

CARROLLWOOD CIVIC ASSOCIATION

BY-LAWS

ARTICLE I

The "Association" shall mean and refer to the Carrollwood Civic Association, a non-profit corporation, organized and existing under laws of the State of Florida.

ARTICLE II

The principal offices of the Association shall be located in the Carrollwood Subdivision, Hillsborough County, Florida.

ARTICLE III

Purpose and Powers: The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purpose for which it is formed is:

To promote the health, safety and welfare of the residents within the confines of the Carrollwood Subdivision, Hillsborough County, Florida, and such additions thereto as may hereafter be brought within the jurisdiction of this Association.

ARTICLE IV

Membership: Each individual over the age of 18 years, or married, residing within the limits of the unincorporated area known as Carrollwood Subdivision as set forth according to the public records of Hillsborough County, Florida, shall be a member of this Association. Each member shall have one vote in the business and elections of the organization, however, the maximum vote per household shall be two.

ARTICLE V

Board of Directors:

Section 1: The affairs of the Association shall be managed by a Board of thirteen (13) directors. The Board of Directors elected to serve in accordance with Article VI of these By-laws shall consist of four (4) directors duly elected by the Association membership for a term of one (1) year, and four (4) directors duly elected for a term of two (2) years, and four (4) directors duly elected for a term of three (3) years. After this initial election the membership shall elect annually four (4) board members to serve for a term of three (3) years and shall also elect any other directors to succeed those appointed by the Board in accordance with Section 2 of this Article. The thirteenth director shall be the immediate past president.

Section 2: Vacancies in the Board of Directors shall be filled by appointment and approval of the majority of remaining directors. The appointed director is to hold office until his successor is elected by the members, such election to be held in accordance with Article VI of these By-laws.

ARTICLE VI

Election of Directors: Nominating Committee; Election Committee

Section 1: Election of the Board of Directors shall be by written ballot as hereinafter provided. At such election, which will normally be held at the December meeting of the Association. However, due to changes to the By-Laws in 1991, the next election will be held at the February, 1992 meeting of the Board. The members may cast, in respect of each vacancy one (1) vote as provided under Article IV herein. The names receiving the largest number of votes shall be elected. Newly elected directors will serve a term beginning January 1, and terminating December 31.

Section 2: Nomination for election to the Board of Directors:

- (a) Shall be made by a nominating committee as defined in Section 3 below.
- (b) May be made by the members of this Association by filing a petition with the Board of Directors indicating their nominee(s), and stating the qualifications of said nominee(s). Such petition must be signed by at least 25 members of the Association, and must be delivered to the Board of Directors at least three (3) weeks prior to the date set for the annual elections.

Section 3: The nominating committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The nominating committee shall be appointed by the Board of Directors prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting and such appointments shall be announced at each such annual meeting.

Section 4: The nominating committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not fewer than the number of vacancies that are to be filled. Such nominations may be made from among members as the committee in its discretion shall determine. No more than one person per household shall be eligible for membership on the Board of Directors at any given time.

Section 5: All elections to the Board of Directors shall be made on written ballot which shall:

- (a) Set forth the time and place of the election.
- (b) Set forth the names of those nominated by the nominating committee for such vacancies; and
- (c) Set forth the names of those nominated pursuant to Section 2(b) above.
- (d) Such ballot shall be prepared and published in the Caroler by the Secretary in the month which immediately precedes the month of the election.

Section 6:

- (a) Ballots shall be cast on Election Day by the members at the Community Center, or a site within the Community selected by the Board of Directors; which site shall be noted on the ballot.
- (b) The election committee, which shall consist of the recording secretary and five (5) Association members appointed by the Board of Directors, shall be responsible for:
 - a. Conducting an orderly election procedure at the polls.
 - b. Certifying to the Board of Directors the ballots cast.
 - c. Certifying to the Board of Directors the results of the election.
 - d. Announcing the results to the membership by publication in the next issue of the Caroler.

ARTICLE VII

Powers and Duties of the Board of Directors:

Section 1: The Board of Directors shall have power;

- (a) To call special meetings of the members whenever it deems necessary and it shall call the meeting at any time upon written request of the ten percent (10%) of the voting membership.
- (b) To appoint and remove at pleasure, all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require them such security or fidelity bond as it may deem expedient. Nothing contained in the By-Laws shall be construed to prohibit the employment of any member, officer, or director of the Association, in any capacity whatsoever.
- (c) To exercise for the Association, all powers, duties and authority vested in or delegated to this Association, except those reserved to the members.
- (d) In the event that any that any member of the Board of Directors of this Association shall be absent from three (3) consecutive regular meetings of the

Board of Directors, the board may by action taken at the meeting during which said third absence occurs, declare the office of the said absent director to be vacant.

