

Bylaws of the Siesta Key Association

ARTICLE I - Name and Purpose

Section 1. NAME:

The name of the association shall be the Siesta Key Association of Sarasota, Inc (herein after 'Association'). The Association may refer to itself as Siesta Key Association, Siesta Key Association Inc, or SKA.

Section 2. GENERAL PURPOSE:

The general purpose of the Association shall be to afford a representative voice in civic and community affairs of interest to the property owners and residents of Siesta Key and Bay Island. The Association is a not-for-profit 501 (c) 4 organization.

The purposes for which the Siesta Key Association was formed:

- a. To secure united action in the protection of the property and the property rights of its members.
- b. To represent its members in all matters of common interest before the Federal Government, State Legislature, Sarasota County, City of Sarasota and other legal entities with which its members may be concerned.
- c. To recommend suggestions for legislation to the State Legislature and to the governing bodies of the several political sub-divisions of the State to further the welfare of Siesta Key and Bay Island.
- d. To ensure there is proper enforcement of the laws in the State of Florida, Sarasota County and City of Sarasota applicable to conservation, the environment and the quality of life of Siesta Key and Bay Island property owners and residents
- e. To conserve and increase the scenic and natural beauty of the area encompassed by Siesta Key and Bay Island.
- f. To ensure the enforcement and recommend changes to the laws and regulations governing all aspects of Siesta Key and Bay Island including but not limited to buildings, landscapes, signs, roadways, canals, lagoons, waterfronts, and waterways (passes).
- g. To promote and carry on social gatherings and to insure the organized support of activities for the pleasure, education, and recreation of Siesta Key and Bay Island residents.
- h. To collaborate with and advocate to appropriate governing bodies, for prohibitions of increasing density and/or intensity of uses for properties on Siesta Key and Bay Island.

ARTICLE II - Membership

Section 1. ELIGIBILITY:

All persons owning property or residing on Siesta Key or Bay Island are eligible for membership in the Association.

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Section 2. DUES:

Persons eligible for membership shall become members of the Association upon payment of the annual dues. The amount of the dues shall be established by the Board of Directors. Persons cease to be members of the Association upon failure to pay current dues. Dues are payable on or before January 31 for the succeeding membership year. Persons joining the Association after September 1 of any year shall be members of the Association for that year and the succeeding year.

Section 3. MEMBERSHIP LIST:

The Association shall maintain a current list of its members and their mailing addresses in a safe and secure manner. Membership lists are considered private and will not be sold, distributed or released to anyone outside of the Executive Committee or Membership Chairperson.

ARTICLE III - Members' Meetings

Section 1. ANNUAL MEETING:

The annual meeting of the members shall be held around March of each year at a date, time and place established by the Board of Directors. At the annual meeting, the Directors of the Association for the ensuing term shall be announced.

Section 2. SPECIAL MEETINGS:

A special meeting of the members may be called at a date, time, and place established by the President or, in his/her absence, by the Vice President, or a majority of the Board of Directors. It shall be the duty of the President, Vice President or the Directors to call such a meeting whenever requested in writing by at least 100 members of the Association. Such request shall state the purposes of the meeting. Notice of meeting shall include appropriate ballot and proxy forms and any other such material the Board considers appropriate. Business transacted at all special meetings shall be confined to those items in the call of the meeting.

Section 3. NOTICE:

Notice of the time and place of the annual meeting shall be announced in the local newspaper, website or by email at least twenty-one (21) days before the meeting. The notice of the annual meeting may state each of the matters to be considered at the meeting. Notice for special meetings may be advertised in the local newspaper, website or by email.

Section 4. VOTING:

Voting by Directors may be done by written ballot or by electronic means (fax or email) without a meeting or at a meeting. On any issue each Director of the Association may cast one (1) vote. Votes received after the deadline for casting votes shall not be counted.

Section 5. QUORUM FOR ANNUAL MEETING:

A quorum for the transaction of business at the annual meeting shall consist of majority of the serving directors present in person or represented by proxy. If a quorum is not achieved, the directors can conduct the annual meeting but no vote can be taken on any issue.

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Section 6. ANNUAL REPORT:

At the annual meeting, the President shall report on the activities and matters considered by the Association for the year ending. This may be done by the President or through committee reports. There shall be a Treasurer's summary report and copies will be available for those who want them.

Section 7. CALENDAR YEAR:

Membership and financial records shall be kept on a calendar year basis.

Section 8. PARLIAMENTARY PROCEDURE:

The current edition of "Robert's Rules of Order" shall govern the conduct of the meetings of members and Directors with respect to matters not covered by the Articles of Incorporation or these Bylaws.

ARTICLE IV - Directors

Section 1. REPRESENTATIONS:

Directors shall be selected to give as broad and as equal a geographical representation as possible from all parts of Siesta Key and Bay Island.

Section 2. NUMBER OF DIRECTORS:

The business of the Association shall be managed by a Board that will not exceed 18 Directors. Directors shall be elected for a term of three years. At the end of the three year term, the director can be re-elected to another 3 year term if supported by two-thirds of the remaining serving directors of the Board.

Section 3. NOMINATIONS:

The Directors, no later than November of the year preceding the year of election, shall elect a Nominating Committee of no less than 3 members of the Board of Directors. This Committee may request the members of the Association to submit the names of SKA members who may be interested in becoming Directors. Any SKA residential property owner wishing to be nominated for the Board of Directors may submit his/her name to the Nominating Committee together with an application and a signed statement of agreement with SKA's bylaws and mission statement. The application may be submitted to the head of the Nominating Committee or to the President or Secretary of the Association and must be either hand-delivered or mailed. The Nominating Committee will give preference to a SKA member who wants to become a Director if he/she has demonstrated a commitment to serve by:

Actively volunteered a minimum of three months on a focus group or Standing Committee (with the exception of the Nominating or Executive Committees), with approval of the chairperson, prior to becoming elected as a Director.

