

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**PALMETTO POINT CIVIC ASSOCIATION, INC.**  
A Not-for-Profit Corporation

**ARTICLE I**  
**CORPORATION NAME**

These are the Bylaws of **PALMETTO POINT CIVIC ASSOCIATION, INC.** (the "Corporation"), a not-for-profit corporation organized under the laws of the State of Florida.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at 637 43rd Street Boulevard West, Palmetto, FL 34221. The Corporation may relocate the principal office and have other offices as determined by the Board of Directors.

The Corporation shall have and continuously maintain in the State of Florida a registered office, and a registered agent whose office is identical with such registered office, as required by the Florida Not For Profit Corporation Act (the "Act"), FS 617. The registered office may be, but need not be, identical with the principal office in the State of Florida, and the Board of Directors (Directors) may change the address of the registered office from time to time.

**ARTICLE III**  
**PURPOSES OF THE CORPORATION**

A. **PURPOSES.** The purposes of the Corporation are those stated in the Articles of Incorporation.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, Directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda in, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

D. The Corporation shall have all the powers conferred upon a corporation under the

provisions of the Act, as amended, and shall have all powers necessary, proper, convenient or desirable in order to fulfill and further the purposes of the Corporation.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

A.     **MANAGEMENT.** The general management of the affairs of the Corporation shall be vested in the Board of Directors. The Board of Directors may make appropriate delegations of authority to the officers of the Corporation and may authorize committees to act on its behalf under a specific written delegation of authority.

B.     **NUMBER OF DIRECTORS.** The total number of directors of the Corporation who are to serve until the next following annual meeting of the Corporation shall be determined at the then current annual meeting by the directors then in office. In no event shall there be fewer than three (3) or more than five (5) directors of the Corporation.

C.     **SELECTION, APPOINTMENT, OR ELECTION OF DIRECTORS.** Directors shall be elected annually at the annual meeting and at such other time(s) as necessary under these Bylaws to fill vacancies in such position. Vacancies shall be filled if so desired by the remaining Directors. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

D.     **TERM.** Board members will be elected for one (1) year terms and can be elected to serve multiple terms.

E.     **RESIGNATION, REMOVAL, VACANCIES.** Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. Any Director may be removed with or without cause at any time by affirmative vote of at least a majority of the members of the corporation present at any regular or special meeting duly called and noticed for that purpose. Any Director proposed to be removed shall be entitled to at least seven (7) days written notice by mail or hand delivery of the meeting at which the removal is to be voted upon and shall be entitled to appear before and be heard at that meeting.

F.     **ADDITIONAL POWERS AND DUTIES OF DIRECTORS.** In addition to those powers and duties set forth in these Bylaws, the Board of Directors shall have the authority and duty to:

1.     hold meetings at times and places as may be deemed proper and necessary;
2.     appoint committees on particular subjects from members of the Board of the corporation;
3.     disburse the funds of the corporation;

4. print and circulate documents and publish articles;
5. carry on correspondence and communicate with other associations with the same interest;
6. employ agents;
7. devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the corporation;
8. terminate the contract of any firm, individual, or other entity employed by the corporation to perform any and all nature of services to the corporation;
9. employ, train, and terminate any employee of the Corporation; and
10. exercise any and all rights, responsibilities, or duties consistent with the purposes of the Corporation as stated herein, or in the Articles of Incorporation.

**ARTICLE V**  
**MEETINGS OF THE BOARD OF DIRECTORS**

A. MEETINGS.

1. ANNUAL MEETINGS. The Board of Directors shall hold annual meetings at such time and place as it shall from time to time determine.
2. MONTHLY MEETINGS. The Board of Directors shall hold a monthly meeting of the Directors on the second Thursday of each month at the Corporation's club house at such time as it shall from time to time determine.
3. SPECIAL MEETINGS. Special meetings of the Board may be called by request of the President or a majority of the Directors.

B. QUORUM, VOTING. At any meeting of the Directors, a majority of the then-elected Board of Directors shall constitute a quorum. Unless otherwise stated herein, if a quorum exists, the vote of a majority of the Directors shall constitute the vote of the entire Board of Directors. At any meeting in which the Members are entitled to vote, a quorum shall be established by the presence of three (3) Members. Only members present at the meeting shall be entitled to vote.

