

BYLAWS

January 2024

ARTICLE I: INTRODUCTION

The name of this association is Neighbors of Lakewood Estates, Inc., incorporated under the provisions of Chapter 617 of the Florida Statutes, hereinafter sometimes referred to as "NOLE".

Neighbors of Lakewood Estates, Inc. boundaries:

North - Lake Maggiore

East - Dr. Martin Luther King Street South

South - 54th Avenue South

West - 31st Street South

ARTICLE II: PURPOSE

The purpose of NOLE shall be:

- Intentional Inclusivity: Providing a platform for open dialogue, allowing residents to express their ideas and bridge the gap for a stronger community
- Enhance Community Engagement: Fostering a sense of community by organizing events, gatherings, and activities that encourage neighborly interactions.
- Launch Progressive Initiatives: Collaborating on neighborhood improvement projects, such as beautification efforts, safety initiatives, and environmental sustainability that benefit the entire neighborhood.
- Strategic Collaboration: Creating and utilizing existing relationships with other associations, organizations, and city officials to foster community development, address shared concerns, and enhance the overall well-being of the neighborhood through collective efforts and shared resources.

Neighbors of Lakewood Estates is and will continue to be a non-profit organization, and no portion of its net earnings shall benefit any individual member.

ARTICLE III: DEFINITIONS

- ❖ Annual Meeting - the Association meeting held annually in Q1 at which time elections are conducted
- ❖ Association - an abbreviated term used herein to refer to the Neighbors of Lakewood Estates Association

- ❖ “The Board” - the governing body of the Neighbors of Lakewood Estates that, unless otherwise mandated by the Board, consists of Officers and Directors (“The Board”)
- ❖ Bounded Area - the geographic area defining the Neighbors of Lakewood Estates. Any address on the boundary roadway is considered within the bounded area.
- ❖ Committee - a group of Association members selected to organize, manage, and otherwise preside over a specified task, event, or program
- ❖ Good Standing - status of an Association member who has paid their dues for the Membership Year, whose membership has not otherwise been terminated, and have fulfilled other requirements as required in the Articles below
- ❖ Member - any person eligible for membership in the Association, who has paid the appropriate dues for Association membership, is entitled to vote on motions or elections held in general Association meetings and is eligible to serve on the Board
- ❖ Membership Year - time period over which a member of the Association is in good standing.
- ❖ Minutes - a summary of events that have occurred at a meeting of the Association or the Board of Directors
- ❖ Quorum - the minimum number of members of an assembly or society that must be present at any of its meetings to make the proceedings of that meeting valid

ARTICLE IV: OFFICERS

1. The Officers of the Association consist of the President, Vice President, Secretary, and Treasurer. No person or household may hold two offices simultaneously. Individuals holding elected office in Federal, State, County, or City Governments, or those who have announced candidacy for such offices, are ineligible to be elected or serve on the Board of Directors.
2. Election and Term:
 - a. Officers and Directors are elected by the membership for a one-year term at the Annual Meeting.
3. Vacancies:
 - a. In the event of a vacancy due to resignation, death, or other reasons, the Board may elect a member (by a $\frac{2}{3}$, supermajority vote of The Board) to fill the position until the next annual meeting.
 - b. The Board may also delegate the responsibilities of the vacant position among the remaining Board Members until the vacancy is filled.
4. President:
 - a. The President presides over all meetings of the members and the Board of Directors as the chair.

- b. The President signs all formal documents on behalf of the Association. This includes but is not limited to local/state/federal required filings. (Example: articles of incorporation)
 - c. Responsibilities include the supervision of Association affairs, officers, directors, and contractors
 - d. The President may serve a maximum of three (3) consecutive terms. Approval by a majority vote of the Board is required if seeking an additional term immediately after three consecutive terms.
5. Vice President:
- a. The Vice President performs the duties of the President in their absence or inability to act.
 - b. Additional Duties may be assigned by The Board¹
6. Secretary:
- a. The Secretary records the minutes of the Board and members' meetings and makes them available after meetings
 - b. The Secretary maintains the list of members
 - c. Additional Duties may be assigned by The Board¹
7. Treasurer:
- a. The Treasurer oversees all financial transactions and fundraising efforts
 - b. Additional duties may be assigned by the Board¹

¹ Additional duties can be assigned at any time without amendment to the bylaws

ARTICLE V: BOARD

1. The control and management of the Association, along with its affairs and property, shall be exclusively vested in The Board, consisting of current Officers and Directors
 - a. No more than 4 officers
 - b. No more than 6 Directors
2. To avoid a potential conflict of interest, no members from the same household/business address may concurrently serve on The Board.
3. The Board will be elected by the Association members during the Annual Meeting. One Director shall be the immediate past president, serving a one-year term.
4. The Board is empowered to establish bylaws, rules, and regulations for its own governance and the conduct of the Association's business, subject to ratification by the membership.
5. The Board has the authority to appoint members in good standing to represent the Association at external organizations in which the Board deems participation necessary.

