

MAINLANDS SECTIONS 1 AND 2 CIVIC ASSOCIATION, INC.

4301 MAINLAND DRIVE
TAMARAC, FL 33319



MYMAINLANDS1-2.ORG

**CONSTITUTION
AND
BYLAWS**

Revised December 2020

TABLE OF CONTENTS

ARTICLE I	DEFINITIONS	1
ARTICLE II	ADMINISTRATION	3
ARTICLE III	PURPOSE	3
ARTICLE IV	MEMBERSHIP	4
ARTICLE V	MEMBERSHIP VOTING	6
ARTICLE VII	OFFICERS AND DIRECTORS	9
ARTICLE VIII	DUTIES OF OFFICERS AND DIRECTORS	11
ARTICLE IX	COMMITTEES	15
ARTICLE X	ACTIVITIES AND CLUBS	16
ARTICLE XI	NOMINATION OF DIRECTORS	18
ARTICLE XII	ELECTION OF DIRECTORS	19
ARTICLE XIII	BOARD MEETINGS	20
ARTICLE XIV	MAINTENANCE	22
ARTICLE XV	NOTFORPROFIT ORGANIZATION.....	23
ARTICLE XVI	PROCEDURE FOR AMENDING THE CONSTITUTION AND BYLAWS	23
ARTICLE XVII	MISCELLANEOUS.	25

MAINLAND SECTIONS 1 AND 2 CIVIC ASSOCIATION, INC.
CONSTITUTION AND BYLAWS

ARTICLE I - DEFINITIONS

As used in Articles I - XVII of this Constitution and Bylaws.

- (1) **Assessment** means a sum or sums of money payable to The Mainlands Sections 1 and 2 Civic Association, Inc. by the Owner(s) of one or more Parcels as authorized in the Governing Documents, which if not paid by the Owner of a Parcel, can result in a lien against the Parcel. Maintenance payments are considered assessments.
- (2) **Association** or **Civic Association** or the **Homeowners' Association** means Mainlands Sections 1 and 2 Civic Association, Inc., a not-for-profit corporation that is responsible for the operation of the Community. Membership is a mandatory condition of Parcel ownership. The Association is authorized to impose assessments that, if unpaid, may become a lien on the Parcel.
- (3) **Board** or **The Board** or **The Board of Directors** includes all Officers and Directors of The Mainlands Sections 1 and 2 Civic Association, Inc.
- (4) **Common Area** means all real property owned by the Association which is dedicated for use by the Association or its Members.
- (5) **Community** means the real property that is subject to the Declaration of Restrictions, which is recorded in Broward County.
- (6) **Declaration of Restrictions** or **Declaration of Covenants** or **Declaration** means the recorded written instrument in the nature of covenants running with the land which subjects the land comprising the Community to the jurisdiction and control of the Mainlands Sections 1 and 2 Civic Association, Inc. in which the Owners of the Parcels must be Members.
- (7) **Governing Documents** means:
 - a. The recorded **Declaration of Restrictions** and all duly adopted and recorded amendments, supplements, and recorded exhibits thereto; and
 - b. The **Articles of Incorporation** (sometimes referred to herein as the **Articles**) and **Constitution and Bylaws** (sometimes referred to herein as the **Bylaws**) of The Mainlands Sections 1 and 2 Civic Association, Inc., and any duly adopted amendments thereto, and
 - c. Such Rules and Regulations as are duly passed by the Board.

- (8) **Lease or Rent** means a written contract by which the Owner conveys a property for a specified term and for a specified rent. Said rent to be of whichever form, such as, but not limited to money, valuables, services, payment of the maintenance or utility expenses for the Lot or Unit, etc.
- (9) **Lot** shall mean and refer to any portion of the Property (and a subdivided Lot of record) upon which it is intended that a House shall be constructed and which is zoned or shown on any applicable site or plan as being intended for residential use. Each Lot shall be a Residential Lot.
- (10) **Member or Parcel Owner or Owner** means a recorded Owner of legal title to a parcel in The Mainlands of Tamarac Lakes or in The Mainlands of Tamarac Lakes, Second Section.
- (11) **Member in good standing** means a Member whose payments of all maintenance assessments and all other assessments levied by the Declaration or by the Board are current.
- (12) **Natural Person** – a legal term meaning an individual, not a bank or corporation, or trust.
- (13) **Parcel** means a platted lot, tract, unit or other subdivision of real property, as described in the Declaration:
 - a. which is capable of separate conveyance (the action of transferring to an individual or individuals); and
 - b. of which the Parcel Owner(s) is/are obligated:
 - 1. by the Governing Documents to be a Member of the Association that serves the community; and
 - 2. to pay to the Homeowners' Association assessments which, if not paid, will result in a late fee and/or a lien.
- (14) **Property** shall mean the real property that is subject to the Declaration of Restrictions, which is recorded in Broward County.
- (15) **Unit, Home or House** shall mean and refer to any building or structure or improvement intended for residential use.
- (16) **Voting interest** means the voting rights given to the members of the Mainlands Sections 1 and 2 Civic Association, Inc., pursuant to the governing documents.

