

2022 Bylaws Revised May 5,2022

Gulf Harbors Civic Association

Preamble

The purpose of the Gulf Harbors Civic Association is to serve the community interest of the residents of Gulf Harbors-Florammar. This is done by fostering the development of the community through common-use facility planning and improvement; contributing to upgrading (improving, enhancing) the value of residences in our community; leading the response to governmental and environmental requirements impacting the community and representing the collective rights of residents to outside agencies. The Association is also structured and operated in a manner designed to encourage a fraternal spirit amongst the residents in the form of recreational and social activities.

Bylaws

Article I- Name

The corporation, hereinafter referred to as the Association, shall be known as the Gulf Harbors Civic Association, Inc., whose address is 4610 Floramar Terrace, New Port Richey, Florida; 34652.

Article II = Membership

Membership in the Association shall be issued for the period January 1st to December 31st and shall be offered to adult residents or property owners of Gulf Harbors upon payment of the dues established in accordance with Article X, but subject to the following conditions;

(A) Membership is available to Gulf Harbors residents on a per household basis, dues to be proposed by the Board of Directors and approved by the Association members. Single Association members, as of October 2nd, 2008 are grandfathered and eligible to pay membership dues on a one-half household basis. (10-2-08)

(B) Individuals renting or leasing mooring lots, who do not reside in Gulf Harbors, are not eligible for membership. Gulf Harbors is hereby defined by the recorded sections of Floramar subdivision, it is bounded on the West by the Gulf of Mexico and on the North by the center line of the North Channel, which then runs eastward to a Southeastern line in the channel encompassing the Sea Castle and its reception building and the Villas at Gulf Harbors. The boundary line then runs westward on Floramar Terrace to the Holiday Harbors one-story condominium development. The boundary line then runs south to the South Channel and Rudder Way sections and turns west to the Gulf of Mexico, each member in good standing shall be entitled to (1) vote on any matter submitted for a vote at any regular general or special meetings during the current year.

Section 1. Membership in the Association is not transferable or refundable.

Section 2. All members shall be required to abide by the rules and regulations that have been established by the Association.

Section 3. Approval by the membership shall mean the approval by majority of the members present and voting at any regular, general or special meeting unless otherwise specified in these bylaws.

Section 4. Associate membership shall be available to those who have moved out of Gulf Harbors but have been members of the GHCA for the immediate past three (3) years. Applications for associate membership and payment of yearly dues, at the same rate as regular members, will be required. Associate members shall have no voting privileges nor hold position on the Board of Directors. Associate membership shall not exceed four percent (4%) of the preceding year's total membership. It is the right of the Board of Directors to cease accepting new associate membership when the facilities are no longer adequate. Delinquent or lapsed associate membership is not renewable.

Section 5. For the purposes of these bylaws an adult is any person eighteen (18) years of age and older.

Article III- Board of Directors

The Board of Directors shall be the executive body of the Association responsible for managing the affairs of said Association and establishing policies in accordance with the Articles of Incorporation and these Bylaws.

Section 1. The Board of Directors shall consist of seven (7) elected directors, and the following four (4) Officers: 1) President, 2) Vice President; 3) Secretary and 4) Treasurer. The immediate Past President shall act as the Chairman of the Board in an ex-officio capacity. In the event the immediate Past President is unavailable to serve, the Board shall elect a member to serve as Chairman. The Chairman of the Board shall not cast any vote at the Board meeting except in the event of a tied vote

Section 2. The Chairman of the Board shall preside at all meetings of the Board of Directors. In the absence of the Chairman at a Board Meeting,

a) The President of the Association shall preside as Chairman Pro-tem

(b) In the absence of both the Chairman and the President; the members at the meeting shall choose the Chairman Pro-tem. The Chairman Pro-tem of the Board shall not cast any vote at the Board meeting except in the event of a tied vote.

Section 3: The Board of Directors shall determine what positions among the Directors and Officers that will require bonding for the protection of the Association.

Section 4. All seven (7) Directors shall be elected for a two-year term. Four elected in one year and four in the next year.

Section 5. Three (3) Directors, as appointed by the President, plus the Treasurer of the Association, shall be known as the Finance Committee, and will be responsible for keeping the membership advised on the status of the financial affairs of the Association. They shall prepare for an estimated, itemized, operational budget for each ensuing year, for the Board of Directors approval, and for adoption by the membership at the annual meeting.

