

EAST NEIGHBORHOOD ASSOCIATION OF WILTON MANORS, INC.

BYLAWS OF

East Neighborhood Association of Wilton Manors, Inc.

ARTICLE I. ORGANIZATION

Section 1. **NAME.** The name of this organization shall be the East Neighborhood Association of Wilton Manors, Inc., - alternately referred to as ENA.

Section 2. **ESTABLISHMENT.** The East Neighborhood Association of Wilton Manors, Inc. was founded in August 2002 and incorporated in October 2002 as a non-profit organization.

ARTICLE II. PURPOSE

- a) To promote support for ideas and projects that will benefit the Association members and entire community.
- b) To support civic, cultural, economic, educational, and recreational activities which are deemed beneficial to the residential and commercial interests of the membership.
- c) To endeavor to aid government officials in the diligent pursuit of their duties and obligations to all people and businesses of ENA.
- d) To keep the community informed as to the Association's position on relevant issues and on the City's plans and activities.

ARTICLE III. MEMBERSHIP

Section 1. **VOTING MEMBER:** The Association shall have its membership open to all residents/businesses who live/operate east of F.E.C.railroad R.O.W. in Wilton Manors, FL.

Section 2. **ASSOCIATE MEMBERSHIP:** Open to citizens outside the geographical boundaries of ENA. Associate members may not participate in any formal votes.

Section 3. **HONORARY MEMBER:** An honorary membership may be granted to those individuals who have demonstrated an interest and concern for the benefit of ENA. Such member must be approved by 3/4 of the Board Directors and may not participate in any formal votes.

Section 4. **EFFECTIVE DATE OF MEMBERSHIP:** Membership shall become effective upon processing of written application and payment of the current year's dues. All of

the foregoing is to be accomplished within thirty (30) days of application.

- Section 5. **SUSPENSION OR TERMINATION:** The Board of Directors present at any regular or special meeting may, by a 3/4 vote, suspend or terminate the membership of any member. Said member shall be advised of the cause for such termination or suspension which shall continue until the next official meeting of members. At that meeting, the Board shall make a report, the member shall be permitted to state his/her position, and a decision shall be made by a majority of the voting members present to sustain or reverse the Board's decision. This membership vote shall be final.
- Section 6

COMPENSATION OF MEMBERS: No salary or any compensation except for out-of-pocket expenses incurred on behalf of the Association shall go to any member.

ARTICLE IV.

MEETINGS OF MEMBERS

- Section 1. **ANNUAL MEMBERSHIP MEETING:** The First Quarterly Meeting of each year shall constitute the Annual Meeting of the membership. The Annual Meeting shall be held in January at a place designated by the Board of Directors. The Secretary or other designated officer shall provide Association members by mail or other media conveyance a notice of the date and place of the meeting at least ten (10) days prior to the date of the Annual Meeting.
- Section 2. **QUARTERLY MEMBERSHIP MEETINGS:** The Board shall designate at least three (3) regular meetings in addition to the Annual Meeting. The Secretary or other designated officer shall inform members by mail or other media conveyance of the date and place of the meeting prior to the date of such meeting.
- Section 3. **QUORUM:** At the Annual Membership Meeting and all Quarterly Membership Meetings, the voting members shall constitute a quorum and shall be able to conduct the business of the Association.
- Section 4. **SPECIAL MEETINGS:** the President or a majority of the Directors upon notification of said meeting to each member at least 24 hours prior to the meeting may call special meetings at any time. Notification must include the date, time, and place of the meeting, the specific business to be transacted, and by whom the meeting is called.
- Section 5. **VOTING:** The eligible voters who have a current status as paid members of the Association shall be eligible to vote at all meetings. At the Annual Meeting, to be eligible to vote,

one must be a member as of December 31st of the prior year. The second option is to have certification of membership by the Secretary or other designated officer of the Association. All voting will be conducted using a paper ballot.

Section 6.

ORDER OF BUSINESS: The order of business at all general membership meetings shall be as follows:

- a) Distribution of the minutes of the preceding meeting.
- b) Reports of Officers and Special Committees.
- c) Election of Directors at Annual Meeting.
- d) Unfinished Business.
- e) New Business
- f) Adjournment

Section 7.

INVITED SPEAKERS: At the discretion of the President or presiding officer, the order of business as outlined in Section 6 above may be rearranged in order to accommodate an invited speaker.

ARTICLE V. BOARD OF DIRECTORS

Section 1.

