

DIANA SHORES HOMEOWNERS ASSOCIATION

BY-LAWS AS AMENDED March 25, 2013

1 ARTICLE I – NAME

- 1.1 The name of this organization is the “Diana Shores Homeowners Association, Inc.” hereafter referred to as the “Association,” and these By-Laws shall be the rules under and through which the Association shall be governed.
- 1.2 In the event of contradiction between these By-Laws and the Articles of Incorporation, the Articles of Incorporation shall be the governing authority, unless specifically deferring to these By-Laws.

2 ARTICLE II – MEMBERSHIP

- 2.1 Membership in this Association shall be limited to homeowners and/or resident renters of Diana Shores whose name(s) appears on the ownership or rental documentation and who are in good standing as defined in Article III of these By-Laws.
- 2.2 A member shall not have any vested right, interest or privilege of, in, or to the assets, functions, affairs or franchises of the Association, or any right of interest or privilege which may be transferable or inheritable or which shall continue if his/her membership ceases, or while he/she is not in good standing as provided for in these By-Laws; provided, however, that before his/her membership shall cease against his/her consent, other than provided for in Article III, he/she shall be given the opportunity to be heard at a general Association meeting.

3 ARTICLE III – DUES

- 3.1 An annual maintenance and operating fee for the upkeep of common areas and general Association operating expenses is required to be paid by each Member household for membership in the Association and are hereinafter referred to as “dues.” The annual dues for the upcoming year will be specifically determined by and cited during presentation of the annual budget at the annual meeting. Dues must be paid no later than March 1st of the year following the presentation of the annual budget (“due date”) in order to be defined as a Member in the Association and for voting purposes at any Membership meeting. In the event that a property is purchased in Diana Shores by a resident owner subsequent to the due date, the owner shall have the option of presenting payment of dues to a member of the Board of Directors immediately preceding any Membership meeting in order to become a Member and vote in Association matters. Membership in the Association is voluntary.

4 ARTICLE IV – OFFICERS and DIRECTORS

- 4.1 The Officers of this Association shall be a President, a Vice-President, a Secretary, and a Treasurer. These Officers shall perform the duties prescribed in Article V and by the parliamentary authority adopted by the Association. There shall be three Directors, two of which will be elected and one of which will be the immediate past president.
- 4.2 The Officers shall be elected at the annual meeting for the year to serve for one year, and their term of office shall begin at the close of the annual meeting at which they are elected. The two directors shall serve two year terms, staggered so that one director is elected each year. A simple majority of votes cast by a quorum present is required for election.
- 4.3 If the position of Vice-President, Treasurer, Secretary, or director becomes vacant, the President shall nominate another member for the office, who shall stand for election at the next regular meeting.
- 4.4 All Officers/Directors must be Members of the Association as defined herein.

5 ARTICLE V – DUTIES OF THE OFFICERS

5.1 President

- 5.1.1 Opens the meeting at the appointed time by taking the chair, calling the meeting to order, ascertaining that quorum is present and conducting the meeting by parliamentary authority adopted by the Association.
- 5.1.2 Acts in the name of the Association in accordance with established By-Laws and policies and/or at the direction of a majority of the members present at a general meeting or at the direction of a majority of the Board of Directors.
- 5.1.3 Authenticates, by signature, all acts, orders, correspondence and proceedings in the name of the Association, providing a copy of such correspondence to the Secretary.
- 5.1.4 Authorizes expenditures that have previously been approved by any general or special Association meeting or are previously approved commitments.
- 5.1.5 Calls special meetings of the general membership in accordance with Article VIII of the By-Laws or as requested by a majority of the Board of Directors.
- 5.1.6 Designates official representatives to attend, and if appropriate, vote in the name of the Association at other sessions of government or civic bodies

5.2 **Vice-President**

- 5.2.1 Performs the duties of the President in the absence of the President, and other duties assigned by the President.

5.3 **Secretary**

- 5.3.1 Originates and signs Association correspondence as directed by the President or a majority of the Board of Directors.
- 5.3.2 Keeps a record of all proceedings of the organization and retains a file of those proceedings, records and committee reports.
- 5.3.3 Prepares, prior to each meeting, an agenda including a copy of the previous minutes, for the use of the presiding officer showing all matters as known in advance to be discussed.
- 5.3.4 Maintains record book in which the By-Laws, special rules of order, standing rules, and minutes are entered, with any amendments to those documents properly recorded as required.
- 5.3.5 In the absence of the President and Vice-President, calls the meeting to order and presides in their place.

