

BY-LAWS
of the
**FLORIDA GARDENS CIVIC
ASSOCIATION, INC.**

APRIL 12, 2018

AS MODIFIED BY AMENDMENT #1 APRIL 29, 2022



BY-LAWS
of the
FLORIDA GARDENS CIVIC ASSOCIATION, INC.

TABLE OF CONTENTS

ARTICLE	TITLE	PAGE
1.	MEMBERS	2
2.	BOARD OF DIRECTORS	2
3.	OFFICERS AND DUTIES	3
4.	ELECTION OF OFFICERS AND TERMS OF OFFICE	4
5.	MEETINGS, QUORUM AND VOTING	5
6.	COLLECTION AND DISBURSEMENT OF ASSOCIATION FUNDS	6
7.	COMMITTEES	8
8.	CLUBHOUSE	8
9.	COMMUNICATION	9
10.	WELFARE AND PROTECTION	9
11.	PROPERTY	10
12.	RECORDS RETENTION AND SECURITY	10
13.	REVISION OF THE BY-LAWS AND DOCUMENT CERTIFICATION	10

BY-LAWS

of the

FLORIDA GARDENS CIVIC ASSOCIATION, INC.

A Not-for-Profit Corporation existing under Articles of Incorporation
issued by the State of Florida, February 1969

ARTICLE 1 MEMBERS

1. All owners of property in Florida Gardens shall be considered Members of the Florida Gardens Civic Association, Incorporated (a.k.a. the Association). Additionally, all adult non-owners who shall have resided in Florida Gardens for more than six months continuously shall be considered Members of the Association.
2. There shall be no mandatory dues for membership in the Association. Funds necessary to support the activities of the Association and the maintenance of its assets shall be obtained from contributions, clubhouse rentals, fundraising events, newsletter advertising or any other appropriate means.

ARTICLE 2 BOARD OF DIRECTORS

1. There shall be a Board of Directors (a.k.a. the Board) consisting of the duly elected Officers of the Association, qualified Directors at Large, and the primary Street Representatives as defined below.
2. There shall be three (3) Members of the Association who shall be Directors at Large. Two shall be nominated by the President and approved by the Board. These Directors at Large are not Officers or Street Representatives, but are deemed qualified by their significant participation in the operation of the Association. The third Director at Large shall be the immediate Past President of the Association. If the Past President is unable or unwilling to serve, then the third Director at Large shall be nominated by the President and approved by the Board of Directors.
3. Primary Street Representatives shall be Members of the Association, selected by the majority of residents of their respective streets or be nominated by the Board, and shall serve by approval of the Board. If no resident is willing to serve as a Representative of their street, a Member of the Association from a different street may be selected by the Board to represent it. Should a resident of that street later wish to become Representative of that street,

they may make a request to the Board that they be allowed to replace the assigned Representative.

4. Each street in Florida Gardens shall have one primary Street Representative, except as follows:

a. Ohio Road and Akron Road will each have a separate Street Representative for the north half and the south half of the road. The division of responsibility will be the L13 canal between Canton Road and West Mango Road.

b. West Arch Drive and East Arch Drive shall be considered one street for the purposes of representation.

c. East Plumosa Lane shall be represented by the Street Representative from south Ohio Road.

5. Each primary Street Representative should attend monthly meetings and may appoint and submit to the Board an alternate Member of the Association to aid the primary Street Representative in the performance of their duties. The designated alternate Street Representative may only vote as a member of the Board during the absence of the primary Street Representative. The alternate Street Representative must give notice to the Association Secretary at the start of any meeting where a vote may be cast.

6. Removal from the Board of Directors:

a. Any member of the Board of Directors may resign their position by presenting a written notice of resignation to the President.

b. Any member of the Board of Directors absent from three consecutive regularly scheduled meetings can be removed from the Board by a vote of the other Board members.

c. Any member can be removed from the Board by a vote of the other Board members if said member's actions or conduct is deemed to be not in the best interest of the Association.

d. Any vacancy created by resignation or removal of a member of the Board shall be filled by the process for that vacancy as specified elsewhere in the By-Laws.