ARTICLE II - ADMINISTRATION

- (A) Bylaws. This is the Constitution and Bylaws of Mainlands Sections 1 and 2 Civic Association, Inc., in the City of Tamarac, Florida, a not-for-profit Corporation (hereinafter referred to as the “Association”).
- (B) Purpose. Association has been organized for the purposes stated in its Articles and shall have all of the powers provided in these Bylaws, the Articles, the Declaration, any statute or law of the State of Florida or any other power related to any of the above powers.
- (C) Principal Office. The principal office of the Association shall be at such place as the Board may determine from time to time. The mailing address of this Association is 4301 Mainland Drive, Tamarac, Florida 33319-5841
- (D) Board. The Civic Association is to be managed by a Board of Directors (herein referred to as the “Board”) consisting of seven (7) Directors elected by the Members of the Association. From among the seven (7) Directors sitting on the Board, the Board is to elect four (4) Officers for the Association consisting of a President, Vice-President, Secretary and Treasurer. One Director may serve as more than one Officer except that the President shall not also serve as the Vice-President or Secretary.
- (E) Committees. The Board is to be assisted in the operation of the Association for services, maintenance of properties and any other affairs for the benefit of the property Owners by Standing and Special Committees appointed by the Board.

ARTICLE III - PURPOSE

In addition to the purposes stated in the Association’s Articles the Association shall have as its purposes:

- (A) To take an active part in civic affairs and promote participation in the community.
- (B) To protect the interest of the taxpayer in the City of Tamarac and to oppose all activities or proposals which tend to depreciate our investment in our properties.
- (C) To present a united front on all matters of mutual interest to the membership and the Community.
- (D) To provide such service as approved by the membership as would help maintain the physical condition and value of the properties and adjacent areas, and to assess each Member subscribing to such services a pro rata share of the cost of providing such services. This includes the

maintenance, replacement and/or repairs of the Clubhouse and Administration Building and their furnishings and appliances, pools and equipment, surrounding areas and landscaping.

ARTICLE IV - MEMBERSHIP

- (A) Membership. Members of this Association shall be recorded property Owners in Mainlands Sections 1 and 2 of Tamarac, Florida.
- (B) Changes in Membership. The transfer of the ownership of any Lot, either voluntarily or by operation of law, shall automatically terminate the membership of the prior Owner and the transferee or new Owner shall automatically become a Member of the Association. It shall be the responsibility of any such transferor and transferee of a Lot to notify the Association of any change in the ownership of any Lot, and the corresponding change in any membership, by delivering to the Association a copy of the deed or other instrument of conveyance which establishes a transfer of ownership. In the absence of such notification, the Association shall not be obligated to recognize any change in the membership or ownership of a Lot for purposes of notice, voting, Assessments, or for any other purpose.
- (C) Member Register. The Association shall maintain a register in the office of the Association showing the names and addresses of the members of the Association. It shall be the obligation of each Member of the Association to advise the Association of any change of address of the Member, or of the change of ownership of the Member's Lot, as set forth above.
- (D) Obligation of Member to Pay Assessments. The property Owner shall pay all Maintenance assessments and all other assessments levied by the Declaration of Restrictions or by the Board as such are defined in the Declaration of Restrictions. If any Owner is in default in the payment of any regular assessment owed to the Association for more than ninety (90) days after written demand by the Association, the Owner shall no longer be considered a Member in Good Standing. The Association, upon written notice to the defaulting Owner, shall have the right to suspend the Owner's voting rights.
- (E) Compliance with Governing Documents. Property Owners shall comply with the Declaration of Restrictions, Articles of Incorporation, Constitution and Bylaws, rules and regulations agreed upon by the Civic Association.

- (F) Non-property Owners. Non-property Owners shall have no voice in the operation of the Civic Association. Property Owners are responsible and it is their duty to advise their guests/tenants, occupants and invitees that they must comply with the Declaration of Restrictions, Articles of Incorporation, Constitution and Bylaws, rules and regulations.
- (G) Single Family Homes. Membership in the Civic Association is restricted to Owners of single-family homes.
- (H) Age Limitation. Mainlands Sections 1 and 2 Civic Association, Inc. is designed and intended as a community for older persons to provide housing for occupants who are fifty-five (55) years of age or older. Therefore, no lot shall at any time be permanently occupied by children who are under eighteen (18) years of age; except that children below the age of eighteen (18) may be permitted to visit and temporarily reside not in excess of thirty (30) cumulative days in any twelve-month period. No permanent occupancy of any Lot by an individual between the ages of eighteen (18) and fifty-five (55) shall be permitted unless an individual fifty-five (55) years of age or older jointly and continuously occupies said Lot along with said individuals between the ages of 18 and 55 years.

Notwithstanding the same, the Board, in its sole discretion, shall have the right to establish hardship exceptions to permit individuals between the ages of eighteen (18) and fifty-five (55) to occupy a Lot in the Community, providing that said exceptions shall not be permitted in situations where the granting of a hardship exception would result in less than 80% of the lots in the Community having less than one resident fifty-five (55) years of age or older, it being the intent that at least 80% of the Lots shall have at all times at least one resident fifty-five (55) years of age or older.