NUMBER: The Board of Directors, alternately referred to as The Board, shall consist of up to seven (7) members. All Directors shall be voting members of record and hold a full time residence within the Association's geographical boundaries.

Section 2.

ELECTION OF DIRECTORS: At the Annual Meeting, Directors shall be elected by the members present and shall serve terms of two (2) years. Individuals seeking a Board position must notify the Secretary in writing or other media conveyance at least thirty days (30) prior to the Annual Meeting.

Section 3.

DUTIES: The Board of Directors shall have control and management of the affairs and business of the Association. A majority of the members of the Board of Directors shall constitute a quorum; and the meeting of the Board shall be held upon the call of the President or majority of the Directors. The President shall be the Chairman of the Board. The Vice-President shall be the Vice-Chairman.

Section 4.

REGULAR MEETINGS: The Board of Directors shall meet no less than four (4) times each year at a time and place agreed to by the Board.

Section 5.

SPECIAL MEETINGS: The Chairman of the Board or at least three (3) of the Directors may call Special Meetings of the Board of Directors. Notice of the date, time and place of special meetings shall be sent by mail or other media conveyance to

each Director prior to the meeting. This notice shall state the purpose of the meeting and relate that no business other than that stated in the notice shall be transacted at the special meeting.

- Section 6. **QUORUM:** A majority of the Board of Directors shall constitute a quorum for transaction of business at any regular or special meetings of the Board.
- Section 7. **REMOVAL OF DIRECTORS:** The Board of Directors may remove any Director by a vote of 3/4 majority of the Board, at any time, with or without cause. The general membership may remove any Director with or without cause by a 3/4-majority vote of members attending the meeting called for that purpose.
- Section 8. **VACANCIES:** Board vacancies due to resignation, removal, death or otherwise, may be filled by the Board at will for the unexpired portion of the term.
- Section 9. **AUTOMATIC RESIGNATION OF DIRECTORS AS PUBLIC OFFICIALS:** Any Director who becomes an elected Public Official of the city of Wilton Manors or assumes any appointed compensated position for the city of Wilton Manors or becomes an employee of the city of Wilton Manors – shall relinquish their Director status in the Association. Such change in status shall not affect their membership in the Association. Resignation is not required for Honorary Directors.
- Section 10. **HONORARY DIRECTORS:** A majority of elected members of the Board may designate any individual as they see fit to serve as an Honorary Director. Such Directors may attend Board meetings but may not participate in any formal votes.

ARTICLE VI. OFFICERS

- Section 1. **OFFICERS:** The Officers of the Association shall consist of a President, Vice-President, Secretary and Treasurer, each of who shall be appointed by the Board of Directors following the Annual Meeting. Each of the foregoing Officers shall be a member in good standing in the Association. Such other Officers and agents as may be deemed necessary by the Board may be appointed from time to time.
- Section 2. **APPOINTMENT AND TERM OF OFFICE:** The Officers of the Association shall be appointed by the Board following the Annual Meeting of the Association. Each Officer shall hold office for one (1) year until the next Annual Meeting when his/her successor has been duly appointed – or until his/her resignation, removal from office or death.
- Section 3. **REMOVAL OF OFFICERS:** The Board of Directors may remove any Officer, by a vote of 3/4 majorities, at any time with or without cause. The general membership may remove any Officer, with or without cause, by a 3/4 majority vote of

members attending the special meeting called for that purpose.

Section 4.

VACANCIES: A vacancy in any office because of resignation, removal, death or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.

DUTIES OF OFFICERS: The duties and powers of the Officers shall be as follows:

a) PRESIDENT: The president shall preside at all meetings. At each Annual Meeting, he/she shall make a complete report on the current condition of the Association and on his/her conduct of affairs. He/She shall call all membership meetings and all special meetings in accordance with these Bylaws. He/She shall make and sign all contracts and agreements approved by the Directors and/or general membership in the name of the Association, and ensure proper execution. The President shall see that the books, reports, statements, and certificates required by the statutes are properly kept, made and filed in accordance with the laws of the State of Florida. He/She shall designate special or standing committees from the members. He/She shall require that all meetings be conducted in an orderly manner, and in accordance with Roberts Rule of Order.