C. VOTING OF DIRECTORS. Each member of the Board of Directors shall be entitled to one (1) vote only at any meeting thereof on any issue or matter of business before such meeting. No member of the Board of Directors shall be entitled to vote at any meeting unless he or she is physically present at such meeting, attends the meeting by telephonic or video-conference connection, or some other means of communication by which all directors participating may

simultaneously hear each other during the meeting, or signs a written consent as set forth in Article XIX below.

D. COMPENSATION OF DIRECTORS. The Directors shall receive no monetary compensation, but shall receive one (1) annual membership and one hall rental for serving six (6) months or more for their term of office. If a Director serves for less than six (6) months, the remainder of the membership must be paid by the outgoing Director. The Board of Directors shall have the power to appoint and/or employ on such terms and conditions as the Board of Directors may approve, and fix compensation and duties related to such other capacity and receive compensation therefore. Also, the Board of Directors shall have the power to appoint and or employ on such terms and conditions as the Board of Directors may approve, and fix compensation and duties, but shall also exercise supervisory control over the activities of the said staff members of the corporation.

E. NO ALCOHOL. Alcohol shall not be permitted at any meeting.

## ARTICLE VI OFFICERS

A. NUMBER. The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, Sergeant at Arms, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors from time to time. All officers must be a Member and own real property within the Corporation for at least one year prior to holding office. No two people from the same family or household shall hold office during the same year. The officers shall institute dual control on all duties. All officers shall be signatories on the Corporations' accounts. Any one individual may hold more than one office.

B. TERM OF OFFICE. officers shall serve for one (1) year terms and can be elected to serve multiple terms.

C. INSTALLATION, COMMENCEMENT OF DUTIES. The officers newly elected at the annual meeting of the Board of Directors shall take office upon election. All officers shall be elected by the Directors at the annual meeting of the Board of Directors.

D. REMOVAL, VACANCY OF OFFICERS. Any officer may be removed with or without cause by the affirmative vote of at least a majority of the Directors present at any regular or special meeting of the Board for such purpose. Should the office of the President become vacant by reason of death, removal, or resignation during the term of office, the Vice President shall succeed to the office for the unexpired term. Vacancies in all other elected offices shall be filled for the unexpired term by the Board of Directors.

E. DUTIES OF OFFICERS.

a. PRESIDENT. It shall be the duty of the President as the chief

executive officer to preside at all meetings of the Board of Directors. He or she may call regular and special meetings when deemed necessary and when called for. He or she shall have the power to sign all contracts and any other obligations on behalf of the Corporation approved by the Board of Directors. In addition, the President shall have and perform such other duties as may be delegated to him or her by the Board of Directors. The President shall serve as the Chairman of the Board.

b. VICE PRESIDENT. In absence or disability of the President, it shall be the duty of the Vice President to preside at all meetings of the Board of Directors. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the President or the Board of Directors.

c. SECRETARY. The Secretary shall take and keep the minutes of all meetings of the membership and Board of Directors. He or she shall make available the minutes to the President after each meeting and shall be custodian of all records and papers of the corporation. He or she shall receive and file all written reports. He or she shall promptly handle all necessary correspondence of the Corporation as directed by the President. He or she shall submit copies of the official communications for the corporation's file. The Secretary shall order and maintain for the corporation supplies, stationery, etc. as may be required from time to time. He or she shall receive all written reports of the corporation, and shall serve all authorized notices for the Corporation. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the President or the Board of Directors.

d. TREASURER. The Treasurer shall receive and deposit all funds in the name of the Corporation in a bank account approved by, or invested as directed by, the Board of Directors. Current financial records shall be kept at all times and reports of the financial status of the Corporation shall be submitted at all meetings of the Board of Directors and membership, with copies to be provided for the corporation's file. Further, the Treasurer shall prepare returns and reports to the Internal Revenue Service and other governmental agencies, as required. Books of the Corporation shall be delivered to his or her successor, in proper order, immediately following the termination of the office and the election of a new Treasurer. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the President or the Board of Directors.

e. SERGEANT AT ARMS. The Sergeant At Arms shall maintain decorum at all meetings. The Sergeant At Arms' duties are to help maintain an orderly, dignified, and effective meeting. The Sergeant At Arms should be constantly on the alert to prevent any occurrence that might detract from the dignity and prestige associated with the Corporation on any and all property belonging to the Corporation. The Sergeant At Arms shall be

responsible for property maintenance and repairs. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the President or the Board of Directors.