ARTICLE 3 OFFICERS AND DUTIES

1. There shall be a President, First Vice President, Second Vice President, Secretary and Treasurer of the Association, selected from the Members of the Association. No person shall hold more than one office at a time, nor shall any two Officers be members of the same household at any given time.

2. The duties of the Officers are as follows:

a. President: The President shall preside over all Board of Directors meetings and will compile the Agenda. With the approval of the Board, the President will represent the Association in the signing and execution of any formal contracts. The President will be an ex officio member of all Committees.

b. First Vice President: The First Vice President shall assist the President in the performance of their duties and preside at all Board of Directors meetings in the absence of the President. The First Vice President shall become President in the event the office of the President becomes vacant.

c. Second Vice President: The Second Vice President shall assist all other Officers in the execution of their duties as needed. The Second Vice President shall become First Vice President in the event the office of the First Vice President becomes vacant. If the office of the Second Vice President becomes vacant, a special election to fill the vacancy will be conducted at the next regularly scheduled meeting of the Board.

d. Secretary: The Secretary shall keep an accurate record (a.k.a. the Minutes) of all meetings of the Association including attendance of all members of the Board, confirmation of a quorum, discussion of issues raised, motions made and votes taken. The Minutes shall be compiled and distributed to the other officers within two weeks of each meeting. Copies of the Minutes will be provided to each member of the Board prior to or present at the next regularly scheduled meeting, reviewed for accuracy, amended as necessary and accepted by a vote of the Board. These records shall be filed for a period of seven (7) years in accordance with the provisions elsewhere in these By-Laws, and be open for inspection by any Member of the Association. In the event the office of the Secretary becomes vacant, the duties will be assumed by the Second Vice President until a permanent replacement can be duly elected at the next regularly scheduled meeting of the Board.

e. Treasurer: The Treasurer shall be the custodian of all funds of the Association in accordance with Article 6 of these By-Laws, and shall command appropriate monthly compensation as determined by a vote of the Board. The Treasurer shall generate a Treasurer's Report at the end of each month, including a copy of the current bank statement, and provide it to each of the other Officers within one week. The Treasurer shall also maintain and publish a complete list of all contributions received (name, address and amount). Copies of the Treasurer's Report will be available to the members of the Board present at the next regularly scheduled meeting. The Treasurer will review the report at the meeting. If the Treasurer is absent from the meeting, the report shall be presented by the President, First Vice President or Second Vice President. The Treasurer's Report shall be reviewed and accepted by a vote of the Board. These reports and all supporting documentation shall be filed for a period of seven (7) years in accordance with the provisions elsewhere in these By-Laws, and be open for inspection by any Member of the Association. In the event the office of the Treasurer becomes vacant, the duties will be assumed by the First Vice President until a permanent replacement can be duly elected at the next regularly scheduled meeting of the Board.

ARTICLE 4 ELECTION OF OFFICERS AND TERM OF OFFICE

1. The election of Officers for the following calendar year shall be made at the regularly scheduled December meeting of the Board. The election shall be coordinated and conducted by two Election Coordinators who are Members of the Association and are not currently

Officers. These individuals shall be selected and approved by the Board at the regularly scheduled November meeting, to allow for appropriate preparation.

2. Officers shall be elected individually by ballot. The order of election shall be the same as the order of Officers listed in Article 3.
3. For each Officer election, nominations will be made from the floor immediately prior to that Officer election. A nominated individual must be a Member of the Association as defined in Article 1, but need not be a current member of the Board of Directors. Individuals so nominated must affirm their willingness to serve or decline the nomination. Individuals may nominate themselves.
4. When all nominees for that office have been identified, ballots for that office will be filled out by the voting members of the Board, collected and counted by both Election Coordinators. The winner will be announced and the election process will proceed to the next Office until all positions are filled.
5. In the event of a tie vote, the vote for that office will be repeated only between those individuals who received the equal number of votes.
6. All ballots shall be kept by the Secretary for one year in accordance with the provisions elsewhere in these By-Laws, and may be inspected by any member of the Board in the presence of the Secretary.
7. The elected Officers shall serve for one calendar year, from January 1st to December 31st inclusive.
8. All Officers may serve for an indefinite period of time, subject to the process of annual election.