The Board of Directors shall establish policies and procedures for the purpose of assuring that the foregoing required percentages of adult occupancy are maintained at all times.

Notwithstanding the aforesaid, resident(s) must vacate a property due to the birth of a child or if they enter into an adoptive, foster or guardianship contract which would necessitate the addition of occupants who are under the age of eighteen years. The Board, or its designee, shall have the sole and absolute authority to deny occupancy of a lot by any person(s) who would thereby create a violation of the aforesaid percentages of adult occupancy.

ARTICLE V - MEMBERSHIP VOTING

- (A) Voting Rights. The voting rights of the Members shall be as provided in the Articles of Incorporation and in the Declaration.
- (B) If any Owner is in default in the payment of any regular Assessment and/or any other assessments levied by the Declaration of Restrictions owed to the Association for more than ninety (90) days after written demand by the Association, the Association upon written notice to the defaulting Owner shall have the right to suspend the Owner's voting rights.
- (C) Majority Voting and Quorum Requirements. The acts approved by a majority of votes present in person or by proxy at a meeting at which a quorum is present shall be binding upon all Members for all purposes, except where otherwise provided by law, in the Declaration, in the Articles, or in these Bylaws. Unless otherwise provided in the Declaration, in the Articles, or in these Bylaws, at any regular or special meeting of Members, the presence in person or by proxy of persons entitled to cast the votes for thirty (30) Lots shall constitute a quorum.
- (D) Determination as to Voting Rights.
 - (1) In the event any Lot is owned by more than one natural person, his or her right to cast the vote for the Lot shall be established by the record title to the Lot.
 - (2) In the event any Lot is owned by more than one natural person, the one vote for the Lot may be cast at any meeting by any co-owner of the Lot provided, however, that in the event a dispute arises between the co-owners as to how the vote for the Lot shall be cast, or in the event the co-owners are unable to concur in their decision upon any subject requiring a vote, they shall lose their right to cast the vote for the Lot on the matter being voted upon at that meeting, but their membership shall be counted for purposes of determining the existence of a quorum.
 - (3) Parcel Owners who are not natural persons (Corporate Members, etc.) have voting rights
- (E) Proxies. Each Member entitled to vote at a meeting of the Members, or to express consent or dissent without a meeting, may authorize another person or persons to act on the Member's behalf by a proxy signed by such Member or his or her attorney-in-fact. Any proxy shall be delivered to the secretary of the meeting prior to the official start of the meeting. Any proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at

any time at the pleasure of the Member executing it. Every proxy shall specifically set forth the name of the person voting by proxy and the name of the person authorized to vote the proxy for him or her. Every proxy shall contain the date, time and place of the meeting for which the proxy is given, and if a limited proxy, shall set forth those items which the proxy holder may vote, and the manner in which the vote is to be cast.

ARTICLE VI - MEMBERSHIP MEETINGS

- (A) Annual Meeting. The annual meeting of Members for the purpose of electing Directors and transacting any other business shall be held once each year in December at a time and place to be determined by the Board and as is contained in the notice of such meeting. The annual meeting will be in accord with the regular Board meeting.
- (B) Special Meetings. Special meetings of the Members may be called at any time by the President or at the request, in writing, by at least 3 Directors or not less than the Owners of 30 Lots within the Association, or as otherwise provided by law. Such request shall state the purpose of the proposed meeting. Business transacted at all Special Meetings shall be confined to the subjects stated in the notice of meeting. Notice of any Special Meeting shall be given by the Secretary or other officer of the Association to all of the Members within thirty (30) days after same is duly called, and the meeting shall be held within forty-five (45) days after the same is duly called.
- (C) Who May Attend. In the event any Lot is owned by more than one person, all co-owners of the Lot may attend any meeting of the Members. In the event a Lot is owned by a business entity rather than a natural person, such as a Corporation or a Bank, any director or officer of the entity designated in writing by the entity may attend any meeting of the Members.
- (D) Place. All meetings of the Members shall be held at the principal office of the Association or at such other place and at such time as shall be designated by the Board and stated in the notice of meeting.
- (E) Notices. Written notice shall be given stating the place, day and time of any Members' or Special Members' meeting. The purpose or purposes of the meeting shall be given by first-class mail, e-mail or personal delivery to each Member entitled to vote at such meeting not less than fourteen (14) nor more than sixty (60) days before the date of the meeting at the direction of the President, the Secretary or the officer or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her

address as it appears in the records of the Association with postage thereon pre-paid. For the purpose of determining Members entitled to notice of, or to vote at any Members' meeting the Board shall be entitled to rely upon the Member register as the same exists ten days prior to the giving of the notice of any meeting. The Board shall not be required to take into account any changes in membership occurring after that date but may, in their sole and absolute discretion, do so.

If a Lot is owned by more than one person or by an entity, only one notice shall be required to be given with respect to the Lot. It may be given to any co-owner of the Lot or in the case of a business entity owning the Lot, to any officer, director or representative of the entity. This notice shall be sent to the Lot address unless the Owner(s) of the Lot have provided written notice to the Association of a different address to be used for notification.