Section 6. An annual review of the financial books of the Association shall be made by three (3) members, appointed by the President, from the membership at large. The review report is to be prepared and available to the membership prior to the annual meeting after which it shall be made

available, for inspection, to any interested person who is a member of the Association. (Revised May 2009)

(a) The review shall include a list of assets and liabilities.

(b) A private firm may be employed for the audit if the membership so dictates.

Section 7. An additional audit of the Treasurer's books shall be made if that office becomes vacant prior to the end of the Treasurer's term.

Section 8. The Board of Directors shall function "en bloc" and no one group, or group of Directors shall take it upon themselves to embark on any project without the consent of the Board and/or the Association membership.

Section 9. The Board of Directors may accept on behalf of the Association, any contribution, bequest or device for the general purpose of the Association.

Section 10. Should the President or Vice President be absent or unwilling to perform their duties at a meeting, the Chairman of the Board shall take control or appoint another officer to assume control.

Article IV - Officers

The four (4) officers of the Association shall consist of the following: (1) President, (2) Vice President, (3) Treasurer and (4) Secretary.

Section 1. Officers are to be elected to a term of two (2) years with elections in December held as follows:

(a) President and Treasurer - Elected for terms beginning in odd years

(b) (b) Vice President and Secretary - Elected for terms beginning in even years. For 2009 the Vice President and Secretary positions will be extended one additional year. (10-2-08)

Article V - Officers Duties

Section 1. The President is elected in even years to serve a two-year term and shall:

- a) Preside at the meetings of the membership
- b) Rule on all questions of order
- c) Enforce the Articles of Incorporation and the Bylaws
- d) Act on all matters of importance to the Association and the community
- e) Be responsible for the execution of the policies and directives of the Board of Directors
- f) Shall sign the name of the Association on all papers and documents, the execution of which has been approved by the Board of Directors and/ or the membership as may be required by law
- g) If the President desires to take a stand on any issue or to make a proposal to the general membership, they shall turn control of the meeting over to a subordinate officer, after which they may resume their proper position
- h) Serve as Ex-Officio member on all committees, except the Nominating Committee
- i) With majority approval from the Board, shall appoint all committee Chairman

(Revised April 2022)

Section 2. The Vice President shall:

- (a) Be responsible for the daily execution of all directives from the President and/or the Board of Directors.
- (b) Maintain a close control of the annual budget as authorized by the membership.
- (c) Perform duties of the President in the event he/she is absent, unable or refuses to act as President.
- (d) Preside at the meeting of the House and Grounds Committee, and any other improvement committees. i.e.: Landscape, Signage, etc.
- (e) Ensure GHCA is adequately represented at all groups; organizations, and associations (CONA, WCIC; etc.) in order to reach common goals: (a) Receive all monies belonging to the Association.
- (f) Supervise all employees. Ensure compliance with employment laws.
- (g) The Board shall approve by majority a Services Committee Head reporting to the Vice President. These Committee Head duties, under the guidance of the Vice president, shall be;
 - Responsible for all permanent ongoing contractors such as janitorial and law care of the Association property. The committee head shall have day-to-day supervision of these contractors and shall represent the Association and Board of Directors in all matters associated with contractors.

Section 3. The Treasurer is elected in even years to serve a two-year term and shall:

- a) Ensure that all funds get deposited on a timely basis
- b) Ensure Insurance policies are reviewed and activated annually
- c) Ensure the timely filing of all taxes
- d) Ensure that appropriate financial systems and controls are in place with effective monitoring and reporting
- e) In tandem with the Financial Committee, oversee and present budgets, accounts and financial statements to the board, and membership
- f) Pay out such funds as has been authorized by the approved annual budget. The budget may be amended by a majority vote of those members present at the general membership meetings
- g) Ensure checks drawn against such funds shall be signed by two of the following. Treasurer, President, Vice President, Secretary
- h) Ensure that record-keeping and accounts are accurate and meet the conditions of statutory bodies and in compliance with relevant legislation
- i) Maintain a safe deposit box in an institution authorized by the Board of Directors, registered in the name of the Association, and held in the name of President, Treasurer, Secretary
- j) At the vacancy or expiration of the Treasurer's term or terms of office, the Treasurer shall turn over all books, records and property of the Association to the President and Secretary

(Revised April 2022)

Section 4. The Secretary shall:

- a) Shall be an Officer who is elected in an odd year to serve a two - year term.
- b) Prepare Agenda for Board Meeting.
- c) Prepare and publish minutes for both General Membership and Board of Directors
- d) Meetings.
- e) Maintain Custody of the Association's records and legal papers and documents.