6. Board Members who fail to participate, either in person or via electronic means, at three (3) consecutive Board meetings or four (4) total meetings within a year will forfeit their position.
 - a. However, a Director may appeal to the Board for special consideration after reaching the maximum allowable absences, and their continuation on the Board requires the approval of two-thirds (2/3) of the Board of Directors.
7. Vacancies:
 - a. In the event of a vacancy due to resignation, death, or other reasons, the Board may elect a member (by a $\frac{2}{3}$, supermajority vote) to fill the position until the next annual meeting.
 - b. The Board may also delegate the responsibilities of the vacant position among the remaining Board Members until the vacancy is filled.

BOARD MEMBER OATH

As a Board Member of Neighbors of Lakewood Estates we solemnly vow to uphold the principles of integrity, transparency, inclusivity, and collaboration.

With unwavering integrity, we will conduct ourselves with honesty and fairness, ensuring the highest ethical standards in all our actions and decisions.

Transparency will be our guiding light. We commit to open communication, providing accessible information about our activities and decisions, fostering trust within our community.

Inclusivity is our pledge. We will celebrate and embrace diversity, creating a space where every voice is heard and every resident feels valued.

Collaboration is our strength. We pledge to actively seek and engage in partnerships with residents, local organizations, and businesses to address the needs and aspirations of our community.

As stewards of the Neighbors of Lakewood Estates, we take this oath with dedication. Together, we will build a community that thrives on unity, embraces diversity, and celebrates the collaborative spirit that defines us all.

ARTICLE VI: BOARD VOTING

1. Board members are authorized to participate in voting on motions before the Board in various ways, including in-person attendance at board meetings, utilizing electronic methods or virtual meetings, and casting votes through email.
 - a. When votes are submitted via email, it is imperative that all Board members receive copies of the email messages involved in the deliberation of a particular matter.
2. The details of votes will be documented in the minutes of the subsequent scheduled Board Meeting. Votes will be recorded for each board member individually.
3. In the event of an even-numbered Board resulting in a deadlock vote, the President will have the authority to make the final decision, unless otherwise required by law or provided in these bylaws.

ARTICLE VII: MEMBERSHIP

1. Membership spans from Jan 1st to Dec 31st (“Membership Year”) and begins upon the payment of dues.
2. Eligibility for membership is open to individuals aged eighteen (18) or older who meet one of the following criteria: (a) property owners within the defined area, (b) proprietors of businesses located within the defined area, and/or (c) residents residing within the defined area.
3. The Board retains the authority to reject or revoke any membership for reasons deemed necessary by The Board. Rejection/revocation requires a supermajority ($\frac{2}{3}$) vote by The Board.
4. Resignations from membership must be submitted to the Board.

The Association unequivocally disapproves of any form of discrimination, including but not limited to race, religion, gender, age, national origin, or sexual orientation. Furthermore, the organization is committed to actively pursuing policies that mitigate conflict and foster understanding among all groups of people.

ARTICLE VIII: MEMBERSHIP REQUIREMENTS

1. A contribution of \$25 per year, to be paid before Membership is activated
 - a. Grace Period will extend from Jan 1st to the Annual Meeting
 - b. The Board can waive dues, as necessary

ARTICLE IX: MEETINGS

Member Meetings

1. The regular meetings of the Association are scheduled quarterly unless otherwise authorized by the Board of Directors or the Association's members
 - a. The Q1 meeting of the members will serve as the Annual Meeting.
 - b. Notification of meeting date will be provided no later than 4 weeks in advance
2. For the conduct of business at any members' meeting, a quorum, requiring a minimum of 20 members must be in attendance. Board members are also counted as members.

Note: Quorum will be updated within the first year.

Board Meetings

1. The Board will meet Quarterly at a minimum.
2. Members can request to have topics added to the Board meeting agenda and be present for said topic of discussion. Comments from members can be made during the open discussion portion of each Board meeting.
 - a. Members shall submit to the board no later than 7 days ahead of the scheduled meeting
3. Additional meetings of the board may be convened, as needed to sustain the intended purpose of the organization.
4. At any Board meeting, a quorum shall consist of a majority of The Board, including the President or Vice President.

ARTICLE X: COMMITTEES & PROGRAMS

1. The Board and the Association may establish standing and special committees as deemed necessary by the Board and the Association.
2. All committees or programs are required to submit a monthly report to the Board.
3. The Board retains the discretion to create or dissolve any committee or program with a majority vote.

