

BYLAWS

June 16, 2008

ARTICLE I – NAME

The name of this association is NORTHDALE CIVIC ASSOCIATION, INC., incorporated under the provisions of Chapter 617 of the Florida Statutes, hereinafter sometimes referred to as the “Association”.

ARTICLE II – OBJECTS

The objects of this Association shall be to protect and promote the best interests of the residents of the area hereinafter set forth; to promote and strive for the improvement and betterment of all public facilities and services within the area; to promote and encourage a better community and civic spirit; to foster goodwill and friendship between and among all the residents of said area; and to cooperate with county, town and city officials and with other civic and public organizations for the general welfare of the entire community of Northdale.

ARTICLE III – AREA

The area to be covered and encompassed by the activities of this Association shall be that area located in Hillsborough County, Florida known as “Northdale”, as that subdivision is described in the Public Records of Hillsborough County, Florida.

ARTICLE IV – MEMBERSHIP AND VOTING

Membership shall be of two classes, Active and Associate

- A. Active Membership. Homeowners in the area hereinabove set forth shall be eligible for Active Membership in the Association. If the ownership of any home shall be in more than one person, all such persons shall be entitled to membership, but only one such member shall be entitled to hold elective office or to vote on matters affecting the Association, and dues and assessments shall be assessed only against that voting member.
- B. Associate Membership. Any person renting or leasing a single-family residence, or owning, leasing or renting any commercial property in said area shall be eligible for Associate Membership in this Association. No person holding an Associate Membership shall be eligible to hold *any* elective office in the Association or to vote on matters affecting the Association.

ARTICLE V – DUES

Annual dues shall be payable by all members. The annual membership dues shall be set by the Board of Directors. The dues, payable in advance, shall cover the twelve (12) month period beginning July 1 of each year and ending on June 30, of the following year. The annual membership dues may be raised or lowered at any meeting of the Board of Directors. Any change in the amount of annual membership dues will become effective immediately. Residents joining past August 1 and before May 1 at their request, may have their dues prorated at an even amount per month times the number of months remaining until July 1.

To be qualified as an Active Member in the Association, membership dues must be current. Any member failing to pay their dues, or obligations of any kind due to the Association, for a period of two (2) months after they are due, shall become inactive.

ARTICLE VI – FISCAL YEAR

The fiscal year of this Association shall be the twelve (12) month period beginning June 1 of each year and ending on May 31, of the following year.

ARTICLE VII – BOARD OF DIRECTORS

Composition and Term of Service. The Association shall be governed by a Board of Directors. Each of the 13 subdivision within Northdale shall have one Board member as a representative.

The members of the Board of Directors shall serve as directors of the Association from June 1 of the month following their election to May 31 of the following year, or until the earlier of their resignation, removal or death.

Election to the Board. The directors shall be elected annually at the annual meeting of the Association. Election to the Board of Directors shall be by ballot of the Active Members, each Active Member being entitled to cast one vote for each opening on the Board of Directors being filled at that annual meeting. A plurality of the votes cast shall be required to elect. Vacancies occurring on the Board shall be filled, until the next annual election, by vote of the remaining members of the Board of Directors. If, at the annual meeting of the Association, there is not a quorum of Active Members represented, then the Board of Directors may vote to elect members of the Board of Directors as is necessary to fill all vacancies on the Board.

- A. Nominations. Any Active Member of the Association may nominate himself or herself as a candidate for vacancies on the Board of Directors to be filled at the next annual meeting by submitting his or her name and address in writing to the Secretary of the Association at least four (4) weeks prior to the annual meeting.
- B. Removal of Directors. Any director may be removed by the concurrence of seventy-five percent (75%) of the Active Members of the Association present at a special meeting of the members called for that purpose in the manner provided for herein for special

meetings of the Association. The vacancy on the Board of Directors so created shall be filled by the Active Members of the Association at the same meeting.

- C. Executive Committee. The Executive Committee is composed of the Officers of the Association and the Board of Directors may delegate to this committee the power to transact, when the Board is not in session, business not affecting the established policy or procedure of the Association. The executive committee shall keep full minutes of its meetings and report the same to the next meeting of the Board of Directors.
- D. Management of Association Property. Property of the Association may be used or disposed of in accordance with the direction of the Board of Directors. However, the Board of Directors shall not enter into any transaction, whether as Buyer or Seller, having a value, purchase price, or sale price, in excess of Five Thousand and 00/100 Dollars (\$5,000) without having first obtained the approval of a majority of the Active Members of the Association present at any meeting of the Association at which such transaction is presented for approval. Further, under no circumstances shall the Board of Directors incur any debts or liabilities exceeding the net assets of the Association.
- E. Audit of the Books. The Board of Directors may at any time employ an independent certified public accountant to conduct an audit of the books of account of Association.
- F. Insignia, Colors, Badges and Flags. The Board of Directors may adopt insignia, colors, badges and flags for the Association as it deems desirable.
- G. Signature of Contracts and Formal Documents. Contracts and formal documents shall be signed by two (2) officers of the Association, or by two (2) of its members whom the Board shall designate at a meeting of the Board or in writing.

