

BYLAWS

OF

PARKLAND ESTATES CIVIC CLUB, INC.

Parkland Estates Civic Club, Inc. By-Laws
(as amended and restated, effective November 12, 2024)

ARTICLE I

NAME and OFFICES

The name of the organization is the Parkland Estates Civic Club, Inc. a Florida not-for-profit corporation (the “Association”). The principal office of the Association shall be located in the State of Florida at the care of the current President of the Association. The address of the Association may be changed from time to time by the Board of Directors. The Association shall maintain in the State of Florida a registered office address and a registered agent, which the Board of Directors may change from time to time.

ARTICLE II

PURPOSE

The general purpose of the Association is to promote fellowship of its members and to preserve, enhance, improve, and beautify the Parkland Estates Neighborhood (defined in Article III below), and as set forth in and subject to the Parkland Estates Act contained in Chapter 29126 of the laws of the State of Florida enacted in 1953 as it may be amended from time to time.

ARTICLE III

GEOGRAPHIC BOUNDARIES

Membership in the Association will be open to all adults who own and occupy single-family, residential homes within the “Parkland Estate Neighborhood,” which is defined as the real property located within the following geographic boundaries: The northern boundary shall be of the southern right-of-way line of W. Swann Avenue; the eastern boundary shall be of the western right-of-way line of S. Howard Avenue; the southern boundary shall be of the northern right-of-way line of W. Morrison Avenue; and the western boundary shall be of the eastern right-of-way line of Lincoln Avenue.

ARTICLE IV

MEMBERSHIP

Section IV.1 The membership of the Association consists of Active Members.

Section IV.2 An “Active Member” is any adult who owns and occupies a single family, residential home in the Parkland Estates Neighborhood whose dues are currently paid. An Active Member has the right to vote, with ONE VOTE per household, and has the privilege of serving on the Board of Directors and holding office.

Section IV.3 Any person who ceases to be an Active Member of the Association forfeits all rights and interests in the Association, including, without limitation, the right to vote and hold office in the Association.

ARTICLE V DUES

Section V.1 All Members are required to pay dues to the Association on an annual basis in order to be an Active Member in the Association. The Board of Directors shall establish the amount of the annual membership dues for each fiscal year at the meeting of the Board of Directors that follows the Annual Meeting of the Members.

Section V.2 Membership dues will be paid annually and are due July 1st of each year. Members who fail to timely pay their annual membership dues may cure the delinquency by paying the annual membership dues set for that fiscal year at a later date; however, if a Member fails to pay their annual membership dues by September 1st, then his or her membership in the Association will cease without further notice. A Member may reinstate his or her membership at any time by paying the annual dues for the year for which the Member seeks reinstatement.

Section V.3 The Association's fiscal year is July 1 through June 30.

ARTICLE VI ELECTIONS

Section VI.1 The Board of Directors shall solicit recommendations from the Members for candidates for the Board of Directors, as well as recommend any additional candidates the Board of Directors feels may provide beneficial service to the Association, and prepare a slate of candidates to replace all directors whose terms are set to expire at end of the current fiscal year (the "Slate"). An individual must be an Active Member in order to be eligible to become and serve as a director. The Board of Directors shall publish the Slate on the Association's website and electronically mail the Slate to those Members who have provided the Association a valid email address no later than March 1st.

Section VI.2 The Slate shall be voted upon by the Active Members at the Annual Meeting in April, with newly elected directors to take office as of May 1st. The candidates on the Slate that receive the highest number of votes shall be elected to the Board of Directors. Ballots will be available at the door of the meeting room and the Active Members present at the Annual Meeting will complete their ballots and drop them into the ballot box provided. Balloting will be closed one-half hour after the announced starting time for the Annual Meeting. Any vote cast after balloting has closed will not be counted. In the event of a tie for director position, the current President will make the tie-breaking vote or flip a coin, - Heads wins, Tails loses.

Section VI.3 No proxy or absentee voting procedure has been adopted by the Association, and proxy and absentee ballots shall not be allowed.

Section VI.4 In the event that a director seat remains unfilled after the Annual Meeting, the Board of Directors shall propose candidates to fill the vacancy at the first duly noticed General Board Meeting or Special Board Meeting following the election which created the

vacancy, and the Board of Directors shall vote to fill the vacancy at that same meeting. The vacancy seat will be filled by the candidate that receives the highest number of votes of the Board of Directors.

Section VI.5 Upon the conclusion of the current Board of Directors term, all relevant documents, records, assets, and property shall be transferred to the incoming Board of Directors within 15 days of the Annual Meeting. Additionally, a meeting between the incoming and outgoing Boards will take place within the 15 days after the Annual meeting to make the transfer of assets.

ARTICLE VII OFFICERS

Section VII.1 The executive offices of the Association shall be a: President, Vice-President, Secretary, and Treasurer, all of whom shall be a Director and all of whom shall be elected annually by the Board of Directors. Each Officer shall hold office for one (1) year or until the election of their successor except as herein after otherwise provided for filling vacancies. Officers may be removed from office at any time, with or without cause, upon a majority vote of the Board of Directors. Any officer may resign at any time, orally or in writing by notifying the Board of Directors.

