

BYLAWS

PARROT COVE NEIGHBORHOOD ASSOCIATION, INC.

(not-for-profit Florida corporation located in the Lucerne Historic District, Lake Worth, FL.)

ARTICLE I – IDENTITY

- A. The name of the corporation is Parrot Cove Neighborhood Association, Inc., a not-for-profit Florida corporation (herein after “Association”).
- B. Registered agent address is 306 N. Lakeside Drive, Lake Worth, FL 33460, which may change. All changes will be reflected in the Florida Department of Corporations registered information.
- C. The seal of the Association shall bear the name Parrot Cove Neighborhood Association, Inc. a not-for-profit Florida corporation, established 2002.

ARTICLE II – PURPOSE

- A. The Association has been incorporated for the purposes set forth in the Parrot Cove Neighborhood Association, Inc.’s Articles of Incorporation, as may be amended from time to time.
- B. The Association is a nonprofit educational organization serving the residents of the Parrot Cove Neighborhood located in the historic district of Lucerne, City of Lake Worth, Palm Beach County, FL.
- C. The Association shall sponsor and support lectures, public forums, workshops, discussions, research, publications, special programs and other activities to educate residents, government officials and other organizations on public issues i.e. the unique character of the neighborhood, public safety, neighborhood concerns and governmental operations and services.
- D. The Association shall hold regular meetings and may publish a newsletter and website to keep its Members informed about traffic, law enforcement, historic preservation and other matters that affect their homes, neighborhood and community.
- E. The Association shall take efforts to cooperate with the City of Lake Worth and all other governmental agencies and convey important information from said agencies to its Members.
- F. The Association shall help its Members inform governmental agencies of their needs, concerns and opinions.
- G. The Association shall operate in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Code.
- H. No part of the net earnings of the Association shall inure to the benefit of or be distributed to its Members, Directors, Officers or other private persons, except that the Association shall be authorized and empowered to make reasonable compensation for services rendered and to make payment and distributions to further the purposes set forth in the Articles of Incorporation and these Bylaws.

- I. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to any candidate for public office.
- J. The purposes for the Association is organized are exclusively religious, charitable, scientific, literary, and educational; within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Code. The Association shall not endorse any specific religious denomination or religious dogma.
- K. Notwithstanding any other provisions of these Bylaws, this Association shall not carry out any activities not permitted to be carried out by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Code.
- L. Any terms defined in the Articles of Incorporation shall have the same meaning when used herein unless a contrary intent is clearly set forth here.
- M. The Association shall have all the powers granted to it by law, the Articles of Incorporation and these Bylaws, all of which powers and duties shall be exercised by its Board of Directors unless the exercise thereof is otherwise restricted by law, the Articles of Incorporation and/or these Bylaws.

ARTICLE III – MEMBERSHIP, VOTING AND DUES

- A. Classes of Membership. There shall be two (2) classes of membership in the Association:
 - a. Regular Members shall have full voting rights; can serve as Officers and Directors, can chair committees; shall receive all newsletters, meeting notices and other communications and can participate in all activities.
 - b. Honorary Members cannot vote, cannot serve as Officers and Directors, cannot chair committees but shall receive all newsletters, meeting notices and can participate in all other activities.
- B. Membership Qualifications.
 - a. Regular Membership in the Association shall be open to all persons who are 18 years of age or older who:
 - i. Own or rent a legal residence or business within the City of Lake Worth, FL, as determined by the City of Lake Worth, within the area bounded:
 - 1. On the south, by the north side of Lucerne Avenue,
 - 2. On the west, by the center line of Federal Highway,
 - 3. On the north, by center line of 13th Avenue N, and
 - 4. On the east, by east side of N. Golfview Road.
 - ii. Pay the annual dues of the Association,
 - iii. Provide their names, mailing addresses and legal residence or business addresses to the Association, and
 - iv. Be in good standing within the Parrot Cove Neighborhood and the Association.
 - v. No family within a household shall have more than two (2) Regular Memberships, and only one Regular Membership per adult single individual.
 - vi. Businesses shall have one (1) Regular Membership.

