

## **Bylaws of the Flagler Model Land Company Neighborhood Association**

### **Article I: Name, Purpose, and Type**

**Section 1:** The name of this Association shall be “Flagler Model Land Company Neighborhood Association”

**Section 2:** The purpose of this Association shall be:

**A)** To encourage and promote community pride in our neighborhood.

1. to inform residents and owners about the history and significance of the neighborhood and its structures
2. provide forums for volunteer opportunities or community outreach within the neighborhood and surrounding area
3. provide resources for residents and owners for involvement in preserving the neighborhood

**B)** To provide opportunities for residents and owners to meet and socialize .

1. Sponsor regular meetings that include both information and entertainment for residents and owners.
2. Organize social activities for the benefit of residents and owners.
3. Provide opportunities for special interest groups to form in the neighborhood such as Book Clubs or other types of shared interest groups. .

**C)** To increase knowledge and awareness of issues affecting the neighborhood.

1. provide information about issues that impact the residential quality of the neighborhood or the potential loss of historic structures in the neighborhood
2. provide information for ways to be involved t in local issues for those interested in taking action to educate others or influence decision makers

**Section 3:** This association is and shall remain a non-profit organization and no part of the net earnings thereof, if any, shall inure to any member.

**Section 4:** The Association is a loosely organized group of residents and owners organized for the purposes outlined above and neither the Board nor any member shall be authorized to speak on behalf of or take a position on any matter in the name of the Association.

**Section 5:** And other lawful purposes.

### **Article II: Membership**

**Section 1:** The boundaries of Flagler Model Land Company Neighborhood 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 Spanish Street.

**Section 2:** Full voting membership in this Association shall be available to any person 18 years of age or older who resides or operates a business within the boundaries of this neighborhood, as defined in Section 1 of this Article.

**Section 3:** Additional membership categories may be determined and established by the approval of the full membership of the Association.

**Section 4:** Because this is an informal organization formed for the benefit of the neighborhood and those who either own property or live in the neighborhood. The e-mail list for the Association will constitute a list of members.

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

### **Article III: Government**

**Section 1:** The Flagler Model Land Company Neighborhood Association shall be governed by the votes of the membership. The Association shall have a Board of Directors which will carry out the decisions of the membership. In the event of an urgent need, the Board of Directors may act as an Executive Committee to take action in the name of the Association.

**Section 2:** The Board of Directors shall consist of the elected officers: President, Vice-President, Secretary, Treasurer and the Chairs of the established committees.

- The Board will stand for election within the first three months of the calendar year with nominations actively sought from the membership. Notice of elections will be given on the Web Site and in a mailing to the Association mailing list at least thirty days in advance of the election.
- Board Members are not limited in the number of terms that they serve.
- It is understood that circumstances may occur that prevent a Board Member from being available for all meetings, but should a Board Member be unable to be actively engaged in the Association and its meetings, the Board, at its discretion, will appoint an interim Board Member until the next regularly scheduled election.

**Section 3:** A simple majority of the Board shall constitute a quorum for doing business. Each member 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 of Directors include:

- A) The appointment of all Committee Chairs;
- B) The appointment of all persons or organizations to serve the Association;
- C) Interpretation of the By-Laws;
- D) The establishment of a budget, and the approval of non-budgeted expenditures;
- E) The establishment of policy for the Association;
- F) The dissolution of all Committees.
- G) Scheduling and directing all events including meetings and social events for the Association.

**Section 7:** The President shall preside at all meetings of the Association and the Board of Directors and shall perform such duties as directed by the Board of Directors. The President or his or her designee shall also serve as the primary delegate to the Neighborhood Council.

**Section 8:** The Vice-President shall perform all duties as may be assigned by the President or Board of Directors and shall be the presiding officer in the absence of the President. Should both the President and Vice President be unavailable, the President will appoint a person to temporarily act in the stead of the President.

**Section 9:** The Secretary shall be the official custodian of all records of the Association, shall keep a full record of the minutes of all meetings, decisions of the Board of Directors, and shall send all official correspondence to the membership via the President. If the secretary is unavailable the duty of taking minutes at regular and other meetings shall be delegated to an officer or another member present at that meeting.

**Section 10:** The Treasurer shall be responsible for all funds, if any, of the Association. Funds, if any, shall be deposited into an account in a recognized financial institution in the name of the Flagler Model Land Company Neighborhood Association, and shall be withdrawn only by the Treasurer and the President as joint signatories. All bills shall be

paid by the Treasurer, who shall provide regular reports of all transactions and prepare written financial statements as directed by the Board of Directors. The address of the Treasurer shall also serve as the official mailing address of the Association.

#### **Article IV: Committees**

Section 1: The Committees of the Association shall be determined by the Board and they will be approved by the membership. Committees may also be suggested and approved by the membership.

#### **Article V: Meetings**

**Section 1:** General meetings shall be held at least four times during the calendar year. Advance notice of at least two weeks with details of the meeting shall be posted on the Web Site and/or e-mailed to the existing mailing list. Board meetings shall be held before each association meeting as needed. Committee meetings shall be held as needed or as directed by the Committee Chair or the Board of Directors.

**Section 2:** Special meetings of the membership for any purpose may be called by the President, or in the President's absence, the Vice-President, or at the request of ten (10) members of the Association. Any special meeting will count as one of the required four annual meetings.

**Section 3:** At each meeting of the membership, each member shall be entitled to one vote, as defined in Article II, and decisions shall be made by simple majority. Only current members may vote; no proxy or absentee voting shall be permitted. A majority of Board members shall constitute a quorum at any meeting of the Board of Directors.

#### **Article VI: Association Year**

The Association year shall coincide with the Calendar year and shall also be the Fiscal Year for the Association.

#### **Article VII: Procedure**

Roberts' Rules of Order Newly Revised shall govern the proceedings of all meetings of the Association and Board in all cases in which they are applicable, and in which they are not inconsistent with the By-Laws or the special rules of this Association.

#### **Article VIII: Amendments**

**Section 1:** Suggested by-law changes shall be posted to the Web site for review by the membership at least two weeks prior to the meeting during which a discussion and vote will take place.

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

**Article IX: Dissolution**

In the event that the Flagler Model Land Company Neighborhood Association becomes inactive or dissolves, all monies in the general fund shall be distributed to a tax-exempt, community-oriented institution or organization approved by the majority of the members of the Association at the time of dissolution.

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