

HOLLYWOOD NORTH BEACH ASSOCIATION, INC.

BY-LAWS

ARTICLE I – NAME

This Association shall be known as the Hollywood North Beach Association, Inc. (The Association AKA HNBA)

ARTICLE II - OBJECT AND PURPOSE

SECTION 1: The primary purpose of The Association shall be to improve, protect and promote civic, cultural, and recreational interest in the area covered by the Association; also, other activities such as the promulgation of civic improvements, helping the city administration in carrying out mandates for the betterment of this neighborhood, and any other activity within the province of improving the community and the resident's shared interests.

SECTION 2: The Association is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501 C (3) of the Internal Revenue Code.

ARTICLE III – MEMBERSHIP

SECTION 1: Members shall reside or own property within the area bounded on the West side by the Intracoastal Waterway, the East side by the Atlantic Ocean, the North side by Dania Beach Boulevard, and the South side by Sheridan Street, and the land mass within the boundaries of Anne Kolb Nature Center/West Lake Park and John U. Lloyd Park, called Hollywood North Beach Area.

SECTION 2: Association Voting Memberships shall have their dues paid in good standing and are defined as the following:

- (i) An Owner or Household Membership shall consist of one vote per single-family property household residence, whether such place is an attached townhome or single-family detached home. A property owner can proxy his vote to the household residing at the property.
- (ii) Hotel/Motel Membership shall consist of one vote per Motel/Hotel: by the owner or manager.
- (iii) Membership of condominium and multiunit rental buildings shall consist of not more than 25% of the votes required by the Membership. That percentage is made of the combined condominium and multiunit rental properties and averaged between those votes to equal a ratio of no more than 25% of the combined membership voting to assure widespread representation for the entire North Beach area.

- (iv) Open land or Uncompleted Building projects shall have one vote per contiguous land mass until the project is completed and can be identified by one (1) of the above voting categories.
- (v) A Non-Owner Resident Voting Membership is a person who lists their primary address within the boundaries of the Association (proof of residency by Florida Driver's license or utility bills). The non-owner residence household shall have one (1) vote per household.
- (vi) Each eligible voter is allowed only one (1) vote per property, even if they own or rent more than one (1) property. However, eligible voters owning one (1) or more properties may proxy one (1) or more of their eligible votes.
- (vii) An eligible voter may only cast votes. However, other than for the Election of Directors, votes can be assigned by eligible voters to a proxy, and votes may be cast either in person or by proxy. An eligible voter or valid proxy holder may cast one or more proxy votes.

SECTION 3: Association Non-Voting members shall be all residents residing within the HNBA area. Non-voting members may participate in all functions and meetings sponsored by the HNBA. In addition, other residents are welcome to attend meetings.

SECTION 4: Any individual 18 years or older may apply for a voting membership upon the payment of membership dues. Application for voting membership shall be made on a form provided by The Association or in person, accompanied by the payment of membership dues. Memberships and renewal memberships are immediately effective after payment of annual dues.

SECTION 5: Each member is entitled to one vote after approval and will be eligible for election to the office after becoming a member.

SECTION 6: Any member intentionally acting or using their position in The Association in a manner detrimental to the interests of The Association may be suspended or expelled from Membership after a hearing by the Board of Directors and upon a majority vote of the Board of Directors. Expelled or suspended members may appeal to the Membership at large at the next regularly scheduled meeting upon written request to The Association President.

ARTICLE IV – FEES AND DUES

Membership dues for each calendar year shall be set by the Board of Directors with approval by the Membership at a general meeting of the Membership. Dues for Membership must be approved by a majority vote of the Membership attending the meeting called to vote on dues. Other fees above membership dues for special projects must be approved by the Board of Directors.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of an odd number of no less than five (5) and no more than nine (9) elected members, as determined by the Board of Directors from time to time. Commencing with the election held in 2022, Directors shall be elected for two (2) year terms. Each two (2) year board term should start in January of odd-numbered calendar years and end at the meeting held in January of the next odd-numbered calendar year.

SECTION 2: The Executive Officers shall consist of a President, Vice President, Secretary, and Treasurer and shall be elected by the Board of Directors at an Organizational Meeting which will immediately follow the election or be held within ten (10) days of the election.

SECTION 3: Any board member who files for public office shall immediately resign their position with the Association. If a board member resigns for any reason during the term or a Board seat becomes vacant, the remaining Directors shall appoint another HNBA member to fill the vacancy for the remainder of the term.

ARTICLE –VI - DUTIES OF BOARD OF DIRECTORS

SECTION 1: The President shall preside at all meetings, enforce decorum and observance of the governing body's rules, and perform such office duties. The President shall serve as an ex-officio member without voting power on all committees, appointed or elected.