Duties of these offices include, but are not limited to, the following

Section VII.2 **The President:**

(2.a) Is the executive officer of the Association that implements the initiatives of the Board of Directors and the Active Members and presides over the meetings of the Association and the Board of Directors.

(2.b) When duly authorized under these Bylaws and the Florida Not-for-Profit Corporation Act, will act as the Association's binding agent when conducting any Association business with third parties, including without limitation, co-signing any contract or obligation with the Treasurer.

(2.c) Has authority to create Special Committees, subject to review by the Board of Directors.

(2.d) Is an ex-officio member of every committee.

(2.e) Will give an annual report on the status and activities of the Association over the course of the past year at the Association's Annual Meeting.

(2.f) May appoint a Parliamentarian to advise the Board of Directors on matters or procedure that arise under these Bylaws or Roberts Rules of Order.

(2.g) Upon leaving office, will be an ex-officio member of the Board of Directors for a period of one year.

Section VII.3 The Vice-President:

- (3.a) Will perform the President's duties when the President is absent.
- (3.b) Will assist the President or Board of Directors upon request.
- (3.c) Will assume the office of President for the remaining term, should that office become vacant.

Section VII.4 The Secretary:

- (4.a) Will keep minutes of the Association meetings and Board of Directors meetings, and promptly send or deliver them to the President.
- (4.b) Will receive any written communication or reports from the members and committees, and promptly send or deliver them to the President.
- (4.c) Will safely keep all corporation documents and have a reference copy of the Articles of Incorporation and Bylaws available at all meetings of the Members or the Board of Directors.
- (4.d) Will send out or provide all notices required by these Bylaws or as otherwise necessary to facilitate the business of the Association.

Section VII.5 The Treasurer:

- (5.a) Will collect and receive all money belonging to the Association and promptly deposit all funds received in the name of the Association in such financial institutions as the Board of Directors may designate.
- (5.b) Will receive all dues and promptly record the names and contact information of Members who have paid dues.
- (5.c) Will pay all recurring, normal, or routine bills of the Association as authorized by the Board of Directors, and disburse funds for any non-recurring, irregular, or non-routine purpose which is duly approved by simple majority vote (greater than 50%) of the Active Member present at the meeting of the Members when the disbursement is brought for a vote.
- (5.d) Will co-sign with the President any contract or obligations when duly authorized in accordance with these Bylaws and the Florida Not-for-Profit Corporation Act.
- (5.e) Will give a Treasurer's report at the Annual Meeting and a financial report, whenever requested, to the Board of Directors.
- (5.f) Will maintain the financial records.
- (5.g) Will regularly pick up and promptly distribute Association mail received at the post office.

(5.h) Will be a non-voting, ex-officio member of any duly appointed audit committee.

ARTICLE VIII DIRECTORS

Section VIII.1 The affairs of the Association shall be managed by a “Board of Directors” consisting of not less than seven (7) and not more than nine (9) Active Members.

Section VIII.2 The Board of Directors is charged with the responsibility of transacting the regular, routine business of the Association. Among with its duties, the Board of Directors shall:

(2.a) Authorize payment of recurring, regular, or routine bills of the Association.

(2.b) Fill vacancies on the Board of Directors that result from resignation, removal, or other inability to complete any required term of service excepting the office of the President, which shall be filled by the Vice President. The vacancy will be filled at the General Board Meeting or Special Board Meeting following the vacancy. The candidate for the vacancy that receives a plurality vote (highest number of votes) from the Board of Directors shall be elected to the vacancy. The officer or director appointed to fill the vacancy shall serve the remaining term of the office that is the subject of the appointment.

(2.c) Create and define the duties of all Standing Committees and confirm the President’s appointment of all Standing Committee Chairpersons.

(2.d) Approve the purpose and duties of Special Committees.

(2.e) Shall have the power and authority to act to preserve, protect, defend, and enhance the exclusive use of the Parkland Estates Subdivision for owner-occupied, single-family residential purposes, as set forth in and subject to the Parkland Estates Act contained in Chapter 29126 of the Laws of the State of Florida enacted in 1953 as it may be amended from time to time.

(2.f) Any action required or permitted under Florida law to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by one or more written consents describing the action taken and signed by each director. The letter becomes effective after the last director’s signature and has the effect of a meeting vote and may be described as such in any document.

ARTICLE IX COMMITTEES

Section IX.1 Standing Committees shall be created and dissolved by the Board of Directors. Standing Committee Chairpersons shall be appointed by the President and confirmed by the Board of Directors by a simple majority vote (greater than 50%) of the Board of Directors in favor of the appointment.

Section IX.2 Committees shall be created and dissolved by the President. Their purpose and duties shall be defined by the President and approved by the Board of Directors.

Section IX.3 A committee shall not engage in any activity in the name of the Association which is contrary to the goals and stated purpose of the Association.

Section IX.4 Committees shall operate in accordance with city, state, and federal laws governing the legal status of the organization, and Committees shall further operate in compliance with the rules and procedures set forth in the Bylaws governing the operation of the Association.