Section 2: It shall be the duty of the Board of Directors

- (a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when it is requested in writing by ten percent (10%) of the voting membership;
- (b) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

ARTICLE VIII

Directors' Meetings:

Section 1: A regular meeting of the Board of Directors shall be held on the first Monday of each month at 7:30 o'clock P.M., provided that the Board of Directors may, by resolution, change the day and hour of holding such regular meeting.

Section 2: Notice of such regular meeting is hereby dispensed with. If the day for the regular meeting shall fall upon a holiday, the meeting shall be held at the same hour of the first day following which is not a holiday, and no notice thereof need be given.

Section 3: Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two (2) directors after not less than three (3) days notice to each director.

Section 4: The transaction of any business at any meeting of the Board of Directors however called and noticed or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice, if a quorum is presented or if either before or after the meeting, each of the directors not present sign a written waiver of notice or consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 5: The majority of the Board of Directors shall constitute a quorum thereof.

ARTICLE IX

Officers:

Section 1: The officers shall be a president, a vice president, a recording secretary, and a treasurer.

Section 2: The officers shall be chosen by a majority vote of the directors from their own number, at the first regular monthly meeting following the election.

Section 3: All officers shall hold office for one year or at the pleasure of the Board of Directors.

Section 4: The president shall preside at the meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out, and sign all notes, leases, mortgages, deeds, and all other written instruments.

Section 5: The vice president shall perform all the duties of the president in his absence.

Section 6: The recording secretary shall be the secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose, and shall attend to all correspondence as instructed by the board. He shall record in a book kept for that purpose, the names of all members of the Association together with their addresses.

Section 7: The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association, and shall disburse such funds as directed by resolution of the Board of Directors, provided however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the board. The treasurer shall not sign all checks of the Association.

Section 8: The treasurer shall keep proper books of account of the Association. Upon receipt from the president of estimated annual income and expenditures, he shall prepare a proposed annual budget and an estimated beginning and ending balance sheet for approval and revision of the board.

ARTICLE X

Committees: The standing committees of the Association shall be:

- | | |
|---|---------------------------------|
| 1. Standards Enforcement | 2. Construction/Dock Permitting |
| 3. Crime Watch/Lake Carroll DOH Liaison | 4. Lake Committee |
| 5. Legal Assistance | 6. Special Events |
| 7. Newcomers Committee | 8. Social Committee |
| 9. Social Committee | |

Section 1: Unless otherwise provided herein, each committee shall consist of a chairman and two (2) or more members and shall include a member of the Board of Directors for board contact. The committee chairman shall be appointed by the Board of Directors as soon as possible after the annual meeting.

Section 2: The duties, responsibilities and obligations of the above captioned committee shall be those as described by the board.

ARTICLE XI

Membership Meetings:

Section 1: The regular annual meeting of the membership shall be held on the first Monday of the month of December in each year at a time to be designated by the Board of Directors. If the day for the annual meeting of the members shall fall upon a holiday, the meeting will be held on a day and time to be fixed by the Board of Directors.

Section 2: Special meetings of the members for any purpose may be called at any time by the president, vice president, the corresponding secretary or treasurer, or by any two (2) of more members of the Board of Directors, or upon written request of at least ten percent (10%) of the total membership for the transaction of business, except that the amendment of the Articles of Incorporation must be in compliance with Article XI thereof.

ARTICLE XII

Robert's Rules of Order shall govern the procedure of all meetings of this Association.

ARTICLE XIII

Amendments:

Section 1: By-Laws. The By-Laws of this corporation shall be made, altered or rescinded by a vote of two thirds of all board members present at any meeting of the Board of Directors at which a quorum is present, or by the unanimous written consent of all members of the Board of Directors. Provided, however, that any By-Law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the members entitled to vote thereon, or a new By-Law in lieu thereof may be adopted by vote of the members. No By-Law which has been altered, amended or adopted by such a vote of the members may be altered, amended or repealed by vote of the directors until two years have expired since such action by vote of such members. The By-Laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the conduct of the affairs and business of the corporation, providing the same are not inconsistent with the provisions of the Articles of Incorporation, or contrary to the Laws of this State or of the United States.

Section 2: In case of any conflict between Articles of Incorporation and these By-Laws, the Articles shall control.