

BY-LAWS
FOR
THE LAUDERDALE ISLES CIVIC IMPROVEMENT ASSOCIATION

Revised 26 July 2009

Article I - INTRODUCTION

These Bylaws constitute the rules adopted by the LAUDERDALE ISLES CIVIC IMPORVEMENT ASSOCIATION INC. of Ft. Lauderdale, (hereinafter referred to as "LICIA") for the regulation of its affairs.

- (A). LICIA has no regular seal at this time, however this does not preclude the addition of a seal at a later date by referendum.
- (B). LICIA will have the purpose or power as may be stated in its Articles of Incorporation and such powers as are now and may be granted hereafter by law.

Article II – PURPOSE

- (A). To promote an active civic spirit within the community.
- (B). To protect the property interests of the owner/residents of the area of Lauderdale Isles No.2 including SW 34th Avenue (also known as Duck Key) with boundaries bordering State Rd. 441 on the West, Riverland Road on the North, residences on either side of Andros Lane to the East and the New River on the South.
- (C). To safeguard, maintain and retain the character of the neighborhood.
- (D). To guard against deterioration with unsightly and objectionable features that would tend to depreciate property values.
- (E). To be aware of and involved in any political issues that will effect the community and may jeopardize the Lauderdale Isles way of life.
- (F). To represent the Community in a united front on all matters of interest to the community and membership.

Article III – OFFICERS AND AGENCY

The principle place of business and mailing address of LICIA shall be Post Office Box, 121255, Ft. Lauderdale, FL, 33312. In addition, LICIA may maintain such other offices, in or about Broward County, State of Florida, as its business may require.

Designation and Location of Registered Agent

LICIA's registered agent is Mr. Keith Lindgren, of 2549 Tortugas Lane, Ft. Lauderdale, FL, 33312. The Board of Directors may change its registered agent and or the address thereof by motion or resolution and by filing the appropriate statement with the Florida Department of State.

Article IV – MEMBERSHIP - DUES

The membership of LICIA shall consist of any adult person owning and or permanently residing upon the real property described within the boundaries designated in Article II, Section (B), in good standing, who has paid dues as required in Section A, Subsection 1 of this Article.

- (A). Dues are a one time (yearly) payment of \$20.00 U.S.C. (this may be accepted at any point during the fiscal year, to be applied to that year) by any adult person owning or permanently residing in Lauderdale Isles as defined in Article II, Section (B). This yearly payment will include the family of the residence remitting the Dues; however will only allow two votes per household for elections and pending issues. In the case of a rental family upon making the \$20.00 dues payment that family will be allowed the two vote option. Where an absentee owner; should that owner like to become a member of the Association it will be allowed with the payment of the \$20.00 annual dues.
 - (1). There shall be no refund for any reason.
- (B). Duties of members in good standing. It will be the responsibility of members in good standing to participate in the quarterly meetings and bring topics of interest to the board to act in a manner becoming a resident of the Isles and participate in the election process.
- (C). The number of Directors will be based on the number of lanes and the Executive Committee members. This would be a total of 13 members from each lane and the 4 executive members for a total of 17 Board Members. In addition Associate Board Members may be selected by the Board of Directors with a limit not to exceed more that two (2) per lane.
- (D). Eligibility/Director– A Director is a person who is eighteen years or older, a resident of the Isles, the state of Florida and who chooses to volunteer his/her time to serve on the Board of Directors or the Associate Board of The LICIA.
- (E). Eligibility/Associate Director – An Associate Director is any person who is eighteen years or older, a resident of the Isles and is interested in the betterment of the LICIA may apply for the position of Associate Director, (Limited to 2 per Lane) subject to the following:
 - (1). Associate Directors are encouraged to participate in the LICIA meeting and programs to the fullest extent of their time and abilities, however, Associate Directors will not be required to attend the monthly meetings, although it is encouraged.
 - (2). Associate Directors shall serve in an advisory capacity to the Board of directors and will not be allowed a vote on Board matters unless the Board member for their Lane is not present, then they may stand in for that absent Board member. Associate Directors may, however, participate in Board meetings and standing committees as permitted by these By-laws and otherwise as authorized by the Board.
 - (3). Any Board Director who decides to step down from the board may apply for a position as an Associate Director.
- (D). Removal/Resignation of Directors and Associate Directors
 - (1). Any Director or Associate Director may be removed, with or without cause, by a two-third (2/3) vote of the Board of Directors at any regular meeting or special meeting called by the Board.
 - (2). The affected individual/s must receive 24 hours notice by fax, or electronic mail or otherwise reasonable means before the meeting