SECTION 2: The Vice-President shall preside over all meetings in the absence of the President. The Vice-President shall be all ex-officio members without voting power at all committees, appointed or elected, and shall ensure that all committee reports are received in a timely fashion.

SECTION 3. The Secretary shall keep accurate Minutes, attendance, and records of meetings of the Association. The Association minutes and other HBNA documents will be posted to the Association's website and searchable. The various meeting Minutes shall be arranged by date on the website. The Secretary shall also retain copies of the records and turn them over to the incoming Secretary for safekeeping at the following Organizational Meeting. The result of any vote or action from either an emergency meeting or telephone poll or a poll by other electronic means of the Board of Directors shall be reflected by the director's name no later than in the next scheduled Meeting's Minutes. By agreement with the President, the Secretary shall perform such duties as may be deemed necessary in the performance of the office.

SECTION 4: The Treasurer shall act as a financial officer, preparing bank deposit receipts for all monies collected. Any unusual or non-recurring expenses of \$400.00 or more shall require prior approval of the majority of the Board of Directors. The Treasurer shall prepare and present a quarterly financial statement at designated meetings of the Association. It shall

be the duty of the Treasurer to prepare an annual budget (except in the initial Year) for the Board of Directors for their approval. The Treasurer will also arrange for any required tax returns. An appointed independent accountant will review the books of the Association yearly. The Association's charter (Annual Report to the Secretary of State), the Treasurer's books, and all other legal documents shall be retained by the Treasurer and transferred to the incoming Treasurer at the following Organizational Meeting for safekeeping. Duplicate copies of all legal documents and financial reports shall go to the Treasurer. All checks or electronic charges issued by the Treasurer shall require the counter signature or email (for an electronic charge) of one other authorized Officer or Director and the written documentation to support the check or charge. Suppose the Treasurer is unavailable to sign the check or electronic charge. In that case, such check or charge must be signed/approved by two Executive Officers, and they must provide needed written documentation back to the Treasurer within ten (10) days of the signing/approval of the check or charge.

SECTION 5: The Board of Directors shall have the power to transact the general business of the Association and to act on all applications for memberships in the Association. Members of the Board of Directors shall be at all meetings of the Association. Three (3) consecutive absences from board meetings, without cause shown, will be considered an automatic voluntary resignation, effective at the conclusion of the 3rd Board meeting.

SECTION 6: Policies shall be subject to review on a regular basis as requested by the general Membership or Board of Directors. No statement shall be issued or made either to the public media or to a governmental body as reflecting the policy of the Association without previous approval of the Board of Directors.

SECTION 7: The Executive Officers shall meet at the discretion of the President to transact any urgent (necessary) business, including attendant financial expenditures up to \$2500, which must be approved by at least a majority of the Executive Officers. Any such emergency action shall be reported to the entire Board of Directors at their next scheduled or emergency meeting, and any resultant action reported to the Membership at the next scheduled meeting.

ARTICLE VII – COMMITTEES

SECTION 1: The Board shall be entitled to create committees of the Association such as Membership, Program, Communication, Planning and Zoning and Legal, and such as other committees as found necessary by the Executive Officers. The President shall appoint committee chairpersons from the elected Board.

Membership Chairperson – shall be responsible for recruiting new members; shall provide new Association members information packets and hand out new information signage for monthly Association meetings; shall be responsible for notifying every member when monthly meetings are and when dues are due; shall collect all monies and turn over to the Treasurer; shall maintain a record of all members and make same available to the Board upon request; shall perform all duties as directed by the Board.

Program Chairperson – shall arrange with the President for each meeting all agenda items, speakers, and necessary documents for general membership meetings; shall coordinate and monitor the Association’s program activities, including committees and liaison; shall perform all other duties directed by the Board. The program arrangements should remain within the objectives of The Association. Final approval for each meeting’s program shall be coordinated with the President.

Communications Chairperson –. Shall coordinate with the President the community area newsletter, websites, and any other written form of communication needed. All material relating to The Association shall be turned over to the President at the end of the Year. In addition, shall collect information pertaining to any advertisers on the website’s newsletter, inform the Treasurer of any ad income, and perform any other duties designated by the Board.

Planning and Zoning and Legal Chairperson – Review zoning regulations within the neighborhood and proposed changes in the North Beach Neighborhood Plan, annual review of the North Beach Neighborhood Plan, arrange for developer presentations to the general Membership, research and address legal issues related to our neighborhood and present results to the general Membership.

SECTION 2: Ad Hoc Committees will be committees formed for a specific and defined purpose and will be dissolved upon completing their assigned task. The President shall have the authority to appoint Ad Hoc Committees and their chairperson. Should the Board set a nominating committee, the nominating Committee will be comprised of two members of the Board of Directors and three members of the general Membership.

