

Proposed Revision of By-laws

Note: All proposed revisions are highlighted with additions in yellow and deletions indicated by ~~striketrough~~ and green highlight.

BY-LAWS OF HARBOR ESTATES ASSOCIATES, INC.

ARTICLE I. NAME

This corporation shall be known as HARBOR ESTATES ASSOCIATES, Inc., a not for profit Florida corporation.

ARTICLE II. OBJECTIVE

The objectives of this corporation are as follows: (See Article II of the Articles of Incorporation):

To seek and preserve title to those areas designated in the plat as park areas and in other ways to promote and carry out its objectives of uplifting the standards of living in Harbor Estates, bettering the community and maintaining vigilance against potential disruption of the community.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the membership of this corporation shall be held the first week of January or within 30 days thereafter as agreed upon by the Board of Directors. The exact time, date and location shall be designated in the notice of meeting. One of the purposes of the annual meeting shall be the election of the Board of Directors for the ensuing year, all of whom shall take office immediately following election. The time of all meetings & elections shall be determined by the present Board of Directors (amended Feb. 1997).

Section 2. Special Meetings. Special meetings may be held at the call of the President or by written request of two (2) members of the Board of Directors.

Section 3. Notice. At least 10 days' notice in writing of each meeting, whether annual or special, shall be ~~mailed or delivered~~ **posted in plain sight, or emailed** to each member of the corporation ~~at his residence~~.

Section 4. Order of Business. Order of business at the annual meeting shall be:

- A. Roll Call
- B. Reading of Notice of Meeting
- C. Reading of Minutes of Previous Meeting

- D. Report of President
- E. Report of Treasurer
- F. Report of Secretary
- G. Reports of Committees
- H. Election of Directors
- I. Transaction of Other Business Mentioned in the Notice
- J. Adjournment

Section 5. Quorum. Twenty five (25) percent of the membership shall constitute a quorum for the transaction of business. (Amended 12/8/81)

Section 6. Voting. Every member of the corporation, in good standing, shall have the right and be entitled to one vote, in person or by proxy, upon every proposal properly submitted at any meeting of the corporation.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Number and Term of Directors. The business, property and affairs of this corporation shall be managed by a Board of Directors composed of 5 persons. All persons elected must be members of this corporation. Each Director shall hold office for the term for which he is elected and until his successor is elected and qualified. (Amended November 30, 1976). ~~Directors shall be elected for two (2) year staggered terms. (Amended Dec. 8, 1981). Amendment of 12/8/81 to be repealed & rescinded. (Amended February 1997).~~

Section 2. Duties of the Board. The Board of Directors shall transact all business of HARBOR ESTATES ASSOCIATES. It shall determine the policies, fiscal matters, employment of staff and other personnel policies and in general assume responsibility for the guidance of the affairs of the corporation.

Section 3. Quorum. The presence of a majority of all the Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of Directors present at a meeting when a quorum is present shall be the act of the Board of Directors.

Section 4. Time of Meeting. Annual meetings of the Board of Directors shall be held immediately following the annual meeting of the members each year, at such times thereafter as the Board of Directors may fix, and at other times upon the call of the President or by two of the Directors. Notice of each special meeting shall be given by the Secretary to each Director not less than five days before the meeting, unless each Director shall waive notice thereof before, at, or after the meeting.

Section 5. Vacancies. Vacancies in the Board of Directors shall be filled by election by the remaining directors. Each person so elected to fill a vacancy shall remain a director until his successor has been elected by a vote of the membership present, who may make such election at their next annual meeting, or at any special meeting duly called for that purpose and held prior thereto.

Section 6. Power to Elect Officers. The Board of Directors, at their annual meeting, shall elect a President, one or more Vice Presidents, a Secretary and a Treasurer. The Board of Directors shall have the power to fill any vacancy in any office, occurring for any reason whatsoever.

Section 7. Removal of Directors, Officer and/or Employees. Any Director, officer and/or employee may be removed by the Board of Directors whenever, in the judgment of the Board, the best interests of the corporation will be served thereby, by majority vote of the Board of Directors. Failure to attend three consecutive meetings without a valid excuse shall constitute cause for the removal of a Director.