- (3). A Director or an Associate Director may resign at any time providing written notice is provided to the President or the Board of directors. A resignation is effective at the time of the delivery unless there is a specified date of time. If there is a delayed date of effectiveness the Board may fill the position prior to the effective date as specified in the resignation provided the new Director does not take office until the effective date.

Article V – NOMINATIONS AND ELECTIONS

- (A). A nominating Committee of two members in good standing who are not officers of the board shall be appointed to the Executive Board one month prior to any General Election. That Committee will submit, to the Board all names for any Board Position.
NOTE: a nomination may be received and considered as entered from the floor during any General Meeting where an election occurs.
- (1). Presentation of the Slate – The nominations Committee shall:
- a. Compile and review all written nominations and ensure that each candidate desires to run.
 - b. Prepare a slate of candidates seeking election as an officer, containing the name of each candidate and the office he/she is seeking.
 - c. Ensure the slate of candidates is presented to the Directors at least thirty days (30) prior to the election meeting or at any other meeting that an election will be held, unless such requirement is especially waived by the Board at any duly regular or special meeting.
- (2). Elections – Elections of the Officers shall take place every November at the General Meeting for that quarter, or as otherwise directed by the Board of Directors.
- (a). The Board shall be elected from the Association members in good standing by way of dues having been paid and recorded. The board will be elected by a plurality vote from a written ballot provided to members in good standing with two votes per household in good standing (paid-up dues).
 - (b). Directors may cast their vote by absentee ballot in accordance with the policies and procedures established by the Board of Directors.
 - (c). Directors may cast their ballot by electronic mail in accordance with the policies and procedures established by the Board of Directors.
 - (d). The nominations Committee shall notify the Board of the outcome at the meeting for the election, or by any other reasonable means within ten days of the election.
 - (e). The Board may, from time to time, adopt policies and procedures to effectuate the purpose of Article IV, Subsection 3.

Article V – OFFICERS

The officers of LICIA shall be known as A Board of Directors (formerly Primary Lane Trustees) and Associate Directors (formerly Alternate Trustees). There shall be a President, Vice President Secretary and Treasurer they will comprise the Executive Committee. The immediate Past President shall remain as a voting officer of the Board for the next one year.

- (A). Each officer shall be elected for a one year term that shall begin on January first or the calendar year following the election meeting held every November, or at any other time as agreed to by the Board, and which shall end on December of the second calendar year following the election meeting regardless of when the actual term began.

- (B). Vacancies – The President shall have the power to nominate director to serve the remainder of the term of the office vacated, which nomination shall be approved by a majority vote of the Directors.
- (C). Removal /Resignation of Officers - Officers may be removed and/or resign in accordance with the provisions of Article IV, Subsection 3.