- (F) Waiver of Notice. Whenever any notice is required to be given to any Member under the provisions of the Declaration, the Articles or these Bylaws, or as otherwise provided by law, a Member may waive such notice in writing. Additionally, a Member's attendance at a meeting shall constitute a waiver of notice of such meeting with regard to that Member.
- (G) Adjournments. Any Members' meeting may be adjourned or continued by a majority vote of the Members present (in person or by proxy) and entitled to vote. If no Member entitled to vote is present, any Officer of the Association may adjourn the meeting. If any meeting is adjourned or continued to another time and/or place, and that time and place are announced at the meeting, it shall not be necessary to give any notice of the adjourned meeting to the members. Any business may be transacted at the adjourned meeting that might have been transacted at the original meeting.
- (H) Organization. At each meeting of the Members, the President, the Vice President, the Secretary, or in their absence, any person chosen by a majority of the Members present, shall act as chair of the meeting. In the absence or inability of the Secretary to act, any person appointed by the chair of the meeting shall act as Secretary of the meeting.
- (I) Order of Business. The order of business at the Annual Meeting of the Members shall be:
 - (1) Determination of chair of the meeting
 - (2) Calling of the roll and certifying of proxies
 - (3) Proof of notice of meeting or waiver of notice
 - (4) Reading and disposal of any unapproved minutes
 - (5) Reports of Directors, Officers or Committees

- (6) Nomination and election of inspectors of election
 - (7) Determination of number of Directors
 - (8) Election of Directors
 - (9) Unfinished business
 - (10) New business
 - (11) Adjournment.
- (J) Minutes. The minutes of all meetings of the Members shall be kept in a book available for inspection by the Members or their authorized representatives and the Directors, upon reasonable notice, during reasonable times, for a proper purpose. The Association shall retain these minutes for a period of not less than seven years.
- (K) Right to Speak. Members have the right to attend and speak at any meeting. With regard to the right to speak, Members who have signed a log (requesting to speak) before the start of the meeting may speak for up to three (3) minutes with reference to any agenda item. The Board may permit Members to exceed the three (3) minute limitation where they deem appropriate. The Board may adopt other reasonable rules governing the frequency, duration and other manner of Member statements.

ARTICLE VII- OFFICERS AND DIRECTORS

- (A) Membership. The affairs of the Association shall be managed by a Board of seven (7) Directors. The number of Directors on the Board may be increased or decreased but may never be less than three (3) or more than nine (9) Directors. The number of Directors may be changed at any meeting where the Members are to elect any Directors, in the following manner:
- (1) by the Board, including the then exiting Board members, if prior to such meeting of the Members the Board votes to change the number of Directors and such change is indicated in the notice of the meeting sent to the Members, or
 - (2) by the Members at a Members' meeting convened prior to the election of Directors. If the number of Directors on the Board is not changed, then the number of Directors shall be the same as the number on the Board prior to such meeting (plus any unfilled vacancies created by the death, incapacitation, resignation or removal of a Director). In any event, there shall always be an odd number of Directors.

- (B) Directors shall be elected by the Members at the annual meeting of Members. The term of each of the seven (7) Directors serving on the Board shall be two (2) years with the privilege of reelection. The election of Directors shall be staggered over a two-year cycle, with three Directors being elected in the first year, with four Directors being elected in the second year, and the cycle repeating itself thereafter.
- (C) All Officers and Directors, after certification of election, shall begin their duties at the beginning of the following year on January 1. Immediately following election of the Directors at the annual meeting of Members, the elected Directors shall call a Directors meeting at which the Directors shall choose from among themselves, the Officers. (i.e., the President, the Vice-President, the-Secretary, the Treasurer, etc.) to serve for the ensuing two (2) years. The term of each Officer shall be for two years with the privilege of re-election. Should a vacancy occur on the Board of Directors in between Annual Members' meetings, the remaining Directors, by majority vote, shall appoint a Member to temporarily fill the vacancy until the next annual meeting when the Members will vote to elect a Member to complete the remaining term, if any, of the vacated directorship.
- (D) Except where elsewhere provided in these Bylaws to the contrary, all Officers and Directors shall continue to serve until their successors have been elected, certified and assumed their duties.
- (E) In case of a vacancy or incapacitation in the office of President, the Vice President shall automatically assume the duties of and become President. The vacancy thus created in the office of Vice President shall be filled from among the remaining Directors, by a majority vote of the remaining Directors. In the event both President and Vice President are unavailable to conduct their duties, the Secretary will assume the office of acting President and the vacancy thus created in the office of Secretary and the vacancy then existing in the office of Vice-President shall be filled from among the remaining Directors by a majority vote of the remaining Directors. In the event that the President, Vice President and/or Secretary or Treasurer are unable to conduct their duties, some other Director should call the meeting to order and the Directors remaining should immediately elect from among the remaining Directors a Chairperson pro tem to preside during that session. The vacancies to be filled pursuant to this subparagraph shall be vacancies in the positions of Officers only. Vacancies in the positions of Directors shall be filled as specified in subparagraph VII, (C), above

- (F) The election of Directors by the Members shall be by ballot (unless dispensed with by unanimous consent) and by a plurality (the most votes) of the votes cast, each Member voting being entitled to cast his or her votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting. For these elections a Member can only vote once for an individual.
- (G) Term of Office. All Directors elected by the Members shall hold office until the completion of their term and until their successors are duly elected, or until such Director's death, incapacitation, resignation or removal, as hereinafter provided or as otherwise provided by statute or by the Articles.