ARTICLE 5 MEETINGS, QUORUM AND VOTING

1. The regular meeting of the Board of Directors shall be held once each month from September through June, on the second Thursday of the month, at 8:00 pm at the Clubhouse at 134 Ohio Road. Notice of the meeting shall be made at least two days in advance, via signage, Clubhouse marquee, newsletter or other means. These regular meetings are open to all residents of Florida Gardens.
2. The regular meeting may be rescheduled or cancelled at the discretion of the President due to severe weather, unavailability of the Clubhouse or other cause. Because of its impact on the annual election of Officers, a postponement of the regular meeting in December must be rescheduled and held before December 31st.

3. A Special Meeting of the Board of Directors may be called at any time by the President or by any three (3) members of the Board, provided such call gives at least forty-eight (48) hours notice to all members of the Board and specifies the nature of business to be presented at such a meeting.
4. In all meetings, Roberts Rules of Order shall govern the proceedings except as specifically outlined in these By-Laws.
5. Actions requiring a vote by the members of the Board are subject to Quorum requirements. A Quorum shall be required to conduct any vote at any meeting of the Board. A Quorum shall consist of 15 or more members of the Board.
6. All members of the Board shall have one equal vote. All motions shall require a simple majority to pass, except as otherwise noted in these By-Laws.
7. Members of the Board or their designated alternates as outlined in Article 2 must be present to vote. No votes by written Proxy will be accepted or recognized.
8. Actions requiring a vote of the Board shall be initiated by a Motion from a member of the Board and seconded by another Board member. The vote may be by a show of hands if the motion is clearly carried or rejected. Otherwise, a roll-call vote will be conducted by the Secretary. A member of the Board may make a Motion for a roll-call vote at any time.
9. With the exception of the election of Officers, in the event of a tie vote the vote of the President shall prevail.

AMENDED ARTICLE 6
COLLECTION AND DISBURSEMENT OF ASSOCIATION FUNDS

1. All contributions, Clubhouse revenues for deposit, any other income, all invoices or other bills for payment and the return of Clubhouse security deposits shall be directed to the Treasurer for processing. All contracts or agreements for payment must be with the Florida Gardens Civic Association, Inc. The mailing address of the Association shall be the mailing address of the Clubhouse [134 Ohio Road, Lake Worth, FL, 33467-4833]. The mailbox shall be a secure locking mailbox/drop-box accessible by the Treasurer and the President and should be checked at least twice per week.
2. All funds received by the Association (from contributions, Clubhouse rental revenue, or any other source) shall be duly recorded and deposited into a checking account established in the name of Florida Gardens Civic Association, Inc. All funds shall be deposited within ten (10) business days of receipt. There shall be a minimum of 2 and maximum of 4 designated signatories on the bank account: 1) Treasurer & 2) up to three other Officers or Directors-at-Large as nominated and duly elected by a majority vote of a quorum of the Board of

Directors. In addition to the Treasurer, at least one other signor shall have direct access to online banking and will be responsible for reviewing the bank activity on a monthly basis.

3. Disbursements of Association funds shall be by either (1) a check drawn on the Association account, (2) a direct electronic funds transfer, or (3) special purchases made via a secured debit card. All disbursements shall require appropriate and sufficient documentation which clearly states the nature of the disbursement. The Treasurer shall determine if the documentation is adequate before releasing funds, subject to the additional requirements listed below. Clubhouse security deposit refunds shall be specified on the paperwork provided to the Treasurer by the Clubhouse Manager. All invoices and other appropriate paperwork related to the disbursement of Association funds shall be maintained by the Treasurer and become official records of the Florida Gardens Civic Association. These records shall be maintained by the Association for a minimum period of seven (7) years in accordance with the provisions of Article 12 of these By-Laws.