Article VI – OFFICERS DUTIES AND POWERS

- (A). Officers Duties and Powers
 - (1) The Officers of LICIA shall be known as the Executive Committee
 - (2) The Executive Committee shall be vested with the powers to manage the business affairs of LICIA as set forth herein subject to the Articles of Incorporation, these By-laws and any duties set forth in Chapter 617, (Florida Statutes).
- (B). The Executive Committee shall consist of:
 - (1). President
 - (2). Vice President
 - (3). Secretary
 - (4). Treasurer
 - (5). Immediate Past President
 - (6). Two At-Large Directors, but only if and when appointed at the discretion of the President consistent with Article V, above.
 - (7). No more than seven (7) but not less than four (4) members.
- (C). Duties:
 - (1). The President shall:
 - (a). Be the Chief Executive Officer of LICIA
 - (b). Preside at all meetings of the Board of Directors and Executive Committee
 - (c). Sign checks, promissory notes, contracts, leases and other instruments as provided herein.
 - (d). Appoint Standing Committee Chairs and members, with the exception of the Nominations Committee, as set forth below.
 - (e). Be permitted to create special committees and appoint the Chair and its members.
 - (f). Be and ex-officio member of every committee, except the Nominations Committee.
 - (g). Shall be the official spokesperson of LICIA or appoint another to serve in that capacity.
 - (h). Convey to the President-elect all matters of concern and unfinished business of LICIA.
 - (i). Be authorized to approve expenditures up to \$100.00 without the approval of the Board.
 - (2). The Vice President shall:
 - (a). Support the President and fulfill the duties as promulgated by the President.
 - (b). Fill the position of the President should the President be unable to fulfill the term of office.
 - (c). Oversee the Committee Chairs.
 - (d). Fulfill the duties of the President in the absence of the President

- (e). Serve as the official spokesman for the LICIA when the President or the designee is not present.
 - (f). Perform all duties of the office of Vice President and all other duties as may be prescribed by the President, the Board of Directors or the Executive Committee.
- (3). The Secretary shall:
- (a). Take and transcribe minutes of all meetings of the Board of Directors and Executive Committee. The minutes shall be distributed via e-mail or by other means within five days of the next regularly scheduled meeting.
 - (b). Maintain the Articles of Incorporation and By-Laws or LICIA including copies of all amendments and changes to said documents.
 - (c). Handle all duties assigned by the President, Board of Directors or the Executive Committee.
 - (f). Perform all duties incident to the office of Secretary and all other duties as may be prescribed or assigned by the President, Board of Directors or Executive Committee.
- (4). The Treasurer Shall:
- (a). Be the custodian of all funds.
 - (b). Present a financial report at each meeting of the Board of directors.
 - (c). Be permitted to co-sign checks and promissory notes as provided herein.
 - (d). Cause, when requested, furnish a yearly financial report to the State of Florida and the Federal Government or as otherwise required by any public entity.
 - (f). Will serve as Chair of the Financial Committee.
 - (g). Insure that the signature cards for each of the LICIA account are maintained as current.
 - (h). Perform all duties incident to the office of Treasurer and all other duties as may be prescribed by the President, Board of Directors to the Executive Committee.
- (5). The immediate Past President shall:
- (a). Serve as an advisor to the Executive Committee.
 - (b). Serve as a voting member of the Executive Committee.
 - (c). Serve at the direction of the President.

Article VII – COMMITTEES

- (A). Standing Committees – There shall be Standing Committees to deal with the following subjects:
- (1). Fund Raising
 - (2). History and Records
 - (3). Public Relations
 - (4). Financial
 - (5). By-Laws and Rules
 - (6). Awards and Recognition
 - (7). Nominations Committee

Standing Committees may be comprised only of Directors, unless otherwise instructed by the Board of Directors. Additional Standing Committees may be created by amendment to these By-Laws.