- vii. The boundaries of the Association may be changed by amendment of these Bylaws.
 - viii. Ownership of a residence shall be determined by reference to the latest official tax roll on file with the Palm Beach County Property Appraiser's Office or by presenting to the Secretary of the Association a copy of a more recently recorded deed for the real property of the residence.
 - ix. Renters must present a current signed lease, utility bill, voter registration card, driver's license or FL State ID.
- b. Honorary Membership in Association is given to a person at the discretion of the Board of Directors.
 - c. Membership in the Association begins as soon as the Membership requirements are met and expires at the end of each membership year which runs January through December.
- C. Voting.
- a. The voting rights granted to the Members of the Association pursuant to this Article shall be subject to the Association's right to suspend such voting rights for failure to maintain active status or good standing, as provided in ARTICLE III, Section B of these Bylaws.
 - b. The Secretary of the Association shall maintain a ledger or roll of active Members which shall be used to determine those who are permitted to vote.
- D. Dues.
- a. The amount of annual dues for the coming fiscal year shall be determined by a vote of the Board of Directors and approved by the Members no later than December 1 of each year.
 - b. Dues paid January 1 or later cover the membership for the fiscal year.
 - c. All Board members must be current with Membership dues.

ARTICLE IV – MEETING OF MEMBERS

- A. Meeting Time and Place.
- a. The Members shall meet at such time and place as is designated by the Board of Directors.
 - b. As far as possible the Members shall meet approximately 5 times a year at a regular time and place. Except in unusual circumstances as provided by law, by the Articles of Incorporation and/or by these Bylaws, all business shall be conducted at regular meetings.
- B. Voting Rights.
- a. Each Regular Member shall be entitled to one (1) vote, and must be present at a regular, special or emergency membership meeting to vote.
 - b. A vote of simple majority of those members present at a regular, special or emergency meeting shall rule on the voted issue.
 - c. The person chairing the meeting shall determine the method of voting; however, upon demand of any Regular Member, the vote on any issue shall be by written secret ballot.
 - d. The Regular Members must approve at a membership meeting, by a simple majority vote any significant project or significant policy decision.
 - e. Only the Board of Directors may authorize a proxy vote with proper notification.

- C. Annual Meeting.
- a. There shall be an annual meeting of the Members of the Association in the month of January of each year, at such regular time and place, if possible.
 - b. At the Annual Meeting the Regular Members shall elect Officers and Directors for the coming year, and transact such other business as shall properly come before them.
- D. Special Meeting.
- a. The President or a majority of Board of Directors may call special meetings of the Membership.
 - b. The President shall call a special meeting of the Membership, to be held within thirty (30) days, upon receipt of a written petition of twenty percent (20%) of all the Regular Members.
- E. Notice of Meetings.
- a. A written notice of the date, time, place and purpose of all annual and special meetings of the Members of the Association shall be given to the Members of the Association by any of the following means as determined by the President:
 - i. Personally;
 - ii. By newsletter at the Member's last known Parrot Cove address as it appears on the books and records of the Association;
 - iii. By posting notice in conspicuous places throughout the neighborhood;
 - iv. By posting on the Association's website; or
 - v. By e-mail at the member's last known e-mail address.
 - b. Except in the case of an emergency meeting, any such notice shall be give to the Members not less than five(5) days and not more the sixty (60) days before the meeting to which the notice pertains.
 - c. The secretary of the Association shall cause one (1) or more copies of any such written notice to be posted in a conspicuous place or places within the Parrot Cove Neighborhood approximately five (5) days prior to the meeting for which the notice given.
 - d. If written notice is not possible, the President and his/her designee, shall make a good faith effort to notify each Regular Member by telephone, email or other means of upcoming special meeting. The notice for each meeting shall contain a list of the major items of business to be transacted at the meeting.
- F. Waiver of Notice. Notwithstanding anything to the contrary contained in the Articles of Incorporation or these Bylaws, notice of any regular or special meeting of the Members of the Association may be waived by any Member before, during or after any such meeting, which waiver shall be in writing and shall be deemed to be that Member's receipt of notice of such meeting.
- G. Action Without a Vote. Whenever the vote of the Members is required or permitted by any provision of the Articles of Incorporation or these Bylaws to be taken at any meeting of the Members, the vote of the Members may be dispensed with if not less than the required percentage of Members to vote upon the action consent in writing to such action being taken: provided, however, unless all Members entitled to vote shall approve such action, notice of such action shall be given to all Members.
- H. Minutes of Meeting. The minutes of all meetings of Members shall be kept in a book or recording available for inspection by Members or their authorized representatives and Directors at reasonable times by written request.