ARTICLE VIII – MEETINGS OF THE BOARD OF DIRECTORS

- A. Regular Meetings. Regular meetings of the Board of Directors shall be held on the third **Monday** of every month, unless such day falls on a legal holiday in which event the regular meeting for that month shall be held at such time and place as may be designated by the President or by resolution of the Board of Directors.
- B. Special Meetings. The President may call a special meeting of the Board of Directors at any time. A special meeting must be called on the written request of any three (3) members of the Board of Directors. At least seven (7) days' notice by mail or telephone of such meeting must be given to the members of the Board of Directors, which notice must state the object of the meeting.
- C. Quorum. Seven (7) directors shall constitute a quorum at meetings of the Board of Directors.
- D. Voting. If a quorum of Directors is present, the affirmative vote of a majority of the Directors represented at the meeting, whether in person or by proxy, shall be the act of

the Board of Directors, unless otherwise required by these Bylaws, the Association's Articles of Incorporation, or the laws of the State of Florida.

- E. Order of Business. At meetings of the Board of Directors, the following shall be the order of business:
1. Roll call
 2. Minutes of preceding meeting and action thereon.
 3. Reports of officers and committees.
 4. Elections.
 5. Unfinished business.
 6. New business.
 7. Adjournment.
- F. Attendance. Any member of the Board of Directors who shall be absent from three (3) consecutive meetings of the Board of Directors, unless they present satisfactory excuse(s), may be determined by a majority of the Board of Directors to have resigned as a member of the Board of Directors, and in that event that member shall cease to be a member of the Board of Directors. That member may, however, be reinstated by a majority vote of the Board of Directors.
- G. Written Action. Unless otherwise provided, any action required or permitted by law to be taken at a Board of Directors meeting or committee meeting may be taken without a meeting if the action is taken by all members of the Board on the Committee. The action must be evidenced by one or more written consents describing the action taken and signed by each Director or Committee member. Any such action shall be effective when the last Director or committee member, as the case may be, signs the consent, unless the consent specifies a different effective date.

ARTICLE IX – OFFICERS

- A. Designation of Officers. The officers of the Association shall be a President, a Vice President, a Secretary, NCA Treasurer, and an OWLS Treasurer. The officers shall be elected annually by the Board of Directors from among the members of the Board of Directors, at the Board of Directors' meeting immediately following the annual meeting of the Association, or at the first regular meeting of the Board of Directors after the annual meeting of the Association each year, and shall hold office until their successors shall have been elected, or until their earlier resignation, removal from office, or death.
- B. Duties of the President. The President shall be chief executive of the Association, charged with the duty of supervising all of its functions, subject to the orders of the Board of Directors. They shall preside over all meetings of the Association and the Board of Directors, and shall be ex officio a member of all committees.
- C. Duties of Vice President. In the absence or disability of the President, the Vice President shall perform all duties of the President. The Vice President needs to be aware of the

presidential expectation of the position. This will assist in ensuring the smooth transition from year to year. They shall also perform such other functions as the Board of Directors may from time to time assign.

