

Bylaws of the Hernando Beach Property Owners Association

Article 1: Name and Purpose

Section 1.1 – 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; and provide information and representation to local and state governmental and various organizations for the benefit of the property owners in the area designated as Hernando Beach.

Article 2: Fiscal Year

Section 2.1 – Fiscal year: The HBPOA’s fiscal year shall be January 1 through December 31.

Article 3: Membership

Section 3.1– Membership qualifications: All property owners, including business property owners, in the geographical area included in the neighborhood designated as Hernando Beach by the map attached hereto as Attachment A are eligible to apply for membership in the HBPOA.

Section 3.2 - Any property owner shall be recognized as a member of HBPOA upon verification of ownership of property as defined in this Article and upon the payment of the annual dues.

Section 3.3 - “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 that have present legal ownership of that property and the spouses of such property owners whether or not listed on property deeds and records. Where trusts or names are not readily verifiable through Hernando County Property Appraisers online records, it shall be the duty of the property owner to produce evidence of such property ownership in order to gain membership. Individual

members of HBPOA may only vote as members of any one property and business property owners may only vote as members of any one business. The maximum number of votes for each property, whether individual or business, shall be two votes. If a legal entity, instead of an individual, is listed as a business property owner, the members for such business property shall be a maximum of two elected officers chosen by the business.

Section 3.4 - The fiscal year for membership is from January 1 through December 31.

Section 3.5 - The annual dues amount is established by the Board of Directors, (hereinafter called the Board), subject to a majority vote of the membership. The Board may establish one fee for a membership with one vote and a second and separate fee for a membership with two votes. 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.

Section 3.6 - 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 January 1st, shall be removed from membership standing and roster. Members must be in good standing to take office or serve as a committee chair.

Section 3.7 – Nature of Membership: Individual property owners and individual business property owners are eligible for membership in the HBPOA.

Section 3.8 – Membership application: An individual property owner or an individual business property owner may apply for membership in the HBPOA using the current electronic HBPOA membership application form found at <http://www.hernandobeachpoa.com/>. If a property owner is unable to fill out an electronic membership application, the HBPOA shall make a hard copy available for such member and such copy shall be sufficient for applying for membership.

Section 3.9 – Membership approval: An individual property owner or an individual business property owner shall not become a member until all prerequisites for membership have been verified by an authorized officer of the HBPOA.

Section 3.10.- Removal from Membership. A member may be removed from membership, with cause, by a two-thirds vote of the members present at a regular meeting of the HBPOA, or by a majority vote of the membership, without cause, at

a regular meeting of the HBPOA when at least two weeks prior notice has been given to the member and the membership. The procedure used for debate and voting shall be fair, reasonable, and carried out in good faith. "Cause" means misconduct." "Misconduct" means "unacceptable or unprofessional behavior. An example of misconduct is conduct tending to harm the reputation and good will of the HBPOA, disturb its well-being, usurp the Board's powers, or hamper it in its work.

Section 3.11 – Confidentiality of member data and information. Unless otherwise provided in these HBPOA Bylaws, the HBPOA shall maintain the confidentiality of all member data and information in compliance with relevant Federal and Florida state law.

Article 4: Nominations, Elections and Voting

Section 4.1- 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 or more candidates 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 at the October meeting 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. The roster provided to the Nominating Committee shall only have member names and telephone numbers listed and will be divided into thirds, one-third for each committee member to protect membership personal data.

Section 4.2 - In the event that more than one member is nominated for the same position at the October meeting, an Election 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. The Election Committee shall consist of three members, one of whom shall be designated as Chairman, and it shall conduct the election, which shall be by secret ballot, except for electronic votes which shall have a verifiable email address on a detachable page of the 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.

Section 4.3 - The officers elected at the November meeting shall automatically take office on January 1 of the following year and serve for a term of one year or until their successors are elected. The directors elected at the November meeting shall automatically take office on January 1 of the following year and serve for a term of two years or until their successors are elected. Officers, Directors, and Committee Chairs must live at least nine (9) months of the year in Hernando Beach on the property that their membership is registered under.

