

# By-Laws of

*(A Corporation not for profit under the laws of the State of Florida)*  
**Palm Island Estates Association, Inc.**

## **ARTICLE I** **NAME, LOCATION AND PURPOSE**

1. *These are the By-Laws of Palm Island Estates Association, Inc.*, a corporation not for profit, under the laws of the State of Florida, hereinafter called the Association. The Association has been organized to promote cooperation among property owners on Knight Island, Don Pedro Island, Palm Island and Thornton Key, and to afford representative voice in civic and community affairs and generally to provide for the mutual assistance, welfare and improvement of all such persons.
2. The office of the Association shall initially be the residence of the secretary or at such other place as the Board of Directors may determine from time to time. The mailing address shall be P.O. Box 5244, Grove City, Florida 34224.
3. The fiscal year of the corporation shall be the calendar year.

## **ARTICLE II** **MEMBERSHIP**

1. *Every person or entity* who is the owner of record of a fee interest in any property, or have occupied a dwelling on Palm Island Estates in excess of twelve months, and until such time as lease expires, shall be eligible to membership without vote of the Board of Directors, subject to and bound by the Certificate, these By-Laws, rules and regulations adopted by the Board of Directors and the Declaration. Such persons shall become Members upon their signing an application for membership in a form prepared by the Secretary and approved by the Board of Directors and upon paying the first year's dues.
2. *Death of Member:* Upon the death of any Member leaving a husband or wife surviving, the membership of the deceased Member shall automatically pass to such surviving husband or wife. Upon the death of a Member the membership shall cease.
3. *Membership Non-Assignable:* The membership and rights and privileges of a Member shall not be assignable.

4. *Vote:* Each member shall have one vote only, regardless of quantity of property owned or multiple ownership. No person shall have more than one vote.

### **ARTICLE III** **MEMBERS' MEETINGS**

1. *Annual meetings:* The annual meeting of the Members shall be held in January of each year on a date and at a time to be set by the Board of Directors, with notification of such meeting at least 10 days in advance. At such meeting the Association shall elect its Directors for the ensuing term and enact such other business that may come before the meeting.

2. *Special Meetings:* A special meeting of the members may be called at any time by the President, or in his/her absence, by the vice-President, or a majority of the Board of Directors, it shall be the duty of the President, Vice-President, or the Directors to call such a meeting whenever requested in writing by at least 50% of the members. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the objects stated in the call.

3. *Notice:* Written notice of the time and place of all meetings shall be mailed by the Secretary to each Member at such address as appears on the books of the Association, at least ten days before such meeting. Such notices shall be accompanied by proxy form.

4. *Quorum, for Members Meeting:* A quorum for the transaction of business at any membership meeting shall consist of 50% of the membership of the Association, present in person or represented by proxy. If, however, such a quorum shall not be present or represented by proxy at any meeting of members, the members present or represented by proxy shall have the power to adjourn the meeting from time to time, without notice, until a quorum shall be present or represented. At such adjourned meeting, at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting originally notified.

5. *Lack of Quorum:* If a quorum is not present, the Presiding Officer may adjourn the meeting to a day and hour fixed by him/her.

6. *Order of Business:* At all meetings of the Association, the order of business shall be as follows:

- (A) Calling of the, roll and certifying of proxies.
- (B) Reading of Minutes of immediately prior meeting for information and approval.
- (C) Treasurer's Report.

- (D) Reports of Officers.
- (E) Reports of Committees.
- (F) Unfinished Business.
- (G) New Business.
- (H) Reading and Approval of Minutes of meeting just held if requested.

7. *Annual Report:* At each annual meeting, the President shall submit a statement of the business done during the preceding year, together with a report of the general financial condition of the Association.

8. *Parliamentary Procedure:* The Roberts Manual of Parliamentary Procedure shall be the authority on all questions of parliamentary law and procedure.

#### **ARTICLE IV** **DIRECTORS**

1. *Purpose of Directors:* The Board of Directors shall have powers to execute all duties necessary in furtherance of the objectives of the Association.

2. *Number of Directors:* The business of the Association shall be managed by a Board of Directors consisting of not less than 9 or more than 13 Members.

3. *Nominations:* The Directors shall be nominated by a committee of not less than three members appointed by the Directors, the nominating committee will also nominate candidates for interim appointments to the Board to fill unexpired terms.

