules of order.
4. Appoint chairs for the Nominating Committee and the Elections Committee. At the discretion of the President, these two (2) committees may be combined.
5. Appoint Committee chairs not specified in the Charter or the Bylaws, as needed.
6. Is an ex-officio member of all committees.
7. Inform the Secretary, in writing, of any actions initiated or correspondence written on behalf of the Corporation.
8. Inform the Vice President of all actions undertaken on behalf of the Corporation.

Section 2. VICE PRESIDENT.

A. Authority

1. Authorized to assume all the duties of the President in the resignation, disability or death of the President.

B. Duties

1. Assist the President as called upon.
2. Assume the duties of the President at any or all meetings in the President's absence.

Section 3. SECRETARY.

A. Authority

1. Is authorized to originate and sign correspondence of an informative or inquiry nature. Such correspondence will not commit the Corporation in any way.

B. Duties

1. Assist the President as called upon.
2. Record all minutes of meetings of the Corporation. Reports may be incorporated into the Minutes with the approval of the Board of Directors.

3. Disseminate information as requested of the Board of Directors. Information of a general nature shall be sent to the Area Directors for distribution to the membership.
4. Shall maintain the following records: Complete record of Corporation membership as provided by the Treasurer.
5. Complete record of the minutes of the Board of Directors meetings, Annual Meeting and Special meetings.
6. Complete file of all correspondence written on behalf of the Corporation and all actions undertaken in the name of the Corporation.
7. Complete file of Treasurer's reports and audit or review reports.
8. Assume the duties of the President at any or all meetings in the absence of the President and Vice President.
9. Promptly transfer all records to their successor.

Section 4. TREASURER.

A. Authority

1. Oversee all funds and securities of the Corporation.
2. Authorized to sign checks for the Corporation when authorized by the President in accordance with the approval of the Board of Directors.

B. Duties

1. Assist the President as called upon.
2. Establish and maintain bank accounts, checking, savings or money market accounts and for reconciling these accounts when statements are received.
3. Collect and deposit all funds of the Corporation.
4. Disburses funds as directed by the President for the Board of Directors.
5. Maintain up to date books for all accounts held by the Corporation.
6. Prepare and provide written Treasurer's reports for meetings of the Corporation.
7. Prepare an annual budget for the Board of Directors to review and present at the Annual meeting for approval.
8. Provide a membership list to the secretary.
10. Validate membership eligible to vote at the Annual meeting.

ARTICLE VII ELECTIONS

Section 1. Nominations

- a. A Nominating Committee is appointed by the President and shall consist of three (3) or more members. Two (2) of the members will be from the current Board of Directors.
- b. Duties of the Nominating Committee
 1. Nominate at least one (1) member for each position to be elected.
 2. Affirm that nominees are in good standing and have agreed to serve.
 3. Insure that the list of nominees is published in the Shore News and made available on the website at least two weeks prior to the Annual meeting.
 4. Nominations may be made from the floor at the Annual meeting, as long as the nominee has given permission before the meeting and whose dues are current.

Section 2. Elections

- a. An Election Committee is appointed by the President and shall consist of three (3) or more members. Two (2) members will be the Secretary and the Treasurer.
- b. Duties of the Election Committee
 1. Prepare the ballots for all elections.
 2. Collect the ballots at the appropriate time at the Annual meeting, tabulate them and announce the results
 3. Ballots will be destroyed after official recount.

Section 3. Voting

- a. Qualifications to Vote
 1. Each member, in good standing, shall be entitled to one (1) vote at the Annual meeting.
 2. No household may cast more than two (2) votes. Necessary checks will be made against the official membership list at the time the ballot is issued.
 3. Voting by proxy shall be permitted when a written proxy request is filed with the Secretary at least two weeks prior to the election.
- b. All members in good standing in attendance shall constitute a quorum.

Section 4. Ballot Results

- a. Majority. The greatest number of votes cast shall elect the nominee.
- b. Non-majority. In the event of a tie vote a run off of the candidates receiving the greatest number of votes on the first ballot, the candidate receiving the greatest number of votes on a second ballot will be elected. If a tie vote on the second ballot, the President shall cast the deciding vote.

**ARTICLE VIII
AMENDMENTS**

The Board of Directors or any member in good standing may propose amendment(s) to these Bylaws at any regular meeting of the membership. A written notice setting forth the proposed amendment(s) or summary of the changes to be effected shall be publicized at least four (4) weeks prior to a called vote at a regular or special meeting. A two-thirds vote of all members present and entitled to vote shall be necessary to amend these Bylaws.

REVISION of the BYLAWS OF THE SOUTH PATRICK RESIDENTS ASSOCIATION, INC.

ADOPTED and APPROVED by the Board of Directors and membership on: February 11, 2019.

Ayn Samuelson, President

Attest: Rick Mariani, Vice President.

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