ARTICLE VIII - DUTIES OF OFFICERS AND DIRECTORS

The Officers and Directors shall have the right to exercise all of the powers and duties of the Association, expressed or implied, existing under these Bylaws, the Articles, the Declaration of Restrictions, or as otherwise provided by statute or law.

- (A) The President shall:
 - (1) Preside at all Association meetings and maintain order.
 - (2) Appoint all Committees and Chairpersons.
 - (3) Act as ex-officio member of all committees except the Nominating Committee and Election Committee.
 - (4) Authorize expenditures are not to exceed \$2500. Any amount from \$2,500 to \$15,000 may be authorized by a majority vote of the Board. Any amount in excess of \$15,000 and up to \$30,000 may be authorized by the Property Owners at a regular or Special Members' meeting where such approval is specifically noticed as an item on the agenda.

Any amount over \$30,000 must be proposed at a regular /Board meeting, published in the Mainlander, specifically referenced in written notice of the meeting delivered to each property Owner, and authorized by a majority vote of the property Owners present at a regular or a special Members' meeting. The President and/or Board cannot approve expenditures which in effect circumvent the above specified procedure in order to eliminate the need to put the expenditure to a vote of the property Owners at a regular or special Members' meeting as required above (for example, the Board voting to approve expenditures of \$2,500.00 at successive Board meetings for an item with a total cost of more than \$2,500.00).

Beginning on January 1, 2004, the monetary limits set forth in the previous sub-paragraph can be increased from time to time by a majority vote of the Owners attending a Regular or Special Members' meeting. It will no longer be necessary to modify the Constitution and the Bylaws to achieve this result.

- (5) Authorize any emergency or hazardous repairs (electric, air conditioning, plumbing, property damage, etc.) with approval of the Board.
- (6) Not donate, pledge, contribute or give any money to any political or charitable organization, person, place or thing outside of the Civic Association without approval of the Board and property owners at a Special Meeting.
- (7) Enter in and make all contracts and agreements which have been initiated by the Board on behalf of the Association and with the approval of the Property Owners, when necessary, as in (4) above.
- (8) Make certain that all orders and/or resolutions of the Board are carried out.
- (9) Use the corporate seal of Mainlands 1 and 2 Civic Association, Inc. by causing it or a facsimile thereof to be impressed, affixed, or reproduced. The corporate seal will be kept in the possession of the Treasurer.
- (10) Be accountable for the safekeeping of all documents, contracts, and other important papers.
- (11) Present an annual report at the January meeting.

(B) The Vice President shall:

- (1) Preside at meetings in the absence of the President.
- (2) Assist the President in other duties upon request.
- (3) Serve as a member *ex-officio* of all committees except Nominating and Election Committees.

(C) The Secretary shall:

- (1) Take the minutes of all Members' and Board meetings.
- (2) Maintain written minutes of Members' and Board meetings in a permanent record book provided specifically for this purpose.
- (3) Receive, transmit and file all correspondence directed to and from the Association and perform all duties pertaining to the duties of Secretary.

- (4) Post a typed copy of the minutes of each regular Board meeting on the Clubhouse Bulletin Board within ten (10) business days after each regular Board meeting and provide the Board members with a copy of the minutes of all Members' and Board meetings.
 - (5) Keep a copy of the official records of the Association for the period of time and in the manner required for Homeowners' Associations under Chapter 720 of the Florida Statutes, as they may be amended from time to time.
- (D) The Treasurer shall:
- (1) Keep a copy of the financial and accounting records of the Association for the period of time and in the manner required for Homeowners' Associations under Chapter 720 of the Florida Statutes, as they may be amended from time to time.
 - (2) Receive all monies and receipts for expenditures from all activities sponsored by the Association, then deposit those monies in the Association's bank accounts. Checking/savings accounts and monetary investments shall be insured by an agency of the Federal Government.
 - (3) Oversee special funds such as reserves in a checking or saving account as authorized in a Members' meeting.
 - (4) Issue checks to pay duly authorized bills. All said checks are to be signed by the President and Treasurer, except and only if either of them, but not both of them, is absent or unable to sign, then any other Board member may be authorized to sign as a second person in addition to the President or the Treasurer.
 - (5) Oversee a petty cash fund to pay for minor miscellaneous expenditures when said receipts are presented.
 - (6) Report monthly to the Board on current transactions and status of funds. This report will also be published in each Mainlander.
 - (7) Present an annual report at the February Board meeting for the previous year.
 - (8) Have the account books and/or ledgers audited at the discretion of the Board.
 - (9) Ensure that all Committees and Clubs give a complete and accurate account of all monies collected and spent. Receipts must accompany all activity reports.