ARTICLE V – OFFICERS AND DIRECTORS

- A. **Composition of Board of Directors.** The Board of Directors shall consist of the Officers and Directors of the Association.
- B. **Duties of Board of Directors.** The Board of Directors shall govern the Association and manage its business affairs.
- a. The Board of Directors shall determine which projects and policy decisions must be approved by a vote of the Regular Members.
 - b. No members shall undertake any significant project or make any policy statement on behalf of the Association without formal authorization from the Board of Directors and the knowledge of the Members.
 - c. The Board of Directors shall have such duties as provided in law, in the Association's Articles of Incorporation and in these Bylaws.
 - d. The Board of Directors shall have the power to:
 - i. To appoint a Newsletter/Website Editor and Newsletter/Website Committee;
 - ii. To appoint a Home Tour Chairperson and Home Tour Committee;
 - iii. To appoint an Event Chairperson and Event Committee;
 - iv. To create any committee or appoint any number of individuals they deem necessary for the proper functioning of the Association.
- C. **Number, Term, and Qualifications of Officers and Directors.**
- a. The Board of Directors shall consist of not more than seven (6) members: the President, Vice-President, Secretary, Treasurer, Director No.1, and Director No.2.
 - b. All Officers and Directors shall be Regular Members of the Association.
 - c. The Officers and Directors shall serve without compensation, but may be reimbursed for travel or other necessary and approved expenses.
 - d. No member may hold more than one (1) elective office per year.
- D. **Regular Meetings.** The Board of Directors shall hold regular and special meetings at times and in places determined by them. Except in unusual circumstances, all business shall be conducted at regular meetings. Special meetings of the Board of Directors shall be held when called by any member of the Board of Directors.
- E. **Checking Accounts.** One (1) signature shall be required on each check drawn of the accounts of the Association. The Treasurer and President shall be eligible to sign checks.
- F. **Liability Insurance.** The Board of Directors may purchase liability insurance.
- G. **Attendance of Members at Meetings.** All Members are welcome to attend all meetings of the Board of Directors and at the discretion of the Board of Directors, to participate in the discussion of issues.
- a. The Board of Directors shall notify all Regular Members of the time and place of each regular meeting of the Board of Directors and, when possible, shall notify the Regular Members of the time and place of special meetings.
- H. **Voting Rights.** Each Officer and Director shall be entitled to one (1) vote at meetings of the Board of Directors, and must be present to vote.