- (B). Special Committees:
Special Committees may be created by the President. Members of these Committees shall be of the Board of directors.
- (C). Executive Committee:
The Executive Committee shall consist of a minimum of four (4) and a maximum of two (2) officers, including the Immediate Past President and the two At-Large Directors, who may be appointed at the designation of the President.
- (1). In an emergency, the Executive Committee shall have the powers of the Board of Directors between meetings, except that authority denied it by the Florida State Statutes, as herein amended or similar provisions or applicable law providing for the authority of such committees.
 - (2). Meeting of the Executive Committee may be called by the President or by two (2) members of the committee and a majority of the Executive Committee as existing at the time of the meeting shall constitute a quorum.
- (D). Nominations Committee:
The Executive Committee shall appoint this Committee, which shall consist of two (2) Directors who are not on the Executive Committee, with approval of the majority of the Board.
- (1). This committee is appointed to handle the screening of all candidates who choose or are nominated to run for election.
 - (2). This Committee shall carry out the responsibilities assigned to it under Article V, Nominations and Elections.
 - (3). Any Director desiring to run for an officer position, or and Director desiring to nominate a Director for a position shall make same known to the Nominations Committee. Submissions/nominations may be accepted in writing, electronic mail or any other reasonable means by any Director, Executive Board Officer or dues paying resident of the LICIA for consideration.
 - (4). It is recognized and accepted that during the General meeting for purposes of the elections a nomination may be raised and subsequently accepted from the floor of said meeting.

Article VIII – POWERS AND MEETINGS

The Board of Directors shall conduct the business of The LICIA. Its powers are specifically, but not limited to, the power to adopt policies and procedures, standing rules and employ individuals and authorize disbursement of funds, following Roberts Rules of Order.

- (A). Definitions:
- Regular Meeting: This is when the Board of Directors hold a meeting to discuss Association business, adopt policies and procedures, make standing rules and conduct other business as authorized herein.
- General Meeting: This meeting is open for the attendance, but not limited to, the resident of The Lauderdale Isles. There will be one (1) every three (3) months, of which the November General Meeting will have time set aside for the election of officers.
- Executive Meeting: An Executive Meeting will be on where the Board of directors has issues where a special meeting is necessary, or an independent decision must be addressed in an emergency situation.

(B). Meetings:

- (1). The Board of directors shall hold no less than seven (7) (one per month) regular meetings per year and four General Meetings, each being on a quarterly basis. Subsequently, the November meeting will be a General Meeting (formerly referred to as the Annual Meeting) at that meeting the election of officers will take place.
- (2). Notice of Board of Directors meeting and the General Meeting notices will be made at least one week prior to any General Meeting. This is to be accomplished through the LICIA News Letter, electronic messaging or any means reasonable. Standing monthly meetings for the Board of Directors will be communicated at the close of the previous meeting.
- (3). Regular and General Meetings will be held at a time and place designated by the Board of Directors. The President may change the date, time location of the monthly meeting provided a 24 hour advance notice by electronic mail, fax or by reasonable means. All meetings unless as specified above will be located at the Lauderdale Isles Yacht Club at 7:00PM on the third Thursday of the Month
- (4). Special Meetings may be called by the president with at least 24-hour notice by electronic mail, fax, or by other reasonable means, or by five (5) Directors with at least five (5) days written notice. Such notice by at least five (5) of the Directors shall include a statement of the purpose of the meetings as well as the date, time and location of the special meeting, and shall be sent via electronic mail, fax, or other reasonable means to each Director, excluding Associate Directors.

(C). Quorum:

For LICIA purposes a simple majority of Directors comprising the Board of Directors and Executive Committee (excluding the President excluding vacancies), constitutes a quorum for the transaction of business. If a quorum is present when any vote is taken at any Board Meeting, the affirmative vote or the majority of those Directors present constitutes an act of the entire Board of Directors, excluding Associate Directors. For Board members holding more than one office, for example as a Lane Board member and holding a position on the Executive Committees, two votes will be allowed that Board Member to establish a quorum. For General Meetings a quorum will consist of at least five percent (5%) of the membership present, in good standing and at least two Board Directors. Such a majority vote shall be sufficient to transact business.

Article IX – LIAISON

The Board of Directors will select from its members, or if necessary, other qualified residents of LICIA, to act in liaison with and represent the Board of Directors and LICIA at meeting of the Fort Lauderdale City Commission, Broward County Commissioners, Citizens groups or any other similar associations when the interests of the LICIA are involved. And further: The Association may reimburse such individuals for personal expenses such as meals, dues and other reasonable accounted for costs accrued by attending such meetings.