OR

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Has attended at least six of the Board of Directors meetings in the 12 months prior to becoming elected as a Director.

Section 4: BALLOTS FOR DIRECTORS

The Nominating Committee will provide a list of nominees to the acting Board of Directors for a vote at a meeting. The Nominating Committee will, at a minimum, submit the list of nominees with their qualifications and their recommendations to the Board of the Directors at least a month before the official vote by the Directors.

Section 5. ELECTION:

The Directors will use a written closed ballot provided by the Nominating Chair to cast their vote for new Directors. Those persons receiving two thirds of the votes cast for the vacancies to be filled shall be elected to the Board of Directors. The Nominating Committee Chairperson will notify each candidate of the final vote of the Board of Directors.

Section 6. VACANCIES AND REMOVALS:

Any vacancies occurring in the Board of Directors shall be filled by a two thirds vote of the remaining Directors. A Director who shall be absent for three consecutive meetings without excuse may be removed by a majority vote of the Directors.

Section 7. ELECTION OF OFFICERS:

The Board of Directors shall elect annually in a written closed ballot, following the annual meeting, from its directors a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as the Board of Directors shall determine appropriate from time to time. Officers so elected by the Board serve at the pleasure of the Board and may be removed, with or without cause, by a majority vote of the Board. The Nominating Committee selected in accordance with Section 3 above may recommend candidates for Officers to the Board, but the selection of Officers shall be in the Board's sole discretion.

Section 8. MONTHLY MEETINGS:

The Board of Directors shall meet monthly at a time and place designated by the President. Notice of such meetings shall be given each Director at least three days prior to the meeting. The Directors may enact rules concerning the attendance and participation by members at the Director's meetings.

Section 9. MONTHLY MEETING QUORUM:

A quorum at a Directors' monthly meeting will consist of a majority of the currently serving Directors. The acts approved by a majority of the votes cast at a meeting at which a quorum is present shall constitute the acts of the Board of Directors.

Section 10. POWERS:

The Board of Directors shall administer the business and affairs of the Association. They may: accept the resignation of any Director, Officer or Agent of the Association; elect Officers; employ persons to furnish goods and services; and exercise the powers of the Association as provided in the laws of the State of Florida, Articles of Incorporation, and these Bylaws.

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Section 11. COMMITTEES:

At the first monthly meeting following the annual meeting, the President, with approval of the Board, shall appoint the Chairmen and members of the various Standing Committees. The Chairman shall be member of the Board. General SKA members may participate in Standing Committees with the exception of the Executive Committee and the Nominating Committee. At no time shall general SKA members volunteering exceed 40% of a Standing Committee.

Section 12. EXECUTIVE COMMITTEE:

The Executive Committee shall consist of the President, Vice President(s), Secretary and Treasurer. In the absence of a quorum of the Board, a quorum of the Executive Committee may assume the full powers of the Board, provided that the Board at its earliest possible time confirms all interim actions of the Executive Committee as per Article III, Section 4.

ARTICLE V - Duties of Officers

Section 1. PRESIDENT:

The President shall be the chief executive officer and head of the Association. He/she shall preside at Member and Director's meetings, supervise the affairs of the Association, sign all written contracts of the Association and perform such duties as are incidental to his/her office.

Section 2. 1st VICE PRESIDENT:

The 1st Vice President shall discharge the powers and duties of the President during his/her absence or disability and such other duties as the President may, from time to time, assign to him/her.

Section 3. 2nd VICE PRESIDENT:

The 2nd Vice President shall discharge the powers and duties of the President during his/her absence and the absence of the 1st Vice President or their disability and such other duties as the President may, assign from time to time .

Section 4. SECRETARY:

The Secretary shall keep the minutes of meetings, have charge of all Association files, records and papers, and he/she will perform all other duties incidental to the office.

Section 5. TREASURER:

The Treasurer shall have general charge of the financial affairs of the Association and may be bonded at the expense of the Association. He/she shall keep regular books of account, and shall submit them, together with the vouchers, receipts, records and other papers, to the Directors for their examination and approval. The financial records of the Association shall be examined each year by an accountant, certified public accountant, or other person or committee appointed by the Board of Directors from time to time. The Treasurer, with approval of the Board, shall deposit the monies of the Association in a bank, trust company, savings and loan association or other readily marketable short-term investments as he/she, in due discretion shall determine. Checks drawn on the Association account shall be signed by such officers as the Board of Directors shall designate.

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ARTICLE VI - Amendments to Bylaws

Section 1. AMENDMENTS:

These Bylaws may be altered, amended, repealed, and new Bylaws may be adopted in place thereof, by a two-thirds vote of the Board of Directors of the Association.

Section 2. PROCEDURE:

Updated Bylaws shall be published on the SKA website for access by members after approval by the Directors

ARTICLE VII -Indemnification of Directors, Officers, Committee Members, Agents, or Employees

Section 1. INDEMNIFICATION:

The Association has the power to indemnify any person who is or was a Director, Officer, Committee member, agent or employee of the Association, or who was serving at the request of the Association on its behalf, against any liability asserted against or incurred by him/her in any capacity arising out of his/her status as such, all in accordance with the indemnification provisions and limitations of the Florida Not for Profit Corporation Act. The Association shall have the power to purchase and maintain insurance on behalf of the persons to be indemnified.