- a. A quorum consists of at least half of the Members of the Board of Directors shall be required to conduct business.
- I. Powers and Duties of Officers and Directors. The titles and duties of the Officers and Directors are as follows”
- a. President. The President’s powers and duties are:
 - i. To serve as the principal executive officer of the Association, and to supervise and control all activities.
 - ii. To preside at all meetings of the Membership and Board of Directors;
 - iii. To sign all contracts in the name of the Association;
 - iv. To sign, together with another officer, if the Board of Directors so requires, all checks, contracts, promissory notes, deeds and other instruments on behalf of the Association, except those which the Board of Directors specifies must be signed by other persons;
 - v. To act as ex-officio member of all committees;
 - vi. To authorize all media releases, official statements and policy statements;
 - vii. To call emergency meetings of the Board of Directors or the general Membership;
 - viii. To appoint an interim member of the Board of Directors to fill a vacancy until a Special Election is held to fill the vacancy;
 - ix. To faithfully implement all policies, orders and resolutions of the Board of Directors; and
 - x. To provide other such services as are necessary.
 - xi. The President or his designated representative shall attempt to attend all City commission meetings and NAPC meetings.
 - b. Vice-President. The powers and duties of the Vice President are:
 - i. The same as those of the President in the President’s absence or disability, or when the President assigns him/her presidential duties; he/she shall assist the President generally, and exercise such other powers and perform such other duties as may be prescribed by the Board of Directors or the President.
 - ii. To provide other such services as the President may assign.
 - c. Secretary. The powers and duties of the Secretary are:
 - i. To attend all regular and special meetings of the Members of the Association and of the Board of Directors and keep all records and minutes of proceedings thereof; or cause the same to be done;
 - ii. To take minutes at the Board and general meetings.
 - iii. To have custody of the minute book or tapes of the meetings of the Members, of the Association, of the Board of Directors, and of all committees;
 - iv. To attend to all correspondence in a timely manner on behalf of the Association, the Board of Directors, or the President to accomplish the business of the Association;
 - v. To have custody of the corporate seal and affix the same when required;
 - vi. To provide Regular Members with access to the records of the Association, after reasonable written notice, and at a time and place convenient to the Secretary and to the inquiring Regular Member; and
 - vii. To perform such other duties as may be assigned by the Board of Directors or by the President.
 - d. Treasurer. The powers and duties of the Treasurer are:

- i. To maintain all financial records of the Association;
 - ii. To conduct all financial transactions for the Association, under the direction of the Board of Directors;
 - iii. To serve as a custodian of the Association's funds, and to deposit them in banks or other financial institutions approved by the Board of Directors;
 - iv. To receive and record membership dues;
 - v. To maintain a current, up-to-date list of current Members;
 - vi. To notify all Members of the amount of dues and the time payment by mail or delivery to each Members last know mailing or e-mail address;
 - vii. To be an authorized signer of checks;
 - viii. To prepare an annual financial report and deliver it to the Members at the Annual Meeting, and to prepare other financial reports when instructed to do so by the Board of Directors; and
 - ix. To provide other such services as the President may assign;
- e. Director No. 1, Director No.2 and Director No.3. The powers and duties of the Directors shall be to represent the interests of the Regular Members, and to provide such other services as the President may assign.
- f. Appointment of Officers. The Board of Directors may appoint Assistant Vice Presidents, assistant Secretaries, Assistant Treasurers and such other officers as the Board of Directors deem necessary to administer the business and affairs of the Association.

ARTICLE VI – ELECTION, RESIGNATION, AND REMOVAL OF OFFICERS AND DIRECTORS

- A. Eligibility. Each Officer and Director shall be a Regular Member of the Association.
- B. Nominating Committee. No later than December 1 of each year, commencing with December 1, 2010, the President shall appoint a Nominating Committee.
- a. No later than January 1 the Nominating Committee shall provide the President with a list of nominees for the offices to be vacated. In making the nominations the Nominating Committee shall consider the varied interests of the Members of the Association, the nominees' general character, and any other relevant factor.
 - b. The Nominating Committee may solicit and accept recommendations from any member of the Association.
- C. Self-Nomination. Any Regular Member in good standing may nominate him/herself, or any Regular Member, to any office by providing written notification to the Board of Directors no later than December 1, commencing with December 1, 2010. The nominee's written acceptance of the nomination must accompany the nomination.
- D. Election procedures. The Board of Directors may mail or deliver an election notice to the last known Parrot Cove address or email address of each Regular Member of the Association at approximately fifteen (15) days before any election. That notice shall contain the names and addresses of each nominee for office, if known, and the time and place of the election. If there is not nominee for a position, any Member may make nominations from the floor at the Annual Meeting. The nominee must be present to accept the nomination.
- E. Voting Procedure. Voting for the positions of Officers and Directors shall be by verbal ballot during the January annual meeting. A Regular Member must be present at the annual meeting

and may vote for each Officer, and may vote for three (3) Directors. The three (3) nominees for Directors receiving the most votes, even if not a majority, shall be deemed elected.