Section 4.4 - Voting by proxy shall not be permitted.

Section 4.5 - Voting members are those members who have paid their current annual dues and who have been members for a minimum of sixty (60) days.

Section 4.6 - Voting members of HBPOA shall only have one vote regardless of the number of properties he/she/they may own. For the avoidance of doubt, this means that if a member owns two or more properties within the boundaries of the HBPOA, such member shall only have one vote even if such member pays for multiple memberships based on multiple properties.

Article 5: Board of Directors

Section 5.1 – Officers: The Officers and Board of Directors for the organization consist of the positions shown below. These positions hold seats on the organization's Board of Directors.

President

Responsibilities during Meetings

The President shall preside at all meetings of the membership and of the Board.

Ensure that the Rules of Order are applied without favoritism and that all important matters receive adequate discussion and that all decisions reached at meetings reflect the majority of the voting members present and voting.

Determine whether a quorum is present and call the meeting to order.

Bring business before the meeting according to the order of business.

Recognize members who seek and are entitled to the floor.

Put all legitimate motions before the group.

Enforce the rules of debate and grant all members who want to speak in debate the opportunity to do so, subject to the rules and limits of debate.

Conduct the votes on all questions and determine and announce the results.

Rule improper motions out of order.

Create ad hoc committees, as needed, to report to the Board.

Decide questions of order, or ask the members to decide, when in doubt.

Respond to parliamentary inquiries or points of information.

Conclude the meeting by declaring it adjourned when voted by the members, when the appointed hour for adjournment arrives, or when an emergency arises, and safety demands it.

Responsibilities outside of Meetings

The President is the chief administrative officer of the HBPOA and is responsible for directing, leading, and guiding the membership in upholding the Articles of Incorporation and the Bylaws. The President shall be ex-officio a member of all committees except the Nominating and Auditing Committees.

Vice President

Responsibilities

To serve in the absence of the President and to automatically succeed to the office of president in case of that officer's death or resignation.

It shall be the duty of the Vice President to assist the President, when requested, and to identify and schedule speakers on subjects of civic, political, and general interest and to arrange other programs of interest to encourage attendance at meetings and keep the HBPOA informed about civic issues. The Vice President will ensure any equipment needed for speaker presentation is set up prior to Membership Meeting. The Vice President will communicate to the Board, at the monthly Board Meetings, any bios and/or profiles that will give insight as to who the speakers are.

Secretary

Responsibilities

Record the minutes of all meetings electronically for transcription of minutes at all meetings and preserve as in accordance with Florida State Statute, submit the minutes for approval to the Board and to the membership at the following meeting.

Serve as custodian of the organization's records (except records specifically assigned to other officers), including minutes; reports of officers, boards, and committees; and official correspondence. Make sure the official bylaws, special rules of order, standing rules, and current minutes book are available for reference at all meetings. Make the organization's public records available to members, in accordance with the Florida State Statutes. A member may demand the corporate records, if, and only if, the member first satisfies the preconditions set forth in the Florida statutes, including 617.1602(3) (a-c). The burden of proof is on the member to meet the preconditions for inspection before having the right to inspect...Ensure that officers, committee members, and delegates are notified when elected or appointed, and are given credentials and any necessary papers.

Preside over the election of a temporary chairman for a meeting if the president and vice president are absent.

Treasurer

Responsibilities

Serve as custodian of the funds of the organization, keeping careful records of all receipts and making no disbursements without the authority of the assembly, including established authorizations found in the Bylaws.

Prepare financial statements and report to the board and members.

Prepare a projected budget estimate for the upcoming fiscal year in the month of November for December Board meeting.

Pick up mail at post office.

Provide financial documents to Audit Committee.