- f) Maintain official Bylaws and Updates Book with annual review by secretary and president.
- g) Keep Corporate Seal with such authority to affix to any document authorized by the
- h) Board of Directors.
- i) Be responsible for required filings with state of Florida.
- j) Must abide by Policies and Procedures as stated in approved GHCA Policy and Procedures

(Revised February 2022)

Section 5. Removal of Directors: State law 617.0808-A director may be removed from office pursuant to procedures provided in the articles of incorporation or the bylaws, which shall provide the following, and if they do not do so, shall be deemed to include the following:

- (1) Any member of the board of directors may be removed from office with or without cause by the vote or agreement in writing by a majority of all votes of the membership.
- (2). The notice of a meeting of the members to recall a member or members of the board of directors shall state the specific directors sought to be removed.
- (3) A proposed removal of a director at a meeting shall require a separate vote for each board member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each board member to be removed
- (4) If removal is effected at a meeting, any vacancies created thereby shall be filled by the members of the same meeting.
- (5) Any director who is removed from the board shall not be eligible to stand for reelection until the next annual meeting of the members.
- (6) Any director removed from office shall turn over to the board of directors within 72 hours any and all records of the corporation.

Article VI - Directors and Committees

(Revised April 2022)

Section 1. The Director of Membership is elected in even years to serve a two-year term and shall:

- a) Be responsible for annual membership mailings and online membership process
- b) Be responsible for the annual membership dues collection process
- c) Be responsible for the updating, maintaining and retention of membership records
- d) Be The Chair of the Welcoming Committee
- e) Be responsible for Membership drive activities
- f) Abide by Policies and Procedures as stated in approved GHCA Policy and Procedures

(Revised May,2022)

Section 2. Director of Public Relations is elected in odd years to serve a two-year term and shall:

- a) Be the liaison with law enforcement, legal counsel, county officials, and governmental agencies with respect to their interaction with the community; regarding Deed Restrictions and Code Enforcement
- b) Appoint and chair the Deed Restriction Committee and Architectural Review Committee
- c) Present monthly reports to the Board of Directors

(Revised April 2022)

Section 3. Director of Hall Rental is elected in even years to serve a two-year term and shall:

- a) Maintain a schedule of events and uses for the building as far as possible into the future
- b) Provide the board with a copy of updated schedules monthly
- c) Request approval for any contract with price or conditions which deviate from policies
- d) Evaluate, maintain and publish rental rates information to assure competitiveness
- e) Advertising of hall rental as appropriate
- f) Ensure fiscal policies and procedure are adhered to

(Revised April 2022)

Section 4. Director of Ways and Means - shall be a Director whose duties shall be:

(a). The representative and voice of all satellite clubs and authorized groups to the Board of Directors and shall hold periodic meetings with the various presidents and/or their representatives to assure that two-way communication is maintained with the Board of Directors.

(b). Prepare a program schedule for the monthly General Membership meetings as required by the General Membership and/or the Board of Directors. This shall include the rotation of satellite clubs providing refreshments on a posted schedule.

Section 5. Director of Maintenance - shall be a Director whose duties shall be:

(a) Responsible for the maintenance, repair, upkeep and operations of all facilities owned by the Association. This is to include but not limited to all buildings, appliances, lights, signs, sea walls, walkways and boat ramps.

(b) Responsible for procurement and administration of all maintenance contracts.

Section 6. – Director of IT and Security Shall:

- a) Director of IT and security shall be a position that manages Computer Operations and is elected on odd years to serve a two-year term.
- b) Responsible for inventory and maintenance of all computer and security hardware and software.
- c) Responsible for maintenance, content, layout and security of GHCA website.
- d) Will coordinate with Board and Membership on a timely basis to ensure that all digital content is relevant, accurate and meeting the needs of the community.

- e) Will liaise with local law enforcement, county leaders and or representatives as is necessary with respect to Security and Cameras.
- f) Must abide by Policies and Procedures as stated in approved GHCA Policies and Procedures

(Revised January 2022)

Section 7. Nominating Committee

- (a) At the December meeting each year, this committee shall be elected, consisting of five (5) members, none of whom are presently holding office either as an officer or a director.
- (b) The existing nominating committee shall nominate candidates for the next nominating committee. Nominations will be accepted from the floor.
- (c) If there are more than five (5) nominees, election of the five (5) members of this committee shall be by written ballot with the membership voting for only five (5) of the nominees.
- (d) If there are only five (5) nominees, no election is necessary and they automatically become the Nominating Committee.
- e) The committee will be considered a standing committee, nominating and when requested by the Board, suggest members to fill vacated, unexpired terms.
- (f) The committee shall select a slate of candidates for all the elective offices and present its slate at the November Meeting.
- (g) Additional nominations for elective officers may be made by the general membership at the November meeting.