- F. OTHER AND/OR SUBORDINATE OFFICERS. The Board may appoint such other officers as the business of the Corporation may require (such as an Assistant Secretary, and/or Assistant Treasurer), each of whom shall hold office for such period, have such authority and perform such duties as are provided for by an instrument of appointment as the Board of Directors may from time to time determine.
- G. REPORTS OF OFFICERS. All officers are to perform the duties prescribed in the By-Laws and those assigned to them by the President from time to time and shall deliver to their successor all official materials not later than twenty (20) days following the election and installation of their successors.

## **ARTICLE VII** **MEMBERS**

A. MEMBERSHIP. Every person who owns real property in Palmetto Point shall be eligible for membership in the Corporation. The Board of Directors, in its sole discretion, shall extend membership to persons not owning real property.

B. CLASSES.

1. VOTING MEMBERS. Only Members who own real property in Palmetto Point shall have voting rights. His or her right to vote shall be established by the recorded title to the parcel located in Palmetto Point.

2. NON-VOTING MEMBERS. Members residing in Palmetto Point who do not own real property shall not have voting rights.

3. ASSOCIATE MEMBERS. Members not residing in Palmetto Point may apply for membership in the Corporation as "Associate Members." These Associate Members shall not have voting rights.

C. VOTING.

1. Each Voting Member shall be entitled to one vote, regardless of the number of parcels owned within Palmetto Point.

2. If a parcel is owned by more than one person, who are not husband and wife, the owners shall designate one person to vote on behalf of all the owners signed by all of the recorded title owners of the parcel and filed with the Secretary of the Corporation.

3. If a parcel is jointly owned by spouses, the following voting

provisions apply:

i. The spouses may, but are not required to, designate a spouse to vote on behalf of the couple (the “Designated Spouse”).

ii. If the spouses do not designate a Designated Spouse, and both spouses are present at a meeting and unable to concur on any matter requiring a vote of the members, then the spouses lose their right to vote on the matter.

iii. If the spouses do not designate a Designated Spouse, and only one spouse is present at a meeting requiring a vote of the members, then the spouse present at the meeting may cast the vote on behalf of both spouses.

4. Membership dues are to be paid in January in a manner determined by the Board of Directors.

5. Membership within the Corporation shall be revoked or suspended by a majority vote of the Board of Directors after a procedure that is fair and reasonable and is carried out in good faith.

## **ARTICLE VIII** **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

A. GENERAL. To the fullest extent permitted by law, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of the Corporation), by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal action or proceeding had no reasonable cause to believe such person’s conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

B. ACTIONS BY OR IN THE RIGHT OF CORPORATION. In any action, suit or proceeding, threatened, pending or completed, by or in the right of the Corporation, indemnification shall be made as provided in Section A of this Article VIII, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in

view of all the circumstances of the case, such person is fairly and reasonably entitled to be indemnified for such expenses which such court shall deem proper.

C. HOW AFFECTED. Indemnification pursuant to Section A or Section B of this Article VIII, unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification is proper in the circumstances because the indemnified person has met the applicable standard of conduct set forth in Section A or Section B hereof. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding referred to in Section A or Section B of this Article VIII, or in the defense of any claim, issue or matter therein, the Corporation shall be obligated upon proper application to indemnify such person in respect of expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

D. PREPAYMENT OF EXPENSES. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceedings may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon a preliminary determination following one of the procedures set forth in Section C of this Article VIII that such indemnified person meets the applicable standard of conduct referred to therein and after receipt of an undertaking satisfactory in form and substance to the Corporation that such person will promptly repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Corporation as authorized in this Article VIII.

E. NON-EXCLUSIVITY. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in any official capacity and as to action in any other capacity while holding office with the Corporation. The Board of Directors may, at any time, approve indemnification of any other person that the Corporation has the power by law to indemnify, including, without limitation, employees and agents of the Corporation. The indemnification provided for in this Article VIII shall continue as to any person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of such person's heirs and personal representatives.

F. LIABILITY INSURANCE. The Corporation shall purchase and maintain insurance on behalf of any person who is a director, officer, employee or agent of the Corporation, or is serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability in any such capacity, or arising out of his or her status as such, whether or not the Corporation shall have indemnified the person against such liability under the provisions of this Article VIII.

## **ARTICLE IX** **CONDUCTING MEETINGS**

The President or other presiding officer shall conduct all Board meetings and all Membership meetings in a fair and even-handed manner that balances the need to conduct the



Corporation's business with the need of Directors and Members to be heard. No Director or Member should be permitted to dominate any meeting and the President or presiding officer is authorized to impose fair time limits on any and all persons participating in the meeting. At the discretion of the President or other presiding officer, he or she may use Robert's Rules of Order as a guide but need not follow.