All funds of HBPOA shall be kept in a checking account in a local bank designated by the Board. Any checks drawn on this account shall be signed by the Treasurer or Designated Officer. Expenditures over fifty dollars (\$50) require approval of the Board. Expenditures exceeding five hundred dollars (\$500) require majority vote approval of the membership (except monthly mailing costs for the Beachcomber newsletter). All expenditures shall be supported by a receipt or voucher. The

treasurer's books, records and bank statements shall be audited by the Auditing Committee and reported at the February meeting.

Verify property ownership for all new membership applications. Maintain the official roster of the membership and publish as directed by the Board. Receive all dues, donations, and contributions of funds to the HBPOA. Maintain financial records of all transactions including receipts, deposits, and disbursements in accordance with accepted accounting principles and practices. Prepare a monthly treasury report to the membership and any summary reports as requested by the Board. Only the President and Treasurer will have full access to the membership list, and they will work together to maintain the privacy of that data for membership purposes only.

Section 5.2 – Board Seats: The Board shall consist of nine (9) members, four (4) elected officers and five (5) elected directors.

Section 5.3 – Power and Duties: The Board of Directors 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. The Board shall provide for the management, administration, operation, and the collection and disbursement of expenses. The Board's authority and responsibility shall include but is not limited to oversight of management, maintenance, repair, and replacements of HBPOA approved projects.

Section 5.4 – Qualifications: Only voting members as defined in Article 4 can hold office. No member shall hold more than one office at a time. Neither the President nor Vice President shall serve more than two consecutive terms in the same office. No person representing HBPOA as an Officer, Director or Committee Member shall have a felony record of conviction.

Section 5.5 - A Director shall serve a two-year term with a Director elected each year or until his/her successor is elected and installed. Since officers are only elected for a single year term, the Board shall structure the election of new Directors in such a way as to ensure that there is always at least one sitting Director who can provide historical context of HBPOA matters to newly elected Directors.

Section 5.6 - The President shall be Chairman of the Board of Directors.

Section 5.7 - 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.

Section 5.8 - 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.

Section 5.9 - Five (5) members shall constitute a quorum for board meetings.

Section 5.10 - A Board Member may be removed, with or without cause, by a majority vote of the Board Members. 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.

Section 5.11 - A director's or officer's seat on the Board shall be declared vacant if absent from three (3) consecutive board meetings without just cause.

Section 5.12 -: Removal from Office. An officer or director may be removed from office, with cause, by a two-thirds vote of the members present at a regular meeting of the HBPOA, or by a majority vote, without cause, at a regular meeting of the HBPOA when at least two weeks previous notice has been given; provided, however, that there must be a quorum of at least fifteen percent (15%) of all voting members present at such meetings. "Cause" means "neglect of duty in office or misconduct." "Neglect of duty in office" means wrongful exercise of authority, intentional wrongdoing, or failure to perform an act required by law. "Misconduct" means "unacceptable or unprofessional behavior."

Section 5.13 - The Board of the HBPOA shall adopt a HBPOA Code of Conduct and Confidentiality Policy (Policy). This Policy shall cover: the maintenance of confidentiality of material nonpublic information about the HBPOA and its performance; and maintenance of confidentiality of material Board information (information about the Board). This Policy shall apply to all officers, directors and HBPOA members that attend Board meetings or who obtain such information. If the Board determines that there has been a material, intentional violation of this Policy by a director, the Board may, by majority vote, immediately remove any such director from office in the HBPOA; furthermore, if such violation results in

legal harm to the HBPOA, the Board is authorized to ask the membership to approve legal action against such director.

Section 5.14 – As permitted by Florida statute 617.0820, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Article 6. Meetings

Section 6.1 - The regular meetings of HBPOA shall be held on the first Thursday of each month unless otherwise directed by the Board. Meetings during July, August and December shall be at the discretion of the Board or by a majority vote of the membership present and voting.

Section 6.2 - 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.