b) VICE PRESIDENT: In the absence of the President, – or in the event of his/her resignation, death, inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice President in the order so designated at the time of their appointment or election, or in the absence of any designation, then in the order of appointment or election) shall perform the duties of the President and, when so acting, shall have all the power of – and be subject to all the restrictions upon – the President. Each Vice President shall have the specific power conferred by these Bylaws. He/She shall also have such further powers and duties as may from time to time be conferred upon or assigned to him/her by the Board of Directors or the President.

c) SECRETARY: The Secretary shall keep the minutes of all meetings of the Board of Directors and the general membership. He/She shall prepare and transmit notices to the Association. He/She shall be custodian of the records. He/She shall present to the Board of Director at their meetings all communications addressed to the Association for action. He/She shall attend to all correspondence; and he/she shall have such further power and duties as may from time to time be conferred upon or assigned to him/her by the Board of Directors or by the President.

d) TREASURER: The Treasurer shall have the care and custody of – and shall be responsible for – all of the funds and securities of the Association. He/She shall deposit all such funds

in the name of the Association in such bank, banks, trust companies, or safe deposit boxes as the Board of Directors shall designate or specify. The Treasurer shall sign, make and endorse in the name of the Association all checks, drafts, warrants, and orders for payment of money and pay out and dispose of same in receipt thereof under the direction of the President and/or Board of Directors. He/She shall exhibit his or her books and accounts to any Director or member of the Association, when requested and during reasonable hours. He/She shall render a statement of the condition of the finances of the Association at the quarterly membership meetings and the Board of Directors meetings. He/She shall keep correct books of account, as shall be required by the Board of Directors. He/She shall also have such further powers and duties as may from time to time be conferred upon or assigned to him or her by the Board of Directors or the President.

Section 6. **BOND:** The Treasurer shall, if required by the Board of Directors, give to the Association such security for the faithful discharge of his/her duties as the Board may require. The Association shall pay the cost for such.

ARTICLE VII. AREA REPRESENTATIVES

Section 1. **AREA REPRESENTATIVES:** The Board of Directors may appoint Area Representatives to serve a specific geographical area within the Association for a term of one (1) year. Such Area Representatives shall be appointed after the Annual Meeting.

Section 2. **DUTIES OF AREA REPRESENTATIVES:** The duties of the Area Representatives shall consist of but not limited to:

- a) Share the concerns of the membership
- b) Promote Membership in ENA.
- c) Assist in the distribution of newsletters and other official communication
- d) Contribute to the website and/or newsletter
- e) Promote advertisement in ENA media
- f) Support the various projects/committees that from time to time will arise
- g) Attend regular meetings

Section 3. **REMOVAL OF AREA REPRESENTATIVES:** The Board of Directors may remove any Area Representative by a vote of 3/4 majority of the Board of Directors at any time, with or without cause. The general membership may remove any Area Representative with or without cause by a 3/4-majority vote of members attending the meeting called for that purpose.

Section 4. **VACANCIES:** Area Representative vacancies due to

resignation, removal, death or otherwise, may be filled by the Board.

Section 5.

COMPENSATION OF AREA REPRESENTATIVES: No salary or any compensation except for out-of-pocket expenses incurred on behalf of the Association shall go to Area Representatives.

ARTICLE VIII. DUES

The Board of Directors may assess the general membership for dues. Such dues are to be used exclusively in the interest of the members of the East Neighborhood Association of Wilton Manors. Dues are to be assessed on a yearly basis commencing January 1st of each year and payable within 15 days thereof.

ARTICLE IX. COMMITTEES

Section 1.

COMMITTEE CREATION: The Board of Directors may create such committees as they deem necessary for such purposes as the annual meeting, membership, fact-finding research, and topical issues. The President shall designate the Chairperson of these Board-approved committees. These committees shall report their findings and recommendations to the Board of Directors. Final approval of such recommendations will require 3/4-majority vote of the Board of Directors for implementation.

Section 2.

COMMITTEE VOTES: Except as otherwise required by Statute, by the Articles of Incorporation, or by these Bylaws, the affirmative vote of a majority of the committee members present at a meeting of any committee at which a quorum is present, shall be the act of such committee.

ARTICLE X. BYLAWS AMENDMENTS

From time to time as the need arises, these Bylaws may be amended. Such amendments shall be prepared by, and approved by, the Board of Directors by a vote of a 3/4 majority of the Board. The membership shall be advised of such proposed amendment(s) in writing; and it shall be voted upon for the purpose of ratification at the next membership meeting. An affirmative vote of at least 3/4 majorities of the members present at any regular or special meeting of the Association will be sufficient for ratification.