Section 8. House and Grounds Committee

- (a) The House and Grounds Committee shall be under the direction of the Vice President of GHCA.
- (b) There will be five (5) members appointed by the Vice President of the GHCA
- (c) The committee shall meet monthly.
- (d) The duties shall be a liaison between the directors and/or the clubs, and oversee/recommend improvements, changes, corrections, etc. that do not fall specifically under any one director.
- (e) The House and Grounds Committee shall arrange for the Christmas Season decorations.

Section 9. Long Range Planning Committee

- (a) The Long-Range Planning Committee (LRPC) shall be appointed by the GHCA Board of Directors and composed of Association members.
- (b) The Committee shall be empowered to formulate recommendations on future activities to the GHCA Board of Directors in a LRPC Report to the Board of Directors each November.

Article VII – Elections

Section 1. The Election of officers and directors shall take place on the date of the December meeting.

Section 2. When there is more than one (1) candidate for any office, the President shall appoint an Election Committee consisting of five (5) members to supervise and verify the election.

Section 3. If less than ten (10) votes separate any two (2) candidates for the same office; an immediate recount shall be made upon the request of the losing candidate.

Section 4. The following options of voting shall be used for annual elections of the board of directors:

- a) Mail in voting if requested in writing
- b) Early voting; in person written ballot at the office.
- c) In person written ballot at the December general meeting.
- d) Online voting as outlined in *Florida Statue 720.317*

Section 5. Proxy voting will not be an option for any elections.

(Revised May, 2022)

Article VIII - Membership Meetings

Section 1. Regular meetings of the Association shall be held on the first Thursday of each month, excluding June, July and August, at 7:30pm in the Association building.

Section 2. All meetings shall be conducted in accordance with the Articles of Incorporation and Bylaws of the Association.

Section 3. At any time when the attendance at a meeting falls below a quorum level, the meeting may be called to order or continued but no vote pertaining to the operation of the Association is taken.

Section 4. A quorum shall consist of a minimum three (3%) percent of the current membership. (May 2009)

Section 5. The February meeting shall be considered the Annual Meeting of the Association.

Section 6, Special Meetings:

- (a) The President may call a special meeting of the membership by public notice to the members, at any time, he/ she deems it advisable, to discuss a subject requiring consideration prior to the next meeting
- (b) (b) The President shall also call a special meeting upon the receipt of a written request of fifteen (15%) percent of the members.

Article IX - Board of Directors Meeting

Section 1. The regular meeting shall be held at the Association building once a month at a date and time agreed upon by the members of the Board of Directors

Section 2. Special meetings of the Board may be called by the President or by a majority of the Board: Notice of a special meeting shall be given in writing or orally.

Section 3. A quorum shall consist of a majority of all sitting (elected) Board members.

Section 4. Any member may arrange through the GHCA office to present an issue to the Board of Directors at its next regularly scheduled meeting. The issue must be presented in writing, but the member will be invited to comment.

Section 5. While members are encouraged to observe meetings of the Board of Directors, any member who is disruptive will be asked to leave.

Article X - Dues

Section 1. The annual membership dues, payable by the calendar year, will be established periodically by the Board of Directors and are not prorated.

Section 2. Members will be considered delinquent if dues are not paid by February first(1st).

Section 3. New memberships from October on will not have voting rights until the following year, and the dues will be applicable for the ensuing year.

Section 4. The annual dues for the Associate member shall be that of regular members as set by the Board of Directors.

Article XI - Restrictions

Section 1. No person shall be permitted to hold elected office in the Association unless he/she is a member in good standing.

Section 2. No two (2) members of the same household shall serve on the Board of Directors. No relative (defined as members of a household and lineal descendants) of members of the Board will be hired by the Association (contracts or otherwise). Revised I-03-08

Section 3. The announcement by any member of the Board of Directors or any Officer of the Association as a candidate for public office, or his/her appointment thereto, shall render the individual ineligible to continue in the office of the Association and the position shall be considered automatically vacated.

Section 4. All expenditures of the Association funds not included in the annual budget in excess of One Thousand Dollars (\$1,000.00) require the prior authorization of the membership.

