

The President's Council of Hutchinson Island, Inc.
By-Laws Index

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**BYLAWS OF
PRESIDENT'S COUNCIL OF HUTCHINSON ISLAND, INC.**

**ARTICLE 1
IDENTITY**

These are the Bylaws of President's Council of Hutchinson Island, Inc., a Florida not-for-profit corporation formed for the following purposes; maintaining the charitable and humanitarian principles on which the South Hutchinson Island community and its surrounding area were established; improving the services available to the community of South Hutchinson Island and its surrounding area; enhancing the lifestyles of the community of South Hutchinson Island and the surrounding area; preserving the democratic tenets and doctrines of liberty and justice which are so prevalent in the South Hutchinson Island community and its surrounding area; assisting in the beautification and ornamentation of South Hutchinson Island community and its surrounding area; embracing the wholesome quality of life to which the citizenry of South Hutchinson Island and its surrounding area have grown accustomed; and such other purposes that the Board of Directors shall, from time to time deem appropriate and in keeping with the general purposes of this organization to advance the common good of all residents and property owners of South Hutchinson Island, located in St. Lucie County, Florida.

1.1 Name. The name of the Council is President's Council of Hutchinson Island, Inc. (Hereinafter sometimes referred to as the "Council").

1.2 Principal Office. The principal office of the Council in the State of Florida shall be located c/o Jane L. Cornett, Esq., 401 SE Osceola Street, Stuart, FL 34994. The Council may have such other offices, either within or outside St. Lucie County, Florida, as the Board of Directors may determine or as the affairs of the Council may require.

1.3 Seal. The corporate seal of the Council shall be adopted and may be changed by the Board of Directors and shall bear the name or abbreviated name of the Council, the word "Florida," and the year of establishment and shall identify the Council as a not-for-profit corporation. A common seal may be used in lieu of a raised corporate seal and in no event shall a seal be required to validate corporate actions unless specifically required by law.

ARTICLE 2 MEMBERSHIP AND VOTING RIGHTS.

2.1 Membership. Membership in the Council shall be limited to an individual, group or corporation dedicated to the carrying out of the purposes for which this Council was founded and paying such reasonable fee as shall be determined from time to time by the Board of Directors.

2.2 Voting. On all matters upon which the Group or Corporate Members will be entitled to vote each, Group or Corporate Member shall have one (1) vote. Individual Members will not be entitled to a vote.

2.3 Quorum. A quorum for all meetings of the Members shall be thirty percent (30%) of all Group and Corporate Members of the Council as reflected at the time of the meeting.

2.4 Voting. Votes may be cast in person, by written agreement, by electronic transmission or by proxy. All proxies shall be in writing, signed by the person entitled to vote and shall be filed with the secretary of the Council prior to the meeting at which the proxy is to be used.

Proxies shall be valid for no more than ninety (90) day from the date of the meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the Member.

2.5 Designation of Voting Member. If the Member is a Condominium, Home Owner Corporation, or Group, the Member shall notify the Secretary of the Council in writing of the person entitled to vote on behalf of the Corporation or Group. Any change in designation shall be in writing. In the absence of a written designation, by a Condominium or Home Owner Corporation the President of the Membership Association shall be presumed to be the Voting Member.

ARTICLE 3 MEMBERSHIP MEETINGS.

3.1 Place. All meetings of the Members shall be held in St. Lucie County, Florida at such time and place as designated by the Board and stated in the Notice of Meeting.

3.2 Notice. It shall be the duty of the Secretary to send by regular mail, hand delivery or electronic transmission a notice of each annual or special meeting to each Member. Notice shall be sent at least ten (10) days but not more than sixty (60) days in advance of such meeting.

3.3 Annual Meeting. The annual meeting of the Members for the purpose of electing directors and transacting any other authorized business shall be held during the month of April of each year at such time and date as selected by the Board of Directors.

At the annual meeting the Members shall elect the Board by plurality vote (cumulative voting is prohibited) and shall transact such other business as may be properly brought before the meeting.

3.4 Special Meetings. Special meetings of the Members for any purpose unless otherwise prescribed by law shall be called by the President and Secretary at the request in writing of a majority of the Directors or a request in writing by Members representing one-fourth (1/4) of the total votes of the Council. Such request shall state the

purpose of the proposed meeting. Business transacted in a special meeting shall be confined to the subjects stated in the Notice of Meeting.

3.5 An Adjourned Meeting. If any meeting of Members cannot be organized because a quorum is not present, either in person or by proxy, the meeting shall be adjourned from time to time until a quorum is present. If any agenda item at a meeting of the Members cannot be approved because approval of more than a quorum of the Members is required but such required percentage is not present or is not achieved, the meeting may be adjourned from time to time until the requisite vote is achieved or an electronic approval can be obtained to be read into the minutes of the next meeting wherein a quorum of Council Members is present.

3.6 Order of Business. The order of business at an annual Members' meeting and special meetings shall be as determined by the Board of Directors.

ARTICLE 4 DIRECTORS

4.1 Membership. The affairs of the Council shall be managed by a Board of Directors of not less than five (5) not more than seven (7). The Directors shall determine the number. Any change in the number of Directors shall be decided prior to the annual meeting at which the change will be effective. Directors must be Members.

4.2 Election of Directors. Election of Directors shall be conducted at the annual meeting under such procedures as shall be determined appropriate by the Board of Directors.

4.3 Organizational Meeting. The organizational meeting of a newly elected Board shall be held within ten (10) days of election at such place and time as shall be determined by the Directors.

4.4 Term. The Director's term shall be two (2) years, it being intended that terms shall be staggered.

4.5 Recall. Any member of the Board may be recalled and removed from office with or without cause by the vote or agreement in writing of a majority of all Members.

