

HERNANDO BEACH PROPERTY OWNERS ASSOCIATION, INC.

BYLAWS

ARTICLE I Name and Purpose

As set forth in the ARTICLES OF INCORPORATION filed with the Secretary of State, State of Florida, this organization situated in Hernando Beach, Hernando County, Florida is named the “Hernando Beach Property Owners Association, Inc.”, hereinafter called HBPOA. The purpose of this organization is to unite the property owners of Hernando Beach for Civic purposes that lead to improved quality of life.

ARTICLE II Membership

1. Membership in HBPOA is open to all owners of property in Gulf Coast Retreats, Unit 1 through 8 and Hernando Beach Units 2A through 14B. Members are defined in Article II, Item 3 below.
2. Any property owner shall be recognized as a member of HBPOA upon verification of ownership of property as defined in Article II, Item 3 and upon the payment of the annual dues.
3. “Members” shall be defined for the purposes of these bylaws as the property owner(s) listed on the property deed, as owner(s) of record on file with the Hernando County Property Appraisers office, as owners named on the purchase agreement if the deed has not yet been recorded, individuals named in trust agreements and the spouses or legal partners of such property owners whether or not listed on property deeds and records.
4. The fiscal year for membership is from January 1 through December 31.
5. The annual dues amount is established by the Board of Directors, (hereinafter called the Board), subject to a majority vote of the membership. Any person or family joining and paying dues during the months of November and/or December shall be considered as paid up for the upcoming dues year, enjoying all membership rights and privileges.
6. The annual dues are due and payable to the HBPOA on the first day of January each year. Prior year members who have not paid current year dues by February 28th, shall be removed from membership standing and roster.

ARTICLE III

Officers

The officers of HBPOA are President, Vice President, Secretary, and Treasurer.

1. Only voting members as defined in Article IV, Item 5 can hold office.
2. No member shall hold more than one office at a time.
3. Neither the President nor Vice President shall serve more than two consecutive terms in the same office.
4. No person representing HBPOA as an Officer or Committee Member shall have a felony record of conviction.

These officers shall perform the following duties:

President

1. The President shall preside at all meetings of the membership and of the Board and shall ensure that the Rules of Order are applied without favoritism, that all important matters receive adequate discussion and that all decisions reached at meetings reflect the majority of the voting members present and voting. The President is responsible for directing, leading and guiding the membership in upholding the Articles of Incorporation and the Bylaws.
2. The President may cast a vote in the event of a tie but may not make a motion. The President shall be ex-officio a member of all committees except the Nominating and Auditing Committees.

Vice President

1. The Vice President shall assume all of the duties and responsibilities of the Presidency in the absence, incapacity, or death of the President.
2. The Vice President shall schedule speakers on subjects of interest to members and arrange for programs that will encourage attendance at meetings.
3. The Vice President shall serve as Chairman of the Program Committee and may call upon the assistance of members to assist in that function.

Secretary

1. The Secretary shall serve as the presiding officer in the absence of both the President and the Vice President.
2. The secretary shall:
 - a. Record the minutes of all meetings of HBPOA either in writing or by use of a tape recorder and preserve them for the archives.
 - b. Record attendance at all meetings.
 - c. Serve as historian of HBPOA.

Treasurer

- 1) The Treasurer shall:
 - a. Verify property ownership for all new membership applications,
 - b. Maintain the official roster of the membership and publish as directed by the Board
 - c. Receive all dues, donations and contributions of funds to the HBPOA.
 - d. Maintain financial records of all transactions including receipts, deposits and disbursements in accordance with accepted accounting principles and practices.
 - e. Prepare a monthly treasury report to the membership and any summary reports as requested by the Board.

ARTICLE IV **Nominations, Elections and Voting**

- 1) At the regular meeting in September of each year, a Nominating Committee of three members shall be elected from the floor. Officers and Directors in office at the time of this election shall not be eligible to serve on this committee. It shall be the duty of this committee to (1) select a chair and (2) nominate one candidate for each of the offices to be filled at the annual election to be held at the November meeting. The Nominating Committee shall make its report at the October meeting following which, the presiding officer will call for nominations from the floor. Nominations from the floor will also be requested at the November meeting. Nominations from the floor shall be accompanied by verification of the nominee's acceptance which can be verbal if the nominee is present or in writing if the nominee is absent. Lack of verification will result in rejection of the nomination. Election of Officers and Directors for the upcoming year will be held at the November meeting.
- 2) In the event that one or more members are nominated from the floor, the President shall appoint an Election Committee of three members, one of whom shall be designated as Chairman, to conduct the election, which shall be by secret ballot. This committee shall count the votes and give the result to the Secretary who will record the result and give it to the President who will announce the result to the membership without disclosing the ballot counts.
- 3) The officers elected at the November meeting shall be installed at the following January meeting to serve for a term of one year or until their successors are elected and installed.
- 4) Voting by proxy shall not be permitted.
- 5) Voting members are those members who have paid their current annual dues and who have been members for a minimum of sixty (60) days.
- 6) Voting members of HBPOA may only have one vote regardless of the number of properties he/she/they may own.