4. Procurement of goods or services on behalf of the Association may only be made by Officers, designated Directors-At-Large and the Clubhouse Manger in accordance with Paragraph 5 below. Other Board members and Association members are not authorized to commit funds on behalf of the Association.

5. Disbursements of Association funds shall be made only after proper approval (if required as specified below) has been provided in writing to the Treasurer. Payments for recurring transactions (such as lawn care and pest control services, taxes, utilities, manager fees, and bookkeeper fees) shall not require approval. In addition, Clubhouse security deposit refunds shall not require approval (refer to Paragraph 3 above). Approvals for all other disbursements shall be obtained in writing in accordance with the following:

- Amounts less than \$500: Approval of any Officer excluding the Treasurer and the purchaser.
- Amounts from \$500 - \$1000: Approval from the President or either Vice President (other than the purchaser)
- Amounts over \$1000: Approval from the majority of the Officers excluding the Treasurer
- Capital Expenditures over \$1000: Approval from a majority vote of a quorum of the Board of Directors

A debit card holder is also prohibited from initiating a purchase using the debit card. Further, the Treasurer is not authorized to approve invoices or make unapproved purchases of any amount. In the event where the Treasurer requires goods or services as part of their role, the Treasurer must obtain approval in advance of such purchase in accordance with the authorization thresholds outlined above. It is the responsibility of the Treasurer to ensure that the Association has sufficient funds available in advance of all disbursements.

ARTICLE 7
COMMITTEES

1. The Board of Directors shall determine all standing and special Committees.
2. The President, with the approval of the Board of Directors, shall appoint the Chairperson of each Committee. The Chairperson may be any Member of the Association.
3. The Committee Chairperson shall select the members of their Committee. Committee Members need not be Members of the Association.
4. The Committee Chairperson may schedule Committee meetings and assign duties to the Committee Members at the Chairperson's discretion.
5. As an ex officio member of all Committees, the President may appoint a representative to attend Committee meetings in place of the President.

ARTICLE 8
CLUBHOUSE

1. The Clubhouse and grounds are for use by the Florida Gardens Civic Association, Inc. subject to the requirements and restrictions outlined in the Quit Claim Deed as executed on May 5, 1970 by the Florida Gardens Land and Development Company and recorded in the official records of Palm Beach County, Book 1832, pages 666 to 668.
2. The affairs of the Clubhouse shall be the responsibility of the Clubhouse Manager. The Clubhouse Manager shall be a Member of the Association, nominated by the President and approved by the Board of Directors. The Clubhouse Manager will report to the President.
3. The Clubhouse Manager shall be a contracted position, with compensation determined by a vote of the Board. The duties and responsibilities of the Clubhouse Manager, along with the aforementioned compensation, shall be specified in an annual contract between the Clubhouse Manager and the President representing the Florida Gardens Civic Association. The contract shall be approved by the Board. The contract can be amended at any time subject to the approval of all parties. The contract can be terminated at the discretion of the Board.
4. The Clubhouse may be contracted for use by Members of the Association or by sponsored groups who have received prior approval from the Board of Directors. The Clubhouse may also be rented to outside individuals or groups. All Clubhouse use is subject to rental fees, deposits and other requirements specified in the rental contract, executed by the renter and the Clubhouse Manager. Rental fees, deposits and other use restrictions shall be determined by a vote of the Board of Directors.

ARTICLE 9
COMMUNICATION

1. All official correspondence (lettered mail) related to the affairs of the Association shall be mailed to the Association's mailing address specified in Article 6, Paragraph 1. All such correspondence shall be retained per Article 11. Additionally, any correspondence directly relating to the affairs of the Association, sent or received by any Officer via any communication channel, may be retained as part of the official Association record at the discretion of either party. The Secretary shall appropriately file such designated correspondence in accordance with Article 11.

2. Association Website – The Association shall maintain a website - www.floridagardens.net – to be used for the dissemination of information related to Association activities. The President shall nominate a website manager who must be approved by the Board and which may be a compensated contractor and not necessarily a member of the Association. The general content of the website shall be determined by a majority vote of the Officers, but must include at a minimum a list of all Board members with their contact information, all contributions received (year-to-date and previous year), meeting minutes, Treasurer's reports, Clubhouse rental information and newsletters. All items for publication on the website shall be proofread by at least two Officers before being submitted.