#### **ARTICLE X** **FISCAL YEAR**

The fiscal year of the Corporation shall commence on the 1st day of January and terminate on the 31st day of December.

#### **ARTICLE XI** **DISSOLUTION**

The Corporation may dissolve in accordance with the Act.

#### **ARTICLE XII** **CONTRACTS, CHECKS, DEPOSITS, GIFTS**

A. CONTRACTS. The Board of Directors may authorize any officer of the Corporation to enter into any contract or to execute and deliver any instrument or document on behalf of the Corporation, which authority may be general or specific.

B. DEPOSITS. All funds received by the Corporation shall be deposited to the credit of the Corporation in such federally insured financial institutions or invested in such ways as may be approved and authorized by the Board of Directors.

C. CHECKS. All checks, drafts, or any authorization for the payment of any notes, sums of money, or other evidence of debt issued in the name of the Corporation shall be signed by a member of the Board of Directors.

D. GIFTS. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

#### **ARTICLE XIII** **SURETY BONDS**

A. PERSONS INSURED. Unless otherwise waived by specific affirmation act of the Board of Directors, no persons having access to any cash or negotiable assets of the Corporation shall be required to be bonded for the fidelity loss and faithful performance of duty. If required, the amount of such bonds shall be fixed by the Board of Directors.

B. PREMIUMS. The premium of all bonds required shall be paid by the Corporation.

**ARTICLE XIV**  
**RECORDS**

The Corporation shall maintain permanent, correct, and complete written books and records of account and shall keep minutes of all the meetings of the Board of Directors, and committees having the authority of the Board of Directors, at the principal office of the Corporation and at such other offices in such form and manner as required by law. All such records may be inspected by any Director, or the agent or attorney of any Director at any reasonable time.

**ARTICLE XV**  
**EXECUTION**

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the Board may from time to time designate.

**ARTICLE XVI**  
**CONSTRUCTION**

Whenever a conflict arises between the language of these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall govern.

**ARTICLE XVII**  
**CONDUCT OF BUSINESS**  
**WITHOUT MEETINGS**

Any action of the Directors may be taken without a meeting if one or more consents in writing, setting forth the action so taken, shall be signed by all Directors who would be entitled to vote on such action at a duly-called meeting and filed with the Secretary of the Corporation as part of the proceedings of the Board of Directors.

**ARTICLE XVIII**  
**AMENDMENT TO THE BYLAWS**

A. Procedure. The Bylaws may be amended, repealed, or altered, in whole or in part in the following manner:

1. The Board of Directors must first adopt a resolution setting forth the proposed amendment.
2. The resolution must then be submitted to a vote at a meeting of the Voting Members. The proposed amendment shall be adopted upon receiving a majority vote of the Voting Members present at any duly called and noticed meeting of the Voting Members at which a quorum is present.

3. The proposed amendment shall be read and discussed at two consecutive Monthly Meetings and a vote by the Voting Members shall be held at the third subsequent Monthly Meeting.

**ARTICLE XIX**  
**GENERAL PROVISIONS**

A. **CONTRACTS.** The Board of Directors may authorize any officer or officers of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

B. **INVALID PROVISIONS.** If any of the provisions of these Bylaws is held to be illegal, invalid, or unenforceable under present or future laws, such provision shall be fully severable; these Bylaws shall be construed and enforced as if such illegal, or unenforceable provision had never been comprised a part hereof; and the remaining provisions hereof shall be in full force and effect and shall not be affected by the illegal, invalid, or unenforceable provision or by its severance therefrom. Furthermore, in lieu of such illegal, invalid, or unenforceable provision there shall be formulated and adopted by the Board as part of these Bylaws a provision as similar in terms to such illegal, invalid, or unenforceable provision as may be possible and be legal, valid and enforceable.

C. **HEADINGS.** The headings used in these Bylaws are for reference purposes only and do not affect in any way the meaning or interpretation of these Bylaws.

*Signature Page to Follow*

ADOPTED this \_\_\_ day of \_\_\_\_\_, 2023 by the Board of Directors.

**PALMETTO POINT CIVIC  
ASSOCIATION, INC.**, a Florida  
not-for-profit corporation

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Elizabeth Brewington, Director

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Ashley Conrad, Director

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Elizabeth Conrad, Director

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Denise McCaughan, Director