4. *Election:* The Directors of the Association shall be elected by the members of the Association at the Annual Meeting in January for a term of two (2) year, alternating one half (1/2) the Directors each election, and shall hold office as herein provided, or until their successors are duly elected and qualified.

5. *Absentee Ballots/Proxies for the election of Directors* will be mailed via first class mail, no later than December 15th to Members in good standing.

6. *Election of Officers* Immediately following the election of Directors at the Annual Meeting, the newly elected Directors shall convene and elect, -from its Members, the Officers of the Association. The Officers shall consist of a President, Vice President, Secretary, Corresponding Secretary and a Treasurer.

7. *Vacancies and removals:* Any vacancies occurring in the Board of Directors or among the officers of the -Association shall be filled for the unexpired term by a majority vote of the remaining Directors until the next annual election. Any Officer or Director of the Association who shall absent himself for two successive meetings without valid excuse shall automatically forfeit his office, and it shall be the duty of the Board to appoint a successor to fill the unexpired term.

8. *Any of the Directors may be removed from office by concurrence of a two thirds (2/3) majority of the Association at a special meeting of the Members called for that purpose* The vacancy in the Board of Directors so created may be filled by the members of the Association at the same meeting.

9. *Regular meetings of the Board of Directors may be held* at such time and place as shall be determined from time to time by a majority of the Directors, but not less than six (6) meetings shall be held each calendar year. Notice of the regular meetings shall be given to each Director in writing, personally or by mail, telephone, fax, at least three (3) days prior to the day for such meeting, unless such meetings are scheduled in advance.

10. *Special meetings of the Directors may be called by the President and* must be called by the Secretary, at the written request of a majority of the Directors. Not less than three (3) days notice of the meeting shall be given to each Director in writing, personally, by mail, telephone or fax, which notice shall state the time, place and purpose of the meeting.

11. *A quorum at Director's meetings shall consist of a majority of the entire Board of Directors.* The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except where approval by a greater number of Directors may be required by the Certificate, the Declaration or these By-Laws.

12. *If at any meeting of the Board of Directors there is less than a quorum present,* a majority of those present may adjourn the meeting, from time to time, until a quorum is present. At any adjourned meeting, any business which might have been transacted at the meeting as originally called, may be transacted without further notice.

13. *The presiding officer of the Directors meeting shall be the President,* and if absent, the Vice-President shall preside. In the absence of such presiding officers, the Directors present shall designate one of their number to preside at such a meeting.

14. *The Order of Business at Directors' meetings shall be as follows:*

- (A) Calling of the roll and certifying of proxies.
- (B) Reading of Minutes of immediately prior meeting for information and approval.
- (C) Reports of Officers.
- (D) Reports of Committees.
- (E) Unfinished Business.
- (F) New Business.
- (G) Reading and approval of Minutes of meeting just held, if requested.

15. *Restrictions:* The Board of Directors shall not obligate the Association during any fiscal year, for a greater amount than the funds actually on hand, without the approval of a two-thirds (2/3) majority vote of the Association.

16. *Powers:* The Board of Directors shall have control and direction of all business and affairs of the Association. They shall be authorized to accept the resignation of any Director, Officer or Agent of the Association, to elect Officers and appoint such Agents of the Association as may be necessary and to define their duties; to provide for the auditing of the books and accounts of the Treasurer, and to exercise all such powers of the Association, and do all lawful acts and things as are not by Statute or by the Certificate of incorporation or these By-Laws directed or required to be done by the members.

17. *Executive Committee:* The President shall appoint an Executive Committee, of not to exceed ten (10) Members from the Board of Directors, to assist and advise him/her, when necessary, in considering the problems arising in connection with the affairs of the Association. The President, Vice-President and Secretary shall be members of this committee and shall be included in the total of ten.

## **ARTICLE V**

### **DUTIES OF OFFICERS**

1. *President:* The President shall be the Chief Executive Officer and head of the Association. He/she shall preside at all Member and Director meetings and shall have general supervision over the affairs of the Association, sign all written contracts of the Association, and shall perform all such duties as are incidental to his/her office.

2. *Vice-President:* The Vice-President shall have the powers of the President and discharge his/her duties in the absence or disability of the President. Additionally, the Vice-President shall perform such other duties as the Board of Directors shall prescribe. In the absence of such presiding Officers, the Directors present shall designate one of their number to act as Chairperson and assume the duties of the President.