(E) The Board of Directors shall:

- (1) Meet not less than one time per month, upon call by the President or by written request to the Secretary by not less than a majority of the Board, except when meetings are suspended for the summer months pursuant to Article XIII, (A), (1).
- (2) Conduct and transact official business when a quorum is present, said quorum to consist of a majority of the Board.
- (3) Declare that a vacancy exists in any office within the Board whenever, for any reason deemed inexcusable by the Board, an Officer fails to attend three (3) consecutive regular or Special Board meetings. Such a declaration of the Board shall be made only after written notice to the said Officer and upon his or her failure to offer, within a period set by the Board, an explanation deemed acceptable by the Board.
- (4) Request the resignation of any Officer and remove said Officer from his or her office if he or she refuses to voluntarily resign, for any action deemed detrimental to the organization. Such requested resignation or removal may only be effected at a Special meeting of the Board called for this specific purpose and only after a majority of the Board has approved that such resignation should be requested or such person should be removed as an Officer. The Special meeting shall be called by the President or by the Secretary upon written request to the Secretary by not less than a majority of the Board. As an alternative, the President may call a Special meeting of Property Owners (or a Vice President may if the situation warrants) to decide whether an Officer should be removed from his or her position and if a majority of Property Owners present at this Special meeting vote for or against removal, their decision will govern.
- (5) Replace the Officer removed from office by following the procedures stated in Article XII – Election of Directors – subparagraph H.
- (6) Require each Officer, at the end of his or her term, to deliver all Association related assets, records, reports, etc. to their successor in office or to the Board.
- (7) Act as a Screening Committee, or the President can appoint a three or more Member Screening Committee. The Screening Committee shall determine whether the prospective property owner, renter, lessee, or occupant conforms to the requirements as specified in the Governing Documents of Mainlands Sections 1 and 2 Civic Association, Inc. All prospective owners, renters, lessees and occupants must be identified by

name on the application submitted to the Association, and the requested information for each on the application must be completed, and all are to be physically present or by any other acceptable electronic means when justified at any interview required by the Board or Screening Committee. The Board may engage the assistance of an outside agency to perform background investigations, which may include but are not necessarily limited to, a criminal background check and a credit history check, on all applicants for ownership or occupancy of a Lot in Mainlands Sections 1 and 2 Community. The Association may charge for the cost of background investigations and may also charge a transfer fee to offset the cost of the approval and screening process.

- (8) Have the authority to pass such reasonable Rules and Regulations as the Board deems to be in the best interests of the Association and which are not otherwise in conflict with the other Governing Documents of the Association.
- (F) No member of the Board, Committee Chairperson or Committee member may engage legal counsel for any purpose concerning the Civic Association or property Owners without approval of a majority vote of the Board.
- (G) Every Officer and Director of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a part or in which he or she may become involved by reason of his or her being or having been an Officer or Director at the time said expenses are incurred.

No Officer or Director of the Association shall be so indemnified by the Association where the Officer or Director is judged by the Board and property Owners to have been guilty of willful misfeasance in the performance of his or her duties.

ARTICLE IX - COMMITTEES

- (A) Definition. A Committee shall be defined as a group of individuals who are appointed by the Board to perform a specific function from time to time as may be necessary for any Association purpose or as stipulated in the governing documents.
- (B) Standing and Special Committees. The Board shall establish Standing and Special Committees and Chairpersons for said Committees. All appointees must be Members in good standing. Each Committee

chairperson shall report on his or her Committee's activities at each regular Board meeting or whenever the President shall so direct. A Committee chairperson must give a full accounting to the Treasurer of all expenses and/or receipts of any function for which he or she is responsible. Under no circumstances can a Committee or chairperson withhold any monies for any purpose.

- (C) Committee Meetings. The meeting of any Committee or other similar body must be open to all Members. Members shall have a right to speak at such meetings as provided in Article VI (K), above, when a final recommendation will be made regarding the expenditure of Association funds or when the Committee or body has the power to approve or disapprove architectural decisions with respect to a specific Parcel or Lot owned by a Member in the Community.

ARTICLE X - ACTIVITIES AND CLUBS

(A) ACTIVITIES

Purpose - An Activity's purpose is defined as being social, for entertainment, educational, recreational, physical, spiritual, safety related or any other purpose deemed appropriate by the Board. Some examples of current Activities include Bible Study, Pétanque, COPS, the Pancake Brunch and Monday Night Movies. Activities are ongoing in nature, are open to all Mainlands 1 and 2 residents and welcome participation by individuals who reside outside the Mainlands 1 and 2 community. Any Mainlands 1 and 2 homeowner or group of homeowners may develop and take responsibility for an activity. Activities must be approved by the Board.

(B) CLUBS

Purpose - Clubs exist for the enjoyment and betterment of the Mainlands 1 and 2 Community. Clubs are ongoing and meet regularly. Individuals from outside Mainlands 1 and 2 are welcome to participate. These guidelines refer to a Mens' Club and a Womens' Club or any future clubs that may be approved by the Board.