- D. Duties of Secretary. The Secretary shall conduct the correspondence of the Association, issue notices of and keep minutes of all meetings of the Association and its Board of Directors, be custodian of the records, keep the roll of all members, and discharge such other duties as may be assigned to them by the Board of Directors or the President.
- E. Duties of NCA Treasurer. The NCA Treasurer shall collect all the membership dues and shall have the care and custody of all the funds and property of this Association, which shall be disbursed by them only upon the order of the Board of Directors or of the President. They shall submit a report for the preceding year at the annual meeting and shall render special reports when requested to do so by the Board of Directors. They shall deposit all funds in the name of the Association in such bank or banks as may be designated by the Board of Directors. The NCA Treasurer shall co-sign with the President or Vice President all checks drawn on the accounts of the Association. In the absence or incapacity of the NCA Treasurer, their power to sign checks may be delegated by the Board of Directors to one of its members.
- F. Duties of Owls Treasurer. The Owls Treasurer shall handle only the income and expenses directly related to the Older Wiser Lively Seniors club. Owls' financial reports will be submitted at the monthly association board meetings and when requested by the Board of Directors. All Owls' funds will be in the name of the association, dba Northdale OWLS, in such bank or banks as may be designated by the Board of Directors. The Owls Treasurer shall co-sign with the President or Vice President all checks drawn on Owls' accounts. In the absence or incapacity of the Owls' Treasurer, power to assign checks may be delegated by the Board of Directors to one or its members.
- G. Vacancy. Should a vacancy occur by death, resignation or otherwise, the same shall be filled without undue delay by the Board of Directors.
- H. Removal. Any officer may be removed by a majority vote of the entire Board of Directors, with or without cause, whenever in their judgment the best interest of the Association will be served thereby.

ARTICLE X – COMMITTEES

The following shall be committees of the Association and shall be constituted and empowered by the Board of Directors as follows:

- A. Executive Committee. This committee's duties and the number of members thereof are set forth in Article VII, Section E.

- B. Program Committee. This committee shall be appointed by, and have the number of members from time to time determined by, the Board of Directors or the President, and shall provide speakers on appropriate topics for monthly meetings of the Board of Directors and the annual and regular meetings of the Association.
- C. Special Committees. Special committees may be appointed from time to time by the Board of Directors or the President to consider and report to the Board of Directors on subjects requiring investigation or special projects that have been deemed by the Board of Directors to be of benefit to the community as a whole.

ARTICLE XI – MEETINGS OF THE ASSOCIATION

- A. Annual Meeting. The annual meeting of the Association for the election of directors and the transaction of the general business of the Association shall be held at the regular meeting of the Association in May of each year.
- B. Special Meetings. Special meetings of the Association may be called at any time by the President, and must be called at any time by the President, or in his absence by the Vice President or Secretary, at the request of a majority of the Board of Directors, or on the written request of not less than ten (10) Active Members of the Association entitled to vote. Ten (10) days' notice of any special meeting must be given to the members of the Association. Such notice must state the time, place, and purpose of the meeting.
- C. Quorum. A quorum at all meetings of the Association shall consist of at least twenty-five (25) Active Members in good standing entitled to vote. If a quorum of Active Members is present at a meeting, the affirmative vote of a majority of the Active Members represented at the meeting, whether in person or by proxy, shall be the act of the members of this Association, unless otherwise required by these Bylaws, the Association's Articles of Incorporation, or the laws of the State of Florida. Proxies shall be in writing subscribed by the member and shall be presented to the presiding official of the meeting to be qualified.
- D. Order if Business. At annual and regular meetings of the Association the following shall be the order of business:
 - 1. Roll Call.
 - 2. Minutes of the preceding meeting and action thereon.
 - 3. Reports of officers.
 - 4. Reports of committees.
 - 5. Election of Directors, if appropriate.
 - 6. Unfinished business.
 - 7. New business.
 - 8. Address of guest speaker and discussion thereon.
 - 9. Adjournment.

ARTICLE XII – SEAL

The seal of the Association shall be circular and shall bear the words “NORTHDALE CIVIC ASSOCIATION, INC.”, the word “Florida”, the words “Corporation not for profit” and the year of incorporation, in accordance with the impression made at the margin of this page.

ARTICLE XIII – RULES OF ORDER

“Robert Rules of Order” shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE XIV – ADMENDMENTS

The Bylaws of this Association may be amended or revised by the Board of Directors by unanimous vote of all Directors, or by the affirmative vote of a majority of the Active Members present at the annual or at any regular or special meeting of the Association, provided that the notice of any such meeting contains a summary of the proposed amendment or amendments.

ARTICLE XV – DISSOLUTION

This Association may be dissolved by the vote of a two-thirds (2/3) majority of its Active Members. In the event of dissolution, the property of the Association shall be distributed pro rata to its members then in good standing on the rolls of the Association.

ARTICLE XVI – INDEMNIFICATION

Each director, officer, or employee of the Association, now or hereafter serving as such may be indemnified by the Association against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as a director, officer, or employee, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as a director, officer or employee of the Association, and the Association may reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or reimbursed for any expenses incurred in connection with any claim or liability arising out of his or her own fraud, misrepresentation, or gross negligence. Any indemnification or reimbursements pursuant to this article shall not be exclusive or any rights to which any director, officer, or employee of the Association may otherwise be entitled to by law.