5.4 **Treasurer**

- 5.4.1 Makes expenditures authorized by the President or authorized by a majority of the Board of Directors.
- 5.4.2 Receives dues and fees and maintains a record of membership status.
- 5.4.3 Provides a current membership status list at all Membership meetings and to the Officers and Directors when requested.
- 5.4.4 Provides financial report quarterly to the Officers and Directors for inclusion in permanent Association records.
- 5.4.5 Prepares a proposed annual budget and provides a copy to each member of the Board of Directors prior to the annual meeting
- 5.4.6 Prepares the State of Florida annual report each year to reflect the current Board of Directors.
- 5.4.7 Prepares annual income tax return by utilizing IRS Form 1120-H by the March 15th deadline.

6 ARTICLE VI – BOARD of DIRECTORS

- 6.1 The Officers of the Association, two Directors, and the immediate past President (if still residing in Diana Shores) shall constitute the Board of Directors.
- 6.2 Duties of the Board of Directors
 - 6.2.1 May authorize fund raising campaigns including cooperative sales of goods and services.
 - 6.2.2 May call special meetings of the membership in accordance with Article VII.
 - 6.2.3 Shall audit the Treasurer's accounts annually.
 - 6.2.4 Shall set policies that the Officers will implement.
 - 6.2.5 Report the approved annual budget to the membership at the annual meeting.
 - 6.2.6 Aids in the dissemination of information within the Association. This will include delivery of copies of the newsletters, notices of meetings, etc., to assigned block captains as needed and when requested.
 - 6.2.7 Directors advise and assist Officers on issues affecting the DSHA, including beautification projects, pre/post meeting notifications, and oversee the advertisement and annual yard sale duties.
- 6.3 The Association President shall serve as Chairman of the Board of Directors.
- 6.4 If the President and Vice President are absent from a meeting but a quorum is present, the Board shall elect a Chairman for that meeting.
- 6.5 Any member of the Board of Directors who misses three consecutive meetings may be automatically removed from office, and, if an Association officer, from that office also.

7 ARTICLE VII – MEETINGS

- 7.1 The Annual meeting of the Association shall be held the fourth Monday of January, at 6:30 p.m. unless otherwise ordered by the Association or by the Board of Directors. Members will be given a fourteen day notice of the meeting. The time and /or place may be changed by the President or Board of Directors provided at least 48 hour notice of such change is made to the membership.
- 7.2 The Annual meeting shall include the election of officers, receiving reports of officers and committees, presentation and approval of the annual budget and for other business that may arise. The Board of Directors may request the meeting be rescheduled if a conflict arises, but the meeting must be held no later than March 1st of the calendar year.

- 7.3 Additional meetings can be called by the President or by a majority of the Board of Directors or shall be called upon the written request of ten members of the Association. The purpose of the meeting shall be stated in the call including the time and date. At least fourteen days notice of the additional meeting shall be given to Members.
- 7.4 The regular Board of Directors meetings will be held the first month of each quarter at the discretion of the President. The President will determine the time and place of the meetings. Additional meetings may be called by the President or a majority of the Board of Directors. At least 48 hours notice shall be given to Members.
- 7.5 Other members of the Association may attend Board of Directors meetings, but their right to comment shall be only by permission of and at the discretion of the President.
- 7.6 For a Board of Directors meeting, a quorum shall consist of four of the Board members. For a Membership meeting, a quorum shall consist of twenty Members from twenty separate Member households who are in good standing. If no quorum is present, the meeting will continue, but no votes will be held.

8 ARTICLE VIII – VOTING

- 8.1 Each Member household as defined in Article II, shall be entitled to one vote at any Membership meeting.
- 8.2 The majority vote of a quorum (as defined in Article 7.6) present at any Membership meeting, duly announced in accordance with these By-Laws, shall govern at said meeting, with the exception of proposed amendments to these By-Laws which must be approved by two thirds of those voting.

9 ARTICLE IX – COMMITTEES

- 9.1 Committees may be appointed by the President with Board of Directors approval for special tasks or for special events such as picnics or other social functions.

10 ARTICLE X – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they do not conflict with these By-Laws and any special rules of order the Association may adopt.