- F. Assumpiton of Positions. The Board of Directors shall take office as follows:
- a. The President shall become President following the Annual Meeting of each year, and serve until the day of the next Annual Meeting, or until his or her successor assumes office.
 - b. A new Vice President, Secretary, Treasurer, Director No.1, and Director No.2, shall be elected at the Annual Meeting in each year, and any year, the Board of Directors shall hold a special election; otherwise, the President shall appoint an interim Officer or Directors to fill the position until the next regular election.

ARTICLE VII – STANDING COMMITTEES

- A. Committee. The Board of Directors shall appoint a Program Chairperson and Committee to plan and organize educational and other programs for the Members. The Program Chairperson shall notify the President and the Secretary of upcoming programs in time to notify the members through normal communication channels. The Program Chairperson and Committee shall not obligate the Association for any financial responsibility without receiving prior approval from the Board of Directors. The Board of Directors may rescind the appointment of the Program Chairperson or Committee at any time with or without cause.
- B. Annual Audit. The Board of Directors shall appoint an Annual Audit Chairperson and Committee to audit, or have audited, the financial records of the Association. The Annual Audit Chairperson may be any Regular Member not presently serving on the Board of Directors. The Committee shall consist of at least two (2) Regular Members. The Board of Directors may appoint any additional people or engage professional auditing services. The Annual Audit committee shall not obligate the Association for any financial responsibility without receiving prior approval from the Board of Directors. The Annual Audit shall be completed before July 1 of each year, and the results communicated to the Membership at that time.

ARITCLE VIII – FISCAL MANAGEMENT

- A. Fiscal Year. The fiscal year of the Association shall begin on the first day of January of each year or on such other date as shall be adopted by the Board of Directors. The Association may be dissolved by a unanimous vote of the Members (who are present at a special meeting) and entitled to vote at any regular or special meeting; provided, however, that the proposed action is specifically set forth in the notice of any such meeting.

ARTICLE IX – MISCELLANEOUS

- A. Caption and Heading. The Captions and Heading pertaining to the articles and paragraphs contained in these Bylaws are solely for the convenience of reference and in no way shall such captions or headings define, limit or in any way affect the substance of the provisions contained in these Bylaws.

- B. Number and Gender. Whenever used in these Bylaws, the singular number shall include the plural, the plural number shall include the singular and the use of any one gender shall be applicable to all genders.
- C. Severability. Should any of the covenants herein imposed be void or become unenforceable at law or in equity, the remaining provisions of this instrument shall nevertheless, be and remain in full force and effect.
- D. Conflicting Provisions. In the event there is any conflict between the Articles of Incorporation and these Bylaws, the terms and provisions of the Articles of Incorporation shall control.
- E. Governing Law. The terms and provisions contained in these Bylaws shall be construed, governed by and enforced in accordance with the laws of the State of Florida.

These Bylaws were adopted by majority vote of the Board of Directors at the May 6, 2010 Board meeting.

Marty Welfeld – yes
Teresa Miller – yes
Peter Robinson – yes
Kristy Gaza – yes
Peter Just – yes
Judith Just- yes
Debra Null – not present

BYLAWS

OF

PARROT COVE NIEGHBORHOOD ASSOCIATION, INC.
(A Florida Corporation Not for Profit)

THIS FIRST AMENDMENT TO THE BYLAWS OF PARROT COVE NEIGHBORHOOD ASSOCIATION, INC. is made this 5th day of August, 2010, by the BOARD OF DIRECTORS OF THE PARROT COVE NEIGHBORHOOD ASSOCIATION ("Association").

WHEREAS, the Association wishes to amend the Bylaws as set forth herein in accordance with Article V of the Bylaws; and

WHEREAS, a quorum of at least half of the Members of the Board have consented to this Amendment.

NOW, THEREFORE, in consideration of the foregoing, the Bylaws are hereby amended as set forth below.