Section 8. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any officer or Director to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 9. Annual Reports. The President and Treasurer shall present their respective reports of the operation of the corporation for the preceding year, at the annual meeting of the membership. The time of all reports to be determined by the present Board of Directors. (Amended February 1997)

ARTICLE V. OFFICERS

Section 1. Officers. The officers of the Board of Directors shall be the officers of this corporation. They shall consist of the President, Vice President, Secretary and Treasurer, all of whom shall be members of the Board of Directors. Each officer shall be elected to hold office for a period of one year.

Section 2. Officer Responsibilities.

A. President. The President shall:

1. Be the chief executive officer of the corporation and shall act as presiding officer at all meetings of the corporation and the Board of Directors
2. Act as presiding officer at all meetings of the corporation and of the Board of Directors.
3. Call special meetings of the Board of Directors and of the members.

4. Shall sign with the Treasurer, if the Board of Directors so require, all checks, contracts, promissory notes, deeds, and other instruments on behalf of the corporation, except those which the Board of Directors specifies may be signed by other persons.
 5. Perform all acts and duties usually required of an executive to insure that all orders and resolutions of the Board of Directors are carried out.
 6. Appoint committees and act as ex-officio member of all committees and render an annual report at the Annual Meeting of members.
- B. Vice President. The Vice President, in the absence or disability of the President, shall exercise the powers and perform the duties of the President. He/she also shall assist the President generally and exercise such other powers and perform such other duties as shall be prescribed by the Directors.
- C. Secretary. The Secretary shall:
1. Attend all regular and special meetings of the members of the corporation and of the Board of Directors and keep all records and minutes of proceedings thereof, or cause the same to be done.
 2. Have custody of the corporate seal and affix the same when necessary or required.
 3. Attend to all correspondence on behalf of the Board of Directors, prepare and serve notice of meetings, keep membership books and receive all applications for membership.
 4. Perform such other duties as the Board of Directors may determine and on all occasions in the execution of his/her duties act under the superintendence, control and direction of the Board of Directors.
 5. Have custody of the minute book of the meetings of the Board of Directors and members and act as transfer agent to recordable transfers and regulations of the corporate books.
- D. Treasurer. The Treasurer shall:
1. Attend all meetings of the membership and of the Board of Directors.
 2. Receive such monies as shall be paid into his/her hands for the account of the corporation and disburse funds as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and be custodian of all securities, contracts, leases, and other important documents of the corporation which he/she shall keep safely deposited.

3. Supervise the keeping of accounts of all financial transactions of the corporation in books belonging to the corporation and deliver such books to his/her successor. He/she shall prepare and distribute to all of the members of the Board at least ten days prior to each Annual Meeting and whenever else required, a summary of the financial transactions and condition of the corporation from the preceding year. He/she shall make a full and accurate report on matters of business pertaining to his/her office to the members at the Annual Meetings and make all reports required by law. (The foregoing Article V was amended 9/9/87.)

ARTICLE VI. COMMITTEES

The President, within one month after his election, shall make appointments to all appointive committees and the chairman of each such committee from the membership of the Board of Directors. In addition to the standing committees hereinafter established, the President may appoint special committees as the need arises. Each committee shall consist of at least 3 members.

ARTICLE VII. FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE VIII. CORPORATE SEAL

The Board of Directors shall provide a suitable seal containing the name of the corporation and the words "corporation not for profit", which seal shall be in charge of the Secretary. The seal of this corporation must be affixed to all documents, contracts and papers as the Board of Directors may prescribe.

ARTICLE IX. MEMBERSHIP

Section 1. Classes of Membership. There shall be two classifications of membership in this corporation, namely Regular Members and Associate Members.

- A. Regular Members. The regular membership of this corporation consists of Subscribing Members and residing homeowners and property owners. Regular members shall pay an initiation fee of ~~\$45.00~~ \$50.00 and annual membership dues as established each year by the Board of Directors. The Board of Directors shall have the authority to periodically suspend initiation fees for regular members for purpose of recruiting new members.
- B. Associate Members. Associate Members shall be persons renting a home in this community. Excepting the right to nominate, vote and hold office, they shall have and enjoy all the privileges of regular membership and shall pay the initiation fee and annual membership dues as may be established for regular members.