4.6 Regular Meetings. Regular meetings of the Board may be held at such place and time as shall be determined by a majority of the Directors. Notice of regular meetings shall be given to each Director, personally, by mail, telephone, facsimile or electronic mail at least forty-eight (48) hours prior to the time and date of the meeting.

4.7 Special Meetings. Special meetings of the Directors may be called by the President or, in his absence, by the Vice President, and must be called by the President or Secretary at the written request of three (3) Directors.

4.8 Quorum, and Voting. A quorum at a Directors meeting shall consist of a majority of the entire Board. The acts approved by a majority of Directors present at a meeting at which a quorum is present shall constitute the acts of the Board.

ARTICLE 5 OFFICERS.

5.1 Executive Officers. The executive Officers of the Council shall be the President, Vice Presidents, Secretary and Treasurer, all of whom shall be Members of the Board and shall be elected by and serve at the pleasure of the Board. Any two (2) of said offices may be united in one person, except that the President shall not also be the Secretary of the Council.

5.2 Appointive Officers. The Board may appoint such other officers from among the Members as they may deem necessary, who

shall hold office at the pleasure of the Board and have such authority and perform such duties as from time to time may be prescribed by said Board.

5.3 Election. The Board, at its first meeting after each annual meeting of general Members, shall elect all officers.

5.4 Term. The officers of the Council shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the whole Board.

5.5 The President. The President shall be the chief executive officer of the Council. The President shall preside at all meetings of Members and of the Board, shall exercise the executive powers of the Council and have general supervision over its affairs and other officers, and shall perform all the duties incident to the office and such other duties as may be delegated to the President from time to time by the Board

5.6 Vice President. The Vice President shall perform all of the duties of the President in the absence of the President, and such other duties as may be required by the Board.

5.7 Secretary. The Secretary shall issue notices of all Board meetings and all meetings of Members, shall attend and keep the minutes of same, and shall have charge of all of the books of the Council as well as its records and papers, except those kept by the Treasurer.

5.8 Treasurer. The Treasurer shall have custody of all the Council's funds and securities, shall keep full and accurate accounts of the Council's receipts, and disbursements, and shall deposit all monies and other valuable effects in the name of, and to the credit of, the Council in such depositories as may be designated by the Board.

ARTICLE 6 POWERS AND DUTIES

The Board shall exercise all powers and duties of the Council except where a vote of the Members is specifically required. The Board shall have all the powers of a corporation not for profit under Florida Statute 617.

ARTICLE 7 FINANCES

7.1 Depositories. The funds of the Council shall be deposited in such banks and depositories as may be determined and approved by appropriate resolutions of the Board. Funds shall be withdrawn only upon checks and demands for money signed by such officer(s) as may be designated by the Board.

7.2 Fiscal Year. The fiscal year of the Council shall begin on the first day of January of each year, provided, however, that the Board, whenever it deems it advisable is expressly authorized to change to a different fiscal year in accordance with the applicable provisions of the Internal Revenue Code.

7.3 Annual Dues. The Board of Directors shall fix and determine the annual dues of the Council to be payable in such amount and at such time as the Directors deem appropriate. Failure to pay annual dues will result in expulsion of a nonpaying member.

7.4 Annual Financial Statement. An annual financial statement shall be prepared reflecting the revenues and expenses of the Council. Such financial statement shall be prepared within ninety (90) days of the end of the fiscal year and shall be available to all Members.

ARTICLE 8 INDEMNIFICATION

Indemnity. To the extent permitted by law, the Council shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Council) by reason of the fact that he is or was a director, employee, officer or agent of, or a committee member appointed by, the Council, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in the best interest of the Council; and, with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful; 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 gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Council 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 indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, 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 he reasonably believed to be in, or not opposed to, the best interest of the Council; and with respect to any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful. The Council shall purchase insurance to provide for this indemnification.

ARTICLE 9
ADOPTION AMENDMENTS

These Bylaws, as provided in the Articles of Incorporation, shall be first adopted by the Board of Directors and may thereafter be amended or changed by a vote of a majority of Members present and voting, in person or by Proxy, at a duly called special meeting of the Council.

Approved this 4 day of April, 2012.

Signed, sealed and delivered President's Council of Hutchinson
Island, Inc.

WITNESSES:

Randy Simmons
Witness #1

By: Patricia Pacitti
Patricia Pacitti, President

RANDY SIMMONS
Witness #1 Printed Name

Virginia Hons
Witness #2 Signature

VIRGINIA HONS
Witness #2 Printed Name

By: Tom Gilson
Tom Gilson, Secretary

Witness #1

Witness #1 Printed Name

Witness #2 Signature

Witness #2 Printed Name

Corporate Seal

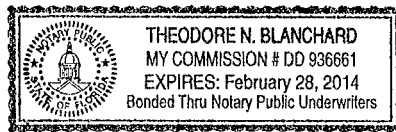
STATE OF FLORIDA

COUNTY OF St Lucie

The foregoing instrument was acknowledged before me on this 4 day of April, 2012 by Patricia Pacitti, as President of President's Council of Hutchinson Island, Inc. [] who is personally known to me, or [] who produced identification [Type of Identification: _____].

Theodore N Blanchard
Notary Public

Notary Seal



STATE OF FLORIDA

COUNTY OF St. Lucie

The foregoing instrument was acknowledged before me on this 4 day of April, 2012 by Tom Gilson, as Secretary of President's Council of Hutchinson Island, Inc. [] who is personally known to me, or [] who produced identification [Type of Identification: _____].

Theodore N Blanchard
Notary Public

Notary Seal