3. *Secretary (Recording):* The Secretary shall keep the minutes of all meetings of the Association and the Board of Directors, and shall mail out all notices for meetings for the Association or the Board of Directors. He/she shall keep accurate account and collect all application fees, dues and charges due from Members, with assistance from Membership Committee, and perform such other duties as may be required of him/her by the By-Laws, the President, or the Board of Directors.

4. *Secretary (Corresponding):* The Secretary shall be responsible for all correspondence, responses to Members, and any other secretarial duties as

directed by the By-Laws, the President or the Board of Directors. In the absence of the Recording Secretary, the Corresponding Secretary shall take over the duties described for each.

5. *Treasurer*: The Treasurer shall have charge of all receipts and monies of the Association and deposit them in the name of the Association in a bank approved by the Board of Directors. He/she shall keep regular accounts of receipts and disbursements, submit records when requested and give an itemized statement at regular meetings of the Association for signature by any two of the three Officers of the Association as selected by the Board of Directors.

6. *Execution of Instruments*: The President and Secretary or the Treasurer shall, being so directed by the Board, sign all leases, contracts and other instruments in writing.

7. *No Authority to Impose Liability on Members*: The Board of Directors shall not impose any liability or levy or any assessment upon the Members.

## **ARTICLE VI**

### **APPLICATION FEES AND DUES**

1. *Application Fee*: All applications by persons for membership shall be accompanied by a fee of one year's dues as decided by the Board of Directors, which shall become the property of the Association upon the acceptance of the application.

2. *Annual Dues*: The annual dues for each calendar year subsequent to the calendar year in which a membership application is accepted shall be determined by the Board of Directors from time to time. All paid Members will be considered in good standing through to the end of the fiscal year.

3. *Participation in Voting*: Annual dues are due and payable by December 31st of each calendar year. Only Members with current Membership status, all current dues paid, will be permitted to vote either for an issue or for the general election of the Board of Directors.

4. *Loss of Membership*: Any Member whose dues remain unpaid for two (2) months shall automatically cease to be a Member.

## **ARTICLE VII**

### **NOTICES**

1. *All notices to Members shall be mailed* to their addresses as given on the books of the Association, and such mailing shall constitute presumptive evidence of service thereof.

**ARTICLE VIII**  
**AMENDMENTS**

1. *The By-Laws Of the Association may be changed or amended* at any meeting of the Association by a majority vote of the Members present, provided, however, that notice of the proposed change shall have been given with the notice of the meeting.

**ARTICLE IX**  
**MEMBERSHIP POLL**

1. *Each newly elected Board of Directors* may submit to the current membership of Palm Island Estates Association, a poll consisting of major issues the Board anticipates may require action during the Board's term. The results of the membership poll will be considered by the Board of Directors in addressing the issues polled.

**LIST OF AMENDMENTS**

**2005 AMENDMENTS**

1. Change to Article VI Item 1 "Application Fee": "Members" replaced with "Board of Directors"
2. Change to Article VI Item 2 "Annual Dues": "Members" replaced with "Board of Directors"
3. Change Article IX "Membership Poll" from "will, within one-hundred and twenty (120) days of their election" to "may"

**2014 AMENDMENTS**

1. Change to Article IV Item 2 "Number of Directors": "11" replaced with "9".

**2015 AMENDMENTS**

1. Change to Article I Item 1 removed "hereinafter called Palm Island Estates,".
2. Change to Article II Item 2 removed "without a husband or wife surviving,".
3. Change to Article II, removed Article II, Item 5 and Article II, Item 6.
4. Change to Article IV, Item 2 replaced "15" with "13".
5. Change to Article IV, Item 5 replaced "Proxies" with "Absentee Ballots/Proxies".
6. Change to Article IV, Item 5 removed "as of December 1st of that year".
7. Change to Article IV, Item 7 removed "acceptable to the Board of Directors".
8. Change to Article IV, Item 8 replaced "a majority of (2/3) two thirds of the 9. Association" with "a two thirds (2/3) majority of the Association".
9. Change to Article VI, Item 3 removed "and assessments".

**FORM FOR AMENDMENTS**

Date of Amendment: \_\_\_\_\_

Accepted by Membership:

President: \_\_\_\_\_

Vice-President: \_\_\_\_\_

Secretary: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Board of Directors: \_\_\_\_\_