C. Special Members. Special Membership will be made available to individuals not owning property or residing in Harbor Estates, but recommended and sponsored by a member. Excepting the right to nominate, vote and hold office, they shall have and enjoy all the privileges of regular membership. In addition to the \$50 initiation fee, Special Members will pay twice (2x) the annual fee established for regular members.

Section 2. Admission to Membership. Proposals Applications for regular and associate membership shall be submitted in writing to the Secretary, on an application form prepared and approved by the Board of Directors (available with instructions for download on the association website: www.harborestates.us). Regular and associate members shall be elected by a majority vote of the entire Board of Directors. Upon favorable action by the Board of Directors, the new member shall be notified concerning the action of the Board and payment of the initial fee and dues for one year.

Section 3. Proxies. Any member shall be permitted to vote at any meeting by a proxy in writing, submitted to the Secretary of the corporation before or at the time of the meeting.

Section 4. Resignations. Termination of Membership. Resignation shall be made in writing to the Secretary and acted upon by the Board of Directors at their next regular meeting. If said resignation is not received prior to the date the annual dues are due and payable, the member shall be liable for dues for the ensuing year. No resignation shall be accepted by the Board of Directors unless the member's dues are in good standing. No resignation shall be accepted from any member while indebted to the corporation, or while charges are pending against him, unless acceptance of the resignation is specifically authorized by the Board of Directors. Failure to pay annual dues by January 30 of the membership year will constitute termination of membership. If dues have not been received from an active member by January 15, the Secretary shall attempt to notify members by email regarding payment of dues prior to termination of their membership and corresponding rights and privileges.

Section 5. Expulsion or suspension of Member. Any member being 12 months in arrears in the payment of dues, at the direction of a majority vote of the entire Board of Directors, shall stand suspended and shall be so notified forthwith in writing by the Secretary. Such member, upon payment of arrears and upon making application to the Board of Directors for reinstatement may, by a vote of the entire Board of Directors, be reinstated within 9 days after aforesaid notice from the Secretary. In case such member shall not be reinstated within 9 days of the date of the aforesaid notice from the Secretary, he shall be dropped from the membership and forthwith shall be so notified in writing by the Secretary.

A. Effective July 1, 1980, Membership is not transferable from one homeowner to the next. New owners must pay the membership fee as listed in Section 1. A. All owners will be required to pay the membership fee to be reinstated as a member when membership has been cancelled terminated for whatever reason. (Amended June 5, 1980)

B. Any member charged with unbecoming conduct and against whom such charges are sustained after a due and proper hearing before the Board of Directors, may be expelled from the membership by a unanimous majority vote of the entire Board of Directors.

Section 6. C. Whenever a member is expelled or his/her membership cancelled terminated, all membership rights and privileges forthwith shall terminate automatically.

Section 7. D. A member may be expelled by a majority vote at any duly convened membership Board of Directors meeting for failure to comply with the Articles of Incorporation, by-laws or any duly adopted policies, rules or regulations of the corporation, provided that 30 days' notice shall have been given to such member, setting for the intention to propose his expulsion, the specific reasons therefore and the right of the member to appear and be heard in person or by counsel at the meeting at which such expulsion shall be proposed.

ARTICLE X. RULES OF ORDER

"Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these by-laws.

ARTICLE XI. AMENDMENTS

The Board of Directors may later amend, revise, add to, repeal or rescind these by-laws and/or adopt new by-laws at pleasure by a majority vote of all the members of the Board of Directors at any meeting of the Board of Directors, provided that notice of the proposed alteration, amendment, revision, addition, repeal or rescission of the by-laws or adoption of new by-laws shall have been given made available to the membership via its website (harboresstates.us) and noticed by a sign posted at the corner of Salerno Road and SW Gaines Avenue at least 10 days preceding the meeting.