Article X – OPERATIONS

Fiscal Year – The Fiscal year of LICIA shall begin on November 1st and run through October 31st each year.

(A). Depositories:

- (1). The Board of Directors shall determine what depository shall be used by LICIA
- (2). The Depository must be located in the State of Florida, be authorized to transact business in the State of Florida and be Federally Insured.

- (B). Contributions:
- (1). All contributions, bequests or gifts made to LICIA, shall be accepted or collected and deposited in such a manner as reasonably designated by the Board of Directors.
- (C). Execution of Documents:
- (1). Any Check, draft or order for the payment of funds for payment less than \$500.00 shall be signed by the President or the Treasurer.
 - (2). Any check, draft or order for the payment of money in excess of \$500.00 shall be signed by both of the following: President and Treasurer.
 - (3). All contracts, leases or other instruments (including, without limitation, promissory notes) executed in the name of or on the behalf of LICIA shall be signed by the President and Secretary. A copy of the resolution, approved motion or other document signifying approval from the Board authorizing such transaction will be attached and kept with such contract, lease or agreement.
- (D). Parliamentary Authority:
- ROBERTS RULES OF ORDER, newly revised, shall be the parliamentary authority for all matters of procedures not specifically covered by the Articles of Incorporation, these By-Laws or by special Rules of Procedures adopted by the Board of Directors.

Article XI – PROFIT OPERATIONS-COMPENSATION

LICIA will not have or issue shares of stock. No dividend or any other form of compensation will be paid and no part of the income of LICIA will be distributed to its Directors, Associate directors or officers. The Board, however, may provide, pay or for reimbursement for equipment, supplies and other items that assist in the operations of The LICIA. In addition a Director or Associate Director may be reimbursed for approved expenses on behalf of LICIA while attending a designated function/meeting as a representative of LICIA. Expenses must be submitted to the Board for consideration and approval.

Article XII – AMENDMENTS

- (A). The power to alter, amend or repeal the Articles of Incorporation of LICIA, insofar as is allowed by law, is vested in the board of Directors. Such action must be taken as specified in the Articles of Incorporation or pursuant to a resolution approved by a majority of the Board of Directors.
- (B). The power to alter, amend or repeal these By-Laws or to adopt new By-Laws, insofar as is allowed by law, is vested in the Board of Directors. These By-Laws may be amended by two-thirds (2/3) vote to the Board of Directors at any regular or Special meeting, provided that the amendment has been submitted to the Board in writing at least thirty (30) days prior thereto.

Article XIII – DISSOLUTION

In the event of dissolution of LICIA, with the exception of any funds or property to be returned to a specified person, entity or government body pursuant to Statute, Contract or otherwise, all assets of the LICIA remaining after discharge of all liabilities shall be assigned to an eligible 501 (c) (3) charitable institution or institutions as designated by the Board of Directors.

Article XIV – INDEMNIFICATION

Pending any subsequent revision to this By-law no personal indemnification policy will be maintained at this writing.

REVISIONS

1st---The Original copy of By-Laws was done with a penciled in date of 1968 at the top of page 1

2nd---the bylaws were revised on May 11, 1995 by Peter J Sheridan, a member in good standing with residence at 2618 Key Large Land Ft. Lauderdale, FL 33312 (Lauderdale Isles #2).

3rd---revised and reformatted on 23 April 1998 by Terry Simmonds, Secretary, a member in good standing who resides at 2436 Gulfstream Lane, Ft. Lauderdale, FL, 33312 (Lauderdale Isles #2).

4th---Revision 26 July 2009, by Dirk Lowry, President, a member in good standing living at 2512 Bimini Lane, Ft. Lauderdale, FL 33312, (Lauderdale isles #2).