ARTICLE VIII – RULE-MAKING AUTHORITY

The Board of Directors shall have the power to adopt and amend rules and regulations concerning the details and operation of the Association.

ARTICLE IX - NOMINATIONS AND ELECTIONS

The Board of Directors may appoint a Nominating Committee. The Nominating Committee shall elect the Chairman of the Committee. The names of those appointed to this Committee shall be announced at the regular Meeting of the Association in September. The Committee shall present a slate of proposed Directors at the regular Meeting in October. Additional nominations shall be taken from the floor at the October meeting. The election shall occur at a date, time, and location as determined by the Board in November of each even-numbered Year. Nominations by any member from the floor need not be seconded. All nominees who accept nominations shall be included in the ballot mailed to all voting members with the Notice for the November regular meeting and posted at least two weeks before the meeting. Completed ballots may be sent to the Secretary at the address provided in the Notice in advance or brought to the November meeting. Only Voting Members may vote for Directors. The President shall appoint three Members not running for the Board, not related to anyone running for the Board or residing with anyone running for the Board, to count the votes. The election must be by a plurality of votes cast. Directors and Officers will be installed and take office at the regular Meeting in January. Until then, the Directors and Officers elected may serve on the Board of Directors without voting to familiarize themselves with procedures.

ARTICLE X - ELIGIBILITY FOR ELECTION

To be eligible for election to the Board of Directors, members must be residents within the HNBA boundaries for at least six (6) months of each Year.

ARTICLE XI – MEETINGS

SECTION 1: General Membership Meetings will be held a minimum of four (4) times a year or more at the discretion of the Board of Directors. All Association meetings are general membership meetings.

SECTION 2: Board of Directors Meetings may be called at the discretion of the President but must be held at least once a quarter. The written request of 1/4 of the Board would require a meeting to be scheduled within ten days.

SECTION 3. Special Membership Meetings may be called by written request of 25% of the members or a majority of the Board of Directors, at which time the President would be required to call a special Association meeting to be scheduled within ten (10) days. The Notice of the Meeting will describe the single purpose for which the Special Meeting is convened.

ARTICLE: XII – QUORUMS

SECTION 1: The quorum for general membership meetings will be not less than 10% of members. Notification must have been issued by public posting or email at least two (2)

weeks before the meeting.

SECTION 2: The quorum of a Board of Directors meeting will be a majority of the Board members to transact all business.

ARTICLE XIII – AMENDMENTS

Amendments to these by-laws may be made by a majority vote of the Membership at a regular or special meeting of the Membership, provided that written Notification of the content of any proposed amendment(s) is furnished to all Members at least twenty days before the meeting.

ARTICLE XIV - RULES OF ORDER

Business of the Association shall be conducted according to Robert’s Rules of Order; Revised.

ARTICLE XV - CONFLICT OF INTEREST

Any Director of the Association who has an interest in a contract or other transaction of the Association shall declare a conflict of interest before any discussion or vote and refrain from voting. Any vote to approve a contract or other transaction where a conflict of interest has been conveyed shall require the approval of at least 2/3rds of the other Directors.

XVI – COMPENSATION

No member of the Board of Directors shall receive any compensation from the Association. All Officers shall serve without compensation.

XVII - INDEMNIFICATION AND BONDING OF DIRECTORS

HNBA shall carry “*Directors and Officers*” insurance and indemnify any and all persons who may serve as directors against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such directors in connection with any legal proceeding in which they may become involved, by reason of their having acted on behalf of HNBA in any activity authorized by HNBA. In addition, such indemnification shall include payment by HNBA of expenses incurred in defending a civil or criminal action or proceeding upon receipt of an understanding by the person indemnified to repay such payment if s/he shall be adjudicated not to have acted in good faith in the reasonable belief that his/her action was in the best interests of HNBA. The term “directors” as used herein shall include the heirs, executors, and administrators of such directors. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors may be entitled.

Indemnification of other employees or agents of HNBA may be provided to the extent

authorized by the directors, subject to the same limitation with respect to good faith as is herein imposed on the indemnification of the directors.

The directors and officers of this corporation and their private property shall not be liable in any matter of corporate debt, obligations, and undertakings of liabilities and, to the extent permitted by sections 617.0604 and 617.0834, Florida Statutes, shall be exempted and indemnified against any personal expense, losses or liabilities which may accrue from time to time in any manner by reason of the ownership, administration or distribution of the Corporate Property of funds or by any reason of any act or commission or omission on their part in the conduct of the Corporate affairs, so long as they act in good faith. They shall not be liable or accountable in any manner for honest mistakes or errors of judgment, not for errors of wrongdoings of an agent, broker, attorney, or servants for interest on funds temporarily idle.

XVIII – DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying all liabilities of the corporation, dispose of all the assets of the corporation to one or more non-profit organizations, as the Board of Directors shall determine.