(1) Leadership and Support

Individuals who assume the leadership roles in either the Mens' Club or the Womens' Club or any future clubs shall be known as its Chairperson and Assistant Chairperson (not President or Vice President, since these titles are reserved for those who serve on the Board of Directors of the Mainlands 1 and 2 Civic Association only.) The Leadership roles of Chairperson, Assistant Chairperson, Secretary and Treasurer shall be held by residents of Mainlands 1 and 2 in good standing. All leadership

roles may be elected or appointed by the Chairperson. The Chairperson may appoint or the group may select other individuals for support roles deemed necessary for the orderly and effective functioning of the Club. Individuals in support roles may live in Mainlands 1 and 2 or live outside the community.

(2) Documentation within Clubs

Each Club shall develop written guidelines for the purpose of and involvement in the Club which shall be referred to as the Rules for Participation. A copy of the Rules for Participation shall be given to each member of the Club. This document shall be submitted to the Board annually. It will include the names of the Chairperson and other individuals who have specific support roles. When there are changes in leadership, support roles or statements contained in the rules for Participation, the Board shall be notified.

(3) Financial Responsibilities of Clubs

Mainlands 1 and 2 Civic Association is a not-for-profit corporation. Inasmuch as the Mens' and Womens' Clubs collect donations and disburse money from bank accounts specific to these Clubs, accurate and complete records of income and disbursements shall be maintained by the Clubs. A yearly summary of Club finances shall be given at the annual Members' meeting in December.

The Club may keep a certain amount of money as an operating fund. Any income over and above expenses and the operating fund at the end of the year shall be given to the Association for the betterment of the Mainlands 1 and 2 Community, and/or be donated to a Charity or Charities of the Club's choosing.

(4) Use and Care of Facilities by Activities and Clubs

All Groups (Activities and Clubs) approved by the Board of Directors who use the facilities of the Mainlands 1 and 2 Community shall exercise due diligence and safety while using the facilities. When an Activity or Club uses the facilities, the facilities shall be returned to the same conditions as they are found.

(C) CONDUCT OF ACTIVITIES AND CLUBS

Activities and Clubs shall in no way by their conduct, affairs or operation be detrimental to the welfare of the Mainlands 1 and 2 Civic Association. Any such action may be deemed sufficient to require withdrawal of approval by the Board of Directors and cessation of the Activity or Club.

ARTICLE XI – NOMINATION OF DIRECTORS

(A) Nominating Committee:

- (1) The President shall appoint a Nominating Committee consisting of not less than three (3) Members at the regular Board meeting held in September. This Committee is to serve until it presents a slate of nominees at the Board meeting held in November.
- (2) The Nominating Committee shall be charged with obtaining a nominee for each available Director's seat which is up for reelection at the next election meeting and for obtaining each nominee's consent for presentation of his or her name for nomination at the Board meeting preceding the election meeting.
- (3) Self-Nominations. In addition to nomination of individuals by the Nominating Committee, Property Owners shall have the right to submit their own names for Board of Director positions up for election or re-election, A document referred to as a Self - Nomination Form will appear in the September and October issues of the Mainlander and will also be available in the Office. This form must be filled out completely and submitted to the Office in the Administration Building no later than 1 p.m. of the Monday in November which precedes the November meeting of the Board of Directors.
- (4) All nominees must be natural persons/owners (see definition on page 2) in good standing. Each nominee must agree to be in attendance when his or her name is presented or provide a written consent if unable to be present.
- (5) Should a nominee wish to withdraw after presentation of his or her name, a written statement indicating intent of withdrawal must be given to the Chairperson. The Nominating Committee will then continue to serve until another nominee is obtained for that vacancy.

- (6) If a complete slate of nominees is in place by the November Board of Directors meeting, a motion to close nominations shall be made by the President and voted upon by the Board. Once that motion is seconded and carried, no new nominations will be accepted for consideration.
- (7) After the nominations have been closed by the Board, in the event that the number of nominees exceeds the number of available seats, the Nominating Committee shall prepare printed ballots for each vacancy for which more than one candidate has been nominated.
- (8) Absentee ballots may be used in annual elections. It will be the responsibility of the absentee to secure his or her ballot.
- (9) There shall be no nominations made from the floor at the election meeting in December.

ARTICLE XII - ELECTION OF DIRECTORS

- (A) The Election Committee shall consist of a Chairperson appointed by the Board and shall have no less than three (3) other committee members and one (1) teller. (The teller is the one who supervises the tabulation of the votes)
- (B) The Election of Directors shall be held by ballot at the Annual Members' meeting.
- (C) In the event that there is not more than one nominee for a Director's seat from nominees submitting their names prior to the election meeting, the President shall direct the Secretary to cast a unanimous "Aye" ballot for the sole nominee and no further election proceedings need be held for that Director's seat.
- (D) If there are more nominees than available vacancies, it shall be necessary to conduct an election. At the election meeting all of the ballots cast shall be counted and tabulated by the Election Committee in the presence of the members in attendance and the teller.
- (E) If a Member is not able to attend the Annual (election) meeting, he or she may designate another person to act on his/her behalf (a proxy), or may submit an absentee ballot. The procedure for absentee ballots being provided will be determined by the Board.