ARTICLE X MEMBER MEETINGS

Section X.1 Each year, the Association shall hold an “Annual Meeting” of the Members during the first two weeks of April. Any general business of the Association may be conducted at the Annual Meeting of the Members, but the Annual Meeting shall be held for the additional express purpose of electing directors whose terms will terminate at the end of April.

Section X.2 “Special Meetings” of the Association may be called by simple majority vote of the Board of Directors (greater than 50%). The Board of Directors shall provide written notice of the date, place, and purpose of any Special Meeting to the Members no less than seven (7) days before the date of the Special Meeting described in the notice by publication of the notice on the Association’s website and via electronic mail to those Members who have provided the Association a valid email.

Section X.3 Unless otherwise stated in these Bylaws, any matter subject to voting by the Members shall be decided by simple majority vote (50%) of the Active Members present at any duly noticed meeting of the Members.

ARTICLE XI BOARD MEETINGS

Section XI.1 The Board of Directors shall seek to hold “General Board Meetings” each month but shall meet no less than quarterly. The first General Board Meeting shall be held on or before June 1st of each year. “Special Board Meetings” may be called by the President or any three (3) directors by delivery of a written notice of the Special Board Meeting to the email addresses provided to the Board of Directors by the Association. Written notice of the time, date and place of any Special Board Meeting must be delivered by the Secretary to the full membership of the Board of Directors no less than three (3) days prior to the Special Board Meeting described in the notice.

Section XI.2 Any of provision of these Bylaws notwithstanding, a quorum of the Board of Directors shall be required to conduct the business of the Association and create binding votes of the Board of Directors at any Annual Meeting, Special Meeting of the Association, General Board Meeting, or Special Board Meeting. A quorum of the Board of Directors shall consist of two-thirds (2/3rds) of the members of the Board of Directors, present in person or by phone, and must include at least one (1) officer of the Association. Board meetings shall be open to all

Members, who may participate orally in the meeting process but may not vote on matters before the Board of Directors.

Section XI.3 Unless otherwise stated in these Bylaws, all matters subject to vote by the Board of Directors shall be decided by simple majority vote (50%) of the Directors present at the duly noticed meeting of the Board of Directors.

ARTICLE XII STANDING RULES

Section XII.1 To the extent they do not conflict with the provisions of these Bylaws, the orderly transaction of business affairs during meetings of the Members and the Board of Directors shall be governed by the parliamentary procedures outlined in Robert's Rules of Order. In the event these Bylaws and Roberts Rules of Order conflict, these Bylaws shall govern.

Section XII.2 Unless otherwise set forth in these Bylaws, delivery of any notice required by the Bylaws may be effected through (i) electronic mail, or (ii) publication of the notice on the Association's website with respect to the Members who have not provided a current email address.

Section XII.3 Any Member who attends a meeting of the Board of Directors or a meeting of the Members and fails to object to the consideration of a matter raised at said meeting by the Members or the Board of Directors due to a lack of notice, waives the right to contest the validity of a Membership or Board vote due to insufficient notice.

ARTICLE XIII AMENDMENTS TO THE BYLAWS

Section XIII.1 Except as provided in section 13.2, these Bylaws or any one or more of the provisions thereof may only be amended by a two-thirds (2/3rds) vote of the directors present in person at a duly constituted General Board Meeting or Special Board Meeting; provided that least ten (10) days prior written notice is given of intention to amend the Bylaws at such meeting.

Section XIII.2 No amendment to these Bylaws changing the time or place for holding any Annual Meeting for the election of directors shall be made within thirty (30) days preceding the holding of any such meeting.

ARTICLE XIV FUNDRAISING

Any fundraising by the Association, or otherwise conducted in the name of the Association, shall be approved by the Board of Directors and shall not violate any city, county, state, or federal statute or law.

ARTICLE XV DISSOLUTION OF THE ASSOCIATION

Section XV.1 Dissolution of the Association shall occur automatically if over the span of three (3) consecutive fiscal years no Annual Meeting, Special Meeting of the Association, General Board Meeting, or Special Board Meeting has been held. Dissolution of the Association also may occur as provided by law.

Section XV.2 In the event of dissolution, the Board of Directors shall give notice of dissolution to any persons who have extended credit to the Association and any persons who have extended a grant to the Association, if the grant funds received by the Association have not been fully expended. The Board of Directors shall take whatever actions are necessary for dissolution of the Association under the Florida Not for Profit Corporation Act.

Section XV.3 Upon the dissolution of the Association, no Member shall have any right to nor shall receive any assets of the Association. The assets of the Association are permanently dedicated to a tax-exempt purpose. In the event of dissolution, the Association's assets, after payment of debts, shall be distributed to an organization which itself is tax-exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code. To the extent the Association holds grant-restricted funds at dissolution, and the purposes of the restricted grant cannot be effected as a consequence of the dissolution of the Association, the individuals winding up the Association shall coordinate and consult with the grantor of said grant-restricted funds to determine the appropriate disposition of those funds