Section 6.3 - Special meetings shall be called by the President at the written request of a majority of the Board or at the written request of twenty-five (25) or more members of HBPOA. The reason shall be stated in writing, contain an explanation of why the matter cannot wait until the next regular meeting of the HBPOA and, except in the case of an emergency, at least seven (7) business days' notice shall be given by the Board to the entire membership.

Section 6.4 - Meetings may be attended by HBPOA members, their guests, and potential members (Hernando Beach Property Owners), except during state or county declared emergencies. The Board or the membership may, as needed, meet in Executive Session. Executive Session is a special meeting-within-a-meeting that provides an opportunity for the Board or the membership to meet privately (members only) to handle sensitive and confidential issues, foster robust discourse, and strengthen trust and communication. Reasons that might trigger an Executive Session include member discipline, consultation with legal counsel or discussion of legal matters. Entering an Executive Session requires a motion and a majority vote.

Section 6.5 - A quorum shall consist of ten percent (10%) of the membership who are eligible to vote per Article 4.

Article 7: Committees

Section 7.1 – Committee formation: The Board of Directors may create Ad Hoc committees to perform functions relevant to the organization at any time as needed. Such Ad Hoc committees will serve at the President's pleasure to carry out such duty assigned to it until accomplished, unless discharged sooner. Such committees cease to exist as soon as the assembly receives a final report. The chairman of such a committee shall be appointed by the President. All committee reports shall first be presented to the Board and the Board shall decide how reports are presented to the membership.

Section 7.2 – Standing committees: The following standing committees are established to serve a permanent and continuing function for the organization and, except for the Nominating Committee, the Chairman of each such committee which shall be selected by the President on an annual basis to serve for the duration of the President's term of office, not to exceed two consecutive years. Each Chairman will, with the advice and consent of the Board, appoint the members of his/her committee. advise the Board and President of the members of his/her committee in a timely manner. Committee members and chairmen can be removed by the board without prior notice and without cause. Entire committees may be dissolved or decommissioned at any time by the board with or without prior notice or cause.

Nominating committee: This committee is generally established to recommend candidates for the offices of the organization in September. Members of this committee generally are elected by the membership, and the president must not be an ex officio member.

Auditing committee: This committee, often appointed by the chair or the executive board, generally reports at the annual meeting in February. The treasurer must not be a member of this committee because the committee reviews the treasurer's records.

Membership committee: Many organizations provide for a committee to consider and recommend on membership recruitment and retention, or even on the admission of prospective members. The chair or the executive board commonly appoints this committee.

Finance and budget committee. This committee is expected to consider the financial resources and obligations of the organization, establish a budget, and recommend on financial matters for the benefit of the executive board and the membership.

Hospitality Committee. To welcome new property owners and potential members to HBPOA meetings and introduce them to others, assist with membership check in, new membership applications, 50/50, and refreshments. To coordinate the annual Christmas/Holiday party or other social events as requested by the Board.

Governmental Affairs Committee (GAC). To keep abreast of County, State or Federal activities which may affect the membership interests or the Hernando Beach Community. To advise the President and the Board on actions that they recommend be taken to influence these governmental entities to best represent the interests of Hernando Beach property owners and community. If the Board and/or membership provide, by majority vote, agreement on how to proceed, the GAC can represent such approved position at outside meetings including governmental meetings. The GAC shall not act as a code enforcement committee or in any manner to cause reasonably foreseeable harm to the reputation, goodwill, respect, or credibility of the HBPOA.

Landscape Committee. To assist with maintenance at the entranceway gardens at Commercial Way and Osawaw Boulevard and the Triangle at Shoal Line. To make recommendations and expenditure requests to the President and the Board and hold fund raising projects or community assistance to benefit the landscape costs.