Article XII - Vacancies on The Board

Section 1. When any Officer or Director is unable to complete his/her elected position, due to resignation, death, and illness or for any reason deemed appropriate, the Board shall request the Nominating Committee to recommend a replacement for the Board to appoint. If the Nominating Committee fails to identify a replacement within one month, the Board shall appoint a replacement to serve the unexpired term.

State Law 617.0809

(1) Any vacancy occurring on the board of directors may be filled by the affirmative vote of the majority of the remaining directors, even though the remaining directors constitute less than a quorum, or by the sole remaining director, as the case may be, or, if the vacancy is not so filled or if no director remains, by the members or, on the application of any person, by the circuit court of the county where the registered office of the corporation is located

(2) A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors, but only for a term of office continuing until the next election of directors by the members or, if the corporation has no members or no members having the right to vote thereon, for such term of office as is provided in the articles of incorporation or the bylaws.

(3) A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date under s. 617.0807 or otherwise, may be filled before the vacancy occurs. However, the new director may not take office until the vacancy occurs.

Article XIII - Notices to Membership

When required or desirable, notice to the membership will be conducted by at least two of the following three options:

- a) Announcement at any regular or special meeting
- b) In writing
- c) Electronic transmission

(Revised May,2022)

Article XIV- Authorized Group or Satellite Clubs (5-09)

Section 1. They shall operate under the Bylaws and Articles of Incorporation of the Association.

- (a) Their own rules shall not conflict with the Association's.
- (b) They shall designate a President, Vice President, Treasurer, and Secretary and/or Secretary/Treasurer.

Section 2. All finances and property of these groups shall be considered as part of the Association. The satellites and/or authorized groups will not carry more than \$500.00 in their individual accounts unless funds are necessary for their day-to-day operation. Any balance over \$500.00-shall be remitted to the Association on a timely basis. The satellite clubs and authorized groups shall establish and maintain a bank account in an Association approved bank under the Association's Federal ID number. The Association Treasurer shall be a signatory on each club or authorized group's account.

Section 3. Satellite clubs do not charge dues. The only requirement for membership is a paid membership in the GHCA. Authorized groups may accept volunteers that are nonmembers at the Association's Board of Directors discretion.

Section 4. All contracts must be signed by the GHCA's President or Chairman. Authorized groups or satellite clubs shall not sign any contract and must submit all contracts for GHCA's Board approval and signature.

Section 5. All clubs have the authority to sponsor events, even if said event is a commercial endeavor that will result in fundraising for the club.

Section 6. Authorized groups or satellite clubs shall be established or endorsed and/or disbanded by the Board of Directors.

Article XV - Amendments and Application

Section 1, These Bylaws may be amended or changed by two-thirds (2/3) of the members present and voting at any regular membership meeting of the Association providing at least one (1) month has lapsed between the presentation of the proposed amendment or change and the vote.

Section 2. The rules contained in Robert's Rules of Order, New Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or other rules and regulations of the Association.

Article XVI - Membership Nullification

(Removed May 2022)

Article XVII - Special Services (Revised 5-09)

Section 1. Sergeant-at-Arms shall be responsible for maintaining order at the meetings, have guests sign Guest Register, check membership cards at the door to see that only members are counted in attendance, keep an accurate count of members present for purpose of a quorum, and assist election committee with ballots, if required.

Section 2. Web Editor - The Board of Directors may designate a Web Editor to perform the functions in Article XVIII. The Web Editor may attend all regular and special Board meetings.

Article XVIII - Electronic Communications, News and Publicity.

Section 1. The Board of Directors may designate an "Official GHCA" Website to be used to propagate and disseminate information of interest to members and the general public.

Section 2. The Board of Directors shall approve all information published under the category "GHCA Official" on the GHCA website, whether as an article on the home page or as material on the GHCA sub-web.

Section 3. The Web Editor shall advise the Board monthly about any articles published by the Web Editor (when acting as the GHCA Web Editor) under the categories of "Gulf Harbors", "Community", "Sights and Sounds", and /or "Things to Do".

Section 4. The Web Editor shall monitor for content, tone and decency all Forum bulletin board posts to the "Gulf Harbors" Forum and have the power to edit or delete offensive posts.

Section 5. The Web Editor shall monitor email addressed to GHCA at the official website and respond, as appropriate. Further, the Web Editor shall forward such messages to the person or persons on the Board, as appropriate from the content of the message.

Section 6. Electronic communications (website, email) shall not be used to circumvent or eliminate any specific requirement in the charter or bylaws of the association (i.e., notice to membership, voting, etc.), but rather will be used to augment information sharing as a service to the Gulf Harbors community.