3. Newsletter – The Association shall publish, either electronically via the Association website or in print form, a newsletter to keep Members informed of current Association events and provide a means for the solicitation of contributions. The frequency of the distribution of the Newsletter shall be determined by a vote of the Board. The appearance and content of the Newsletter shall be the responsibility of the Newsletter Committee, a standing committee established in accordance with Article 7 of these By-Laws. All newsletter content shall be reviewed by at least two Officers before publication. The Association, on a majority vote of the Officers, reserves the right to deny the publication of any content deemed offensive or not in the best interest of the Association. If generated in print form, the funding for the printing of the Newsletter shall be from the sale of newsletter advertising and may be supplemented from the Association's general revenue fund. If printed, sufficient copies of the Newsletter should be made available to the Street Representatives at least one week before the end of the month in which a Newsletter is published. Similarly, each Street Representative should have the Newsletters distributed to the residents (one per household) within five (5) days of receipt.

ARTICLE 10
WELFARE AND PROTECTION

1. It is the obligation of the Association to attempt to make reasonable provisions for the adequate safety, welfare and security of the residents of Florida Gardens, where such provisions do not infringe on the rights of any Member.

2. The Association shall have adequate Liability Insurance to protect the assets of the Association from any incident arising on the grounds of the Clubhouse. Furthermore, the Association shall have a Directors and Officers Liability policy. Additional insurance protection (e.g. property insurance for the Clubhouse) shall be at the discretion of the Board.

ARTICLE 11 PROPERTY

The Association shall be empowered to purchase, hold or dispose of real property and assets which shall be deemed necessary to carry on the purpose of the Association as set forth in the Articles of Incorporation and approved by the Board of Directors.

ARTICLE 12 RECORDS RETENTION AND SECURITY

1. All Association records, books, committee reports, minutes, correspondence and other documentation related to the operation and assets of the Association are the sole property of said Association and shall be secured in a location so designated by the Board of Directors. All Association records shall be retained for a time period in accordance with any laws, regulations and generally accepted practices, but not less than three (3) years. Records shall be available for review by any member of the Board with prior notice and in the presence of an Officer of the Association.

2. Only documents necessary for the daily operation of the Association may be kept in the possession of the Officer whose duties require the possession of said documents.

ARTICLE 13 REVISION OF THE BY-LAWS AND DOCUMENT CERTIFICATION

1. The By-Laws shall be reviewed by By-Laws Review Committee a minimum of every five (5) years. The By-Laws Review Committee shall operate under the provisions outlined in Article 7.

2. These By-Laws may be revised or amended at a regular or special meeting of the Board of Directors under the following conditions:

a. Any proposed revision or amendment must be presented in writing to the full Board of Directors not less than thirty (30) days in advance of the meeting at which such proposed revision or amendment is to be voted upon.

b. It shall require an 80% affirmative vote at that meeting for the proposed revision or amendment to be accepted.

3. The approved By-Laws document shall be signed by all of the Officers of the Association following an affirmative vote of the Board of Directors. The signed document shall be reproduced and provided to each member of the Board. The original signed document shall be secured by the Secretary in accordance with Article 11. A copy of the By-Laws shall be provided to any Member of the Association on request.

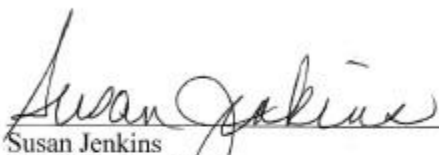
AMENDMENT #1 –

Article 6 was replaced in its entirety.

4. We, the current Officers of the Florida Gardens Civic Association, Inc. hereby certify this document as the current amended By-Laws as adopted by an affirmative vote of the Board of Directors on April 29, 2022.



Mike Misko
President



Susan Jenkins
First Vice President



Brian Katz
Second Vice President



Kimberly Sefio
Secretary



Justin Gwin
Treasurer