ARTICLE V
Board of Directors

- 1) The Board shall have all powers provided by the HBPOA Articles of Incorporation, these Bylaws, and the Florida Not for Profit Corporation Act, as are reasonable and necessary for the performance of the Board's duties and the purposes of the HBPOA that lead to an improved quality of life.
- 2) This board shall consist of nine (9) members, the elected officers, four (4) elected directors and the immediate Past President.
- 3) A Director shall serve a two year term with a Director elected each year or until his/her successor is elected and installed. The exception is the immediate past president who will serve only one-year term unless the President is re-elected.
- 4) The President shall be Chairman of the Board of Directors.
- 5) The Board shall have general supervision over the affairs of HBPOA between business meetings, fix the hour, date and place of the meetings, fix the amount of annual dues subject to membership approval and make recommendations to the HBPOA as to its objectives and activities. None of its acts shall conflict with actions taken by the full membership.
- 6) Regular meetings of the Board shall be held monthly at a time and place agreeable to the Chairman and the Board. Special meetings of the Board may be called by the Chairman at a time and place agreeable to the Board. Meetings shall not be held in July or August other than special meetings called by the Chairman.
- 7) Five (5) members shall constitute a quorum for board meetings.
- 8) In the event of a director/officer vacancy, the Board shall have the power to appoint a replacement to serve until the next election and installation of officers—after notifying the membership of the vacancy so anyone interested may volunteer their services.
- 9) Any officer or director may be removed for cause by a two-thirds vote of the membership present at any regular meeting provided that said officer has been advised in writing of the proposed action at least thirty (30) days prior to the date of meeting.
- 10) A director's seat on the Board shall be declared vacant if absent from three (3) consecutive board meetings without just cause.

ARTICLE VI
Meetings

- 1) The regular meetings of HBPOA shall be held on the first Thursday of each month unless otherwise directed by the Board. Meetings during July and August shall be at the discretion of the Board or by a majority vote of the membership present and voting.
- 2) The regular meeting in November shall be for the purpose of electing officers, receiving reports and transacting such other business as may be properly brought before the membership.
- 3) Special meetings shall be called by the President at the written request of a majority of the Board or at the written request of ten or more members of HBPOA. The reason shall be stated in writing and, except in the case of an emergency, at least seven (7) days' notice shall be given to the membership.
- 4) Meetings may be attended by HBPOA members, their guests, and potential members (Hernando Beach Property Owners).
- 5) A quorum shall consist of those members in attendance who are eligible to vote per Article IV Item 5.

ARTICLE VII

Committees

There shall be the following standing committees, the Chairman of which shall be selected by the committee with the exception noted below. Each Chairman will advise the Board and President of the members of his/her committee in a timely manner. Additional Ad Hoc committees may be formed as deemed necessary by the Board to accomplish the business of the HBPOA.

Goals of each Committee are outlined below and may be adjusted based on the economic or operational feasibility of the tasks sought:

- 1) Hospitality Committee.
 - To welcome new property owners to Hernando Beach and first time visitors to meetings and introduce them to others.
 - To serve as a “Sunshine” Committee to inform the membership of other member’s poor health.
 - To coordinate the annual Christmas/Holiday party or other social events as requested by the Board.

- 2) Governmental Affairs Committee.
 - To keep abreast of County, State or Federal activities which may affect the membership interests or the Hernando Beach Community.
 - To advise the President, the Board and the membership on actions that they recommend be taken to influence these governmental entities to best represent the interests of Hernando Beach property owners and community.

- 3) Finance Committee.
 - Three members selected from membership to be responsible for conducting an annual audit of the financial records
 - To address other financial matters at the request of the Board.

- 4) Landscape Committee.
 - To maintain the entranceway gardens at Commercial Way and Osawaw Boulevard and the Triangle at Shoal Line.
 - To make recommendations and coordinate fund raising projects to benefit the landscape costs.

- 5) Marketing (Beachcomber) Committee.
 - To manage the operations and publication of the Beachcomber issues for the HBPOA. The committee manager will be compensated based on any profits arising annually from the publication based on an agreed formula with the Board. In the absence of a formal vote, the formula will remain the same annually until such time as the Board votes to change the arrangement and notifies the committee manager. The formula for any current year may not be changed after March 31 of that year.

ARTICLE VIII
Finances

- 1) All funds of HBPOA shall be kept in a checking account in a local bank designated by the Board
- 2) Any checks drawn on this account shall be signed by the Treasurer or Designated Officer
- 3) Expenditures of \$200 and under require approval of the Board. Expenditures exceeding \$200 require majority vote approval of the membership (except monthly mailing costs for the Beachcomber newsletter)
- 4) All expenditures shall be supported by a receipt or voucher.
- 5) The treasurer's books, records and bank statements shall be audited by the Finance Committee and reported at the February meeting.

ARTICLE IX
Amendment Revisions and Enactments of Bylaws

- 1) Any member may propose changes to the bylaws by putting the proposed request in writing and submitting it to the bylaws committee.
- 2) The bylaws may be revised in their entirety at any regular meeting of the HBPOA by a two-thirds vote of the members present and voting, provided that the revisions have been submitted in writing at two previous regular meetings by a bylaws committee consisting of a minimum of three (3) members chosen by the general membership. The bylaws, when approved by a majority vote of HBPOA, shall take effect immediately and shall supersede all previous bylaws on file.

ARTICLE X
Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern all actions of HBPOA in all cases in which they are applicable and in which they are not inconsistent with the bylaws and Florida state statutes. The President shall appoint a Parliamentarian from among the membership to assist in the interpretation of Robert's Rules of Order.

Approved by the membership as amended on February 2 2006 and in accordance with Article IX of the By-Laws.
Approved by the membership as amended on June 1, 2006 and in accordance with Article IX of the By-Laws
Approved by the membership as amended on May 3, 2007 and in accordance with Article IX of the By-Laws.
Approved by the membership as amended on June 7, 2007 and in accordance with Article IX of the By-Laws.
Approved by the membership as amended on xxxxx xx, 2016 and in accordance with Article IX of the By-Laws