****Committees and Programs will be defined after the founding meeting of NOLE****

ARTICLE XI: ELECTIONS/VOTING

1. The election of officers and non-officer board members by the membership shall be conducted at the Q1 Annual meeting through a majority vote. Candidates for board membership will be elected based on the highest number of votes for open

- seats, with eligible members being those in good standing with current dues paid.
2. Election Committee: The Election Committee Chair, appointed by the President (at the Q4 meeting), will select at least two (2) additional committee members, ensuring no household overlaps among the Chair or other Committee members. The Committee's members must be approved by a majority of the Board of Directors. Election Committee members are ineligible for nomination and/or election to the Board of Directors.
 - a. The Committee will solicit nominations, inform nominees of their duties, and ensure their willingness to serve.
 - b. The Committee will treat all nominees fairly, without endorsing any candidate.
 3. Nominations from the floor during the annual election may be added to the ballot as write-in votes (starting 2nd year of NOLE.)
 4. Publication of Candidates: The Committee will publish, no later than 30 days in advance of the Annual Meeting, a list of eligible candidates (in good standing) who expressed their intent to run for an officer or board position in available neighborhood print and electronic media.
 5. Voter Eligibility: The Board will provide an updated list of members in good standing to the Election Committee before the election.
 6. Ballot Handling and Counting: The Election Committee, as a whole, is responsible for handling and counting ballots. Ballots will be distributed to eligible members at the Annual Meeting. Results of the ballot count will be announced by the Election Committee Chair at the conclusion of the Annual Meeting.
 7. Each household/business member is entitled to one vote per address
 8. The first vote received from each household/business address will be accepted.
 9. Membership Dues must be paid before voting

ARTICLE XII: FINANCIAL RESPONSIBILITY

1. All officers have the authority to approve financial transactions and disbursements on behalf of NOLE. Disbursements from the NOLE bank accounts in excess of \$100 require two officer approvals.
2. A summary of the Association's financials will be provided at the first members meeting of each calendar year, as well as upon reasonable request to any member in good standing of the Association.
3. Only Officers can handle/access funds.

ARTICLE XIII: AMENDMENTS

1. These Bylaws may be adopted, revised, or rescinded by a majority vote of the members in attendance at a membership meeting.
2. The Board is granted a maximum of ninety (90) days or until the next Membership Meeting (whichever is greater) to scrutinize, express recommendations in favor or against, or adjust the language to align with the

existing Bylaws.

3. Following the completion of the notice period, the motion to amend the bylaws will be presented to the membership for consideration, and a vote on the motion will ensue.

ARTICLE XIV: RECORD RETENTION AND DATA SECURITY

1. Unless otherwise stipulated by these Bylaws, specific officers are responsible for retaining and managing various records as outlined below:
2. Treasurer:
 - a. responsible for the retention and maintenance of all records and data related to the Association's finances and insurance coverage. This includes the safeguarding of user IDs, passwords, and any other necessary information for accessing all financial accounts utilized by the Association, such as bank accounts, credit and debit card accounts, and online payment receipt services. All such records must be electronically preserved for a minimum of seven years.
3. Secretary:
 - a. entrusted with the retention and management of all other records and data pertaining to the Association. This encompasses both hard copy records and essential information like user IDs, passwords, required to access, modify, and control various online platforms such as websites, email accounts, social media, online storage, and online marketing accounts.
4. It is important to note that, with the exception of records maintained by the Treasurer, the Board, at its discretion and in accordance with applicable laws, may determine the duration for which Association records shall be retained. Members who leave can request the purging of their information or data.
5. The Board is committed to ensuring membership data is not used nor shared beyond the official purposes of NOLE association.

ARTICLE XV: RULES OF ORDER

1. "Robert Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE XVI: DISSOLUTION

1. This Association may be dissolved by the vote of a two-thirds (2/3) majority of its Board of Directors.

2. In the event of dissolution, all member data shall be purged.
3. In the event of dissolution, monetary funds and non-monetary property shall be distributed to a charitable organization (501c3) chosen by majority vote by The Board.
 - a. If The Board cannot obtain the necessary number of votes, the President will decide where the funds are dispersed.

ARTICLE XVII: INDEMNABILITY

1. The Association acknowledges and may provide indemnification for each director, officer, or employee—presently serving or in the future—against any claims or liabilities arising from their service as a director, officer, or employee. This indemnification extends to actions alleged to have been taken, omitted, or neglected during their tenure with the Association. The Association reserves the right to reimburse such individuals for reasonable legal expenses incurred in connection with these claims or liabilities. However, it is explicitly stated that no indemnification or reimbursement shall be extended for claims or liabilities arising from an individual's own fraud, misrepresentation, or gross negligence.
2. It is important to emphasize that any indemnification or reimbursement outlined in this provision does not preclude or diminish any legal rights to which a director, officer, or employee may be entitled by law.