

Bylaws of the Flagler Model Land Company Neighborhood Association

Suggested Amended Bylaws, February 2014

Vote for approval will take place during the February Association Meeting

Article I: Name;

Section 1: The **name** of this Association shall be the “Flagler Model Land Company Neighborhood Association.” Throughout this document “Association” shall refer to the Flagler Model Land Company Neighborhood Association.

Article II: Purpose;

Section 1: To provide opportunities for members to meet and socialize.

- a) To sponsor regular meetings for members.
- b) To organize social activities for members.
- c) To provide opportunities for the formation of special interest groups such as Book Clubs or other types of shared interest groups.

Section 2: To encourage and promote community pride in the neighborhood.

- a) To familiarize members with the history and significance of the neighborhood and its structures.
- b) To facilitate volunteer opportunities and community outreach within the neighborhood and surrounding area.

Section 3: To increase the knowledge and awareness of issues affecting the neighborhood.

- a) To provide information about issues that impact the residential quality of the neighborhood or the potential loss of historic structures in the neighborhood.
- b) To provide avenues for interested members to be involved in local issues and information about how they might take action to educate others and influence decision makers.

Section 4: And other lawful purposes.

Article III: Type ;

Section 1: The Association shall remain a not for profit organization and no member shall profit in any manner from any earnings or funds of the Association.

Section 2: The Association is a group of residents, operators of businesses and owners in the Neighborhood organized for the purposes outlined above and neither the Board nor any member is authorized to speak on behalf of or take a position on any matter in the name of the Association or the Neighborhood as a whole.

Article IV: Membership;

Section 1: The boundaries of the Association shall be defined as follows: Bordered to the north by the south side of Orange Street, to the west by the east side of Ponce de Leon Blvd.(U.S. 1), to the south by the north side of King Street and to the east by the east side of Cordova Street.

Section 2: Residents, those who own property or those who run a business within the boundaries of the Association as outlined above are considered members of the Association. Additional membership categories may determined by the Association Board.

Section 3: Full voting membership in this Association shall be available to members 18 years of age or older.

Section 4: Because this is an informal organization formed for the benefit of the residents, property owners and those who operate businesses in the neighborhood, the only list of members for the Association is the e- mail listing that is maintained. A more formal list may be compiled should the need arise as determined by the Board.

Section 5: Any annual membership fees shall be determined by the Board.

Article V: Governance;

Section 1: The Association shall be governed by the votes of the membership. The Association shall have a Board of Directors (the Board) which will carry out the decisions of the membership. Should the need arise, the Board may act as an Executive Committee to take action for the Association.

Section 2: The Board shall be comprised of the elected officers: the President, the Vice President, the Treasurer and the Secretary as well as the chairs of any committees appointed by the Board.

- a) The Board will stand for elections annually with nominations actively sought from the membership.
- b) Notice of elections will be given in advance on the Web Site.
- c) Election will take place within the first three months of the calendar year.
- d) There are no term limits for the Board.
- e) It is understood that circumstances may occur that prevent an elected officer of the Board from being available for all meetings, but should an elected officer be unable to be actively engaged in the Association and its meetings, the Board, at its discretion, will appoint an interim officer until the next regularly scheduled election.

Section 3: A simple majority of the Board shall constitute a quorum for doing business. Each member of the Board shall be entitled to one vote.

Section 4: To be eligible for office, a person must be a voting member of the Association.

Section 5: Board members shall serve without compensation.

Section 6: The powers and duties of the Board include:

- a) The appointment of all committee chairs.
- b) The hiring of any person or organization needed to serve the organization.
- c) Interpreting the Bylaws.
- d) Approving all expenditures.
- e) The dissolution of Committees.
- f) Scheduling and directing events including meetings and social activities for the Association.
- g) Determining any annual membership fees that might be assessed.

Section 7: The President shall preside at all meetings of the Association and the Board and perform such duties as directed by the Board. The President or a person appointed by him/her shall serve as the primary Association Delegate to the Neighborhood Council. The President will appoint a person to act in his/her place should the President and the Vice President be unable or unavailable to act in the President's role.

Section 8: The Vice-President shall perform all duties as may be assigned by the President or Board and shall handle duties of the President in his/hers absence.

Section 9: The Secretary shall be the custodian of all records of the Association and is responsible for recording the minutes of meetings and decisions by the Board. The President or the Board will appoint someone to fill in for the Secretary in the event of his/her absence.

Section 10: The Treasurer shall be responsible for all funds of the Association.

- a) Funds, if any, will be deposited into an account in a financial institution approved by the Board in the name of the Flagler Model Land Company Neighborhood Association.
- b) Expenditures will be approved by the Board and paid by the Treasurer with available funds.
- c) A reconciliation of the funds will be provided to the Board in writing at least twice annually and a verbal report to the membership will be provided at every Association and Board meeting.
- d) The address of the Treasurer shall also serve as the official mailing address of the Association.

Article VI: Committees;

Section 1: The Committees of the Association shall be determined by the Board. Any member of the Association may submit suggestions for committees to the Board.

Article VII: Meetings;

Section 1: Association Meetings shall be held at least four times during the calendar year.

- a) The first meeting during the year will be considered the annual meeting.
- b) Advance notice of membership meetings shall be posted on the Web Site.
- c) Board meetings shall be held as needed prior to the Association Meetings or to conduct other Association business.
- d) Committee Meetings shall be determined by the Committee Chair or the Board.

Section 2: Members as defined in Article IV are entitled to one vote at all meetings and decisions shall be made by simple majority. A member must be present at the meeting to vote.

Article VIII: Association Year; The Association year shall coincide with the Calendar year and shall also be the Fiscal year for the Association.

Article IX: Bylaws;

Section 1: Suggested Bylaw changes shall be posted on the Web Site for review by the membership prior to the meeting during which a vote on those changes will take place.

Section 2: Amendments to the Bylaws will require a simple affirmative vote by the majority of the members present at a scheduled meeting with the proper notice.

Article X: Dissolution;

Section 1: In the event that the Association becomes inactive or dissolves, all monies in the general fund shall be distributed to a tax-exempt entity approved by a simple majority of the members in attendance at the meeting where the decision to dissolve is made.