ARTICLE III-MEMBERSHIP, VOTING AND DUES

Strike:

~~A. Classes of Membership. There shall be two (2) classes of membership in the Association:~~

Insert:

A. Classes of Membership. There shall be four (4) classes of membership in the Association:

Insert after subparagraph b.

c. Senior Members are residents which qualify for Regular Membership, are 90 years of age or older, shall receive free membership, shall receive all rights and notices as Regular Members.

d. Social Members are non residents, shall not have voting rights, shall have the right to attend social functions and receive publications.

IN WITNESS WHEREOF, the Association has caused this instrument to be executed by its duly authorized officers in its name the day and year first above written.

PARROT COVE NEIGHBORHOOD ASSOCIATION, INC.
a Florida not-for-profit corporation

By: Teresa Miller
Print Name: Teresa Miller, President

Attest: Debra Null
Debra Null, Secretary

Marty Welfeld - yes
Teresa Miller - yes
Peter Robinson - yes
Kristy Gaza - yes
Peter Just - yes
Judith Just - yes
Debra Null - yes

BYLAWS

OF

PARROT COVE NEIGHBORHOOD ASSOCIATION, INC.
(A Florida Corporation Not for Profit)

THIS SECOND AMENDMENT TO THE BYLAWS OF PARROT COVE NEIGHBORHOOD ASSOCIATION, INC. is made this 7 th day of June, 2012, by the BOARD OF DIRECTORS OF THE PARROT COVE NEIGHBORHOOD ASSOCIATION (“Association”).

WHEREAS, the Association wishes to amend the Bylaws as set forth herein in accordance with Article V of the Bylaws; and

WHEREAS, a quorum of at least half of the Members of the Board have consented to this Amendment.

NOW, THEREFORE, in consideration of the foregoing, the Bylaws are hereby amended as set forth below.

ARTICLE II-PURPOSE

Strike:

~~C. The Association shall sponsor and support lectures, public forums, workshops, discussions, research, publications, special programs and other activities to educate residents, government officials and other organizations on public issues i.e. the unique character of the neighborhood, public safety, neighborhood concerns and governmental operations and services.~~

Insert:

C. The Association shall sponsor and support:

i. Lectures, public forums, workshops, discussions, research, publications, special programs and other activities to educate residents, government officials and other organizations on public issues i.e. public safety, neighborhood community concerns and governmental operations and services.

ii. New construction, renovations, redevelopment and growth, which accomplishes the preservation, protection, perpetuation, enhancement and appropriate use of any

neighborhood landmarks, and the neighborhood's special historic, architectural, archaeological, aesthetic or cultural interest and value.

iii. Protection and enhancement of the scale, character and stability of our existing neighborhood and protection against the destruction of or encroachment upon neighborhood areas which contribute to its special character.

iv. Enhancement of the visual and aesthetic character and diversity of the neighborhood.

v. Development of civic pride and cultural stability through conservation of our historic neighborhood.

IN WITNESS WHEREOF, the Association has caused this instrument to be executed by its duly authorized officers in its name the day and year first above written.

Parrot Cove Neighborhood Association, Inc.

PARROT COVE NEIGHBORHOOD ASSOCIATION, INC.

a Florida not-for-profit corporation

By: *Teresa A Miller*
Print Name: Teresa Miller, President

Attest: *Debra G Null*
Debra Null, Secretary

Teresa Miller – yes
Kim Hanson - yes
Peter Robinson – yes
Terry Ralston - yes
Peter Just – yes
Judith Just – yes
Debra Null - yes

bylaw revision

From: **Teresa Miller** (tmiller1234@hotmail.com)

Sent: Thu 6/07/12 12:01 PM

To: Judith Just (judithjust01@hotmail.com)

Cc: twebb61@gmail.com; mildlydelirious@aol.com; info@mangoinn.com; cmhanson@mail.com;
peter.just@topproducer.com

Judith:

Gotten a vote from all and it is a unanimous 'yes' to the revision you proposed.

Teresa