Bylaws Committee. The bylaws committee is responsible for gathering all the information necessary to draft the bylaws. Committee members commonly research the bylaws of other nonprofit organizations in the area as well as organizations that do the same type of work. This provides a benchmark for both the industry and the region, giving the committee an idea of how other organizations operate. The committee also gathers all existing organizational policies and procedures for inclusion or reference in the bylaws. Where policies do not exist, the committee drafts wording to address the issue ahead of approval by the board.

The organization's board approves the bylaws by majority at an official board meeting that has a quorum of officers and directors in attendance. The bylaws committee circulates the bylaw draft ahead of the meeting to give directors time to read it and ask questions. If the directors require extensive changes or answers, the committee may meet to compile its response and issue a new draft. After the board approves the bylaws, a copy will be emailed to all members 7 days prior to the membership meeting, at which the final version will be presented for ratification and adoption.

The bylaws committee makes note of updates needed throughout the year and creates revised drafts regularly, either when a number of updates and changes are required or ahead of the organization's annual general meeting. The committee follows the same process for updates as it does for the original draft by reworking the wording where necessary, circulating the revised version, and tabling it for approval at a board meeting.

Article 8: Amendments

Section 8.1 Amendments: Any member may propose changes to the Bylaws by putting the proposed request in writing and submitting it to the Bylaws Committee. The Bylaws may be revised in whole or in part 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 in at least one previous regular meeting by the Board. The Board is responsible for reviewing and approving all Bylaws revisions drafted by the Bylaws Committee before it is submitted to the membership for consideration. The Bylaws, when approved by a two-thirds vote of HBPOA present and voting, shall take effect immediately and shall supersede all previous Bylaws on file. Only Board approval, by majority vote, is required for a minor amendment to the Bylaws. A minor amendment is a change which does not alter the general meaning, scope, purpose, or intent of the HBPOA Bylaws.

Article 9: Dissolution

Article 9.1 – Dissolution: The Treasurer shall file Articles of Dissolution of HBPOA with the state of Florida to include the name of our corporation, the date dissolution was authorized, and a statement that the number of votes cast for dissolution by the membership was sufficient for approval. The Corporate assets will be collected, disposing of any assets after discharge of liabilities have been made by paying all business taxes and creditors, including, but not limited to, refunds to businesses for unpublished Beachcomber advertisements.

Article 10: Parliamentary Authority

Articles 10.1 The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the HBPOA in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the HBPOA Articles of Incorporation, Florida state statutes and any special rules of order the HBPOA may adopt. The President shall appoint a Parliamentarian from among the membership to assist in the interpretation of Robert's Rules of Order.

Article 11: Remote Communication

Section 11.1 - Pursuant to the relevant Florida state statutes, including, but not limited to 617.0721, if authorized by the board of directors, and subject to such guidelines and procedures as the board of directors may adopt, members who are not physically present at a meeting may, by means of remote communication:

- (a) Participate in the meeting.
- (b) Be deemed to be present in person and vote at the meeting if:
 - 1. The corporation implements reasonable means to verify that each person deemed present and authorized to vote by means of remote communication is a member; and
 - 2. The corporation implements reasonable measures to provide such members with a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrent with the proceedings.

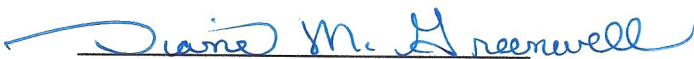
If any member votes or takes other action by means of remote communication, a record of that member's participation in the meeting must be maintained by the corporation in accordance with s. 617.1601.

Article 12: Suspension of Bylaws

Section 12.1.- In the event of a nationally declared emergency, a statewide Florida declared emergency, or a Hernando County declared emergency, the Board may, if it deems it necessary to protect the health and welfare of the members, suspend some or all of the Bylaws for the duration of such emergency.

Article 13: Ratification:

These bylaws were approved by a two-thirds vote of the HBPOA membership at a regular HBPOA membership meeting held on March 4, 2021 and signed by the current President of the HBPOA.



Diane M. Greenwell
President, HBPOA

Date -March 4, 2021

ATTACHMENT A