- (F) The results of the balloting shall be announced by the President at the election meeting. In the event there is a tie for a Director's seat, the incumbent shall remain in office until a new election is held the following month at a Special Members' meeting called to hold a runoff election. Notice of the tie and of the runoff election will be printed in the Mainlander and delivered to every property Owner.
- (G) Installation of Directors shall include an acknowledgment of election and the taking of an oath of office at the election meeting (Officers will begin their term on January 1 of the year following election meeting.)
- (H) When a vacancy exists in the Board of Directors or in any elective office other than the President, the vacancy may be filled by the affirmative vote of a majority of the remaining Directors. Any Board member or Officer appointed to fill a vacancy shall serve on the Board until the next general election of Directors is held at the annual Members' meeting.
- (I) All property Owners voting for the Directors shall be asked to show identification and be checked against a list of property Owners provided to the Election Committee. Regardless of whether one or more persons appear as property Owners for a Lot, or whether a person owns multiple Lots within the Community, only one vote per Lot is permitted for each available Director's seat for which ballots are being cast.

ARTICLE XIII - BOARD MEETINGS

- (A) Regular Meetings of the Board:
 - (1) Regular meetings of the Board shall be held at least once monthly, at the time and on the day approved by the Board except as may be suspended by the Board during the summer months. The Board may modify the time and day, as necessary, to avoid conflict with a special occasion or holiday or for such other good reason as may be determined by the Board. Notice of change of meeting date shall be printed at least fourteen (14) days in advance in the Mainlander when possible
 - (2) Notice of all Board meetings, both regular and special, shall be posted in a conspicuous place in the Community at least 48 hours in advance of the meeting, except in an emergency.
 - (3) At the April Board meeting a vote of the Directors will be taken on the question of suspending the May, June, July and August Board meetings of that year.
 - (4) It is essential that the business of the Association have paramount priority over any subordinate group or affair.

- (5) Board meetings shall be opened for business by the President only when a quorum of Directors is present. A quorum of the Board of Directors shall consist of a majority of the Directors.
- (6) Resolutions of the Board shall be discussed by the Board at a Board meeting at which a quorum of Directors is present and shall require the approval of a majority of the Directors present at said Board meeting.
- (7) Annual reports by the President, Treasurer, and Committee chairs will be given as soon as feasible (at the January or February Board meeting of the following year.)

(B) Special Board meetings:

- (1) Special Board meetings may be called by the President as he or she may direct or upon written request to the Secretary by a majority of the Board or by the owners of thirty (30) Lots in the Association. Special meetings shall be limited to the subject for which the meeting is called.
- (2) An assessment may not be levied at a Board meeting unless the notice of the meeting includes a statement that an assessment will be considered at the meeting and states the nature of the assessment. Written notice of any Board meeting at which a special assessment will be considered or at which amendments to rules regarding Parcel or Lot use will be considered must be mailed, delivered, or electronically transmitted to the Members and posted conspicuously on the Property or broadcast on closed-circuit cable television not less than fourteen (14) days before the meeting.

(C) Rules Governing the Conduct of all Board meetings:

- (1) Procedures shall comply with Roberts Rules of Order insofar as they do not conflict with these Bylaws.
- (2) Property Owners desiring to discuss any matter on the agenda shall submit a request in writing to the Board of Directors prior to the meeting.
- (3) Property Owners shall not speak on any subject for more than three (3) minutes except by special permission of the President obtained prior to the meeting.
- (4) Property Owners shall not be permitted to speak more than one time on the same subject except by permission from the President and then only for purpose of rebuttal.
- (5) The agenda for each meeting will be posted in the Clubhouse and in the Administration building at least forty-eight (48) hours before the meeting, except in case of emergency.

ARTICLE XIV - MAINTENANCE

- (A) Purpose. The Board shall coordinate and direct all personnel employed or contracted to maintain the Property, in order to assure that the quality level of maintenance called for in contracts is complied with to the satisfaction of participating property Owners and the Board. It is the Board's responsibility to maintain a commercial lawn and sprinkler service for all participating property Owners. It shall be the responsibility of the Board to oversee the maintenance and renovation of any permanent installation in or on the common areas, or any item purchased by the Association, once installed.
- (B) The Office Administrator shall issue notices of payments or changes of services to new property Owners.
- (C) The Office Administrator may also be a person or business entity whose services are contracted for by the President, with the approval of the Board, and these services will be included in the Annual Budget.
- (D) The Board of Directors will determine action to be taken on delinquent Maintenance payments due from property Owners or other payments due from Owners, tenants, invitees or occupants of Lots. This will be in the form of a late fee, referral to an outside agency for collection and/or, in initiating a lien on the property.
- (E) Contracts:
 - (1) The Board is authorized to employ and negotiate contracts for whatever services it may deem necessary to carry out its functions, provided that the expense so incurred is within the framework of the established budget.
 - (2) Bids for all contracts should be solicited from three (3) insured and licensed contractors. The recommended bid of the Contractor selected by the Board is subject to review and approval of the Board and, if necessary, by the property Owners. All contracts made are to be signed by the President or another Board member if the President is not available.
- (F) Assessments.
 - (1) Only the Board may increase or decrease the existing maintenance assessments after discussion and approval of a majority of the Directors present at a duly noticed Special Board meeting called for said purpose where a quorum of Directors is present and where due notice has been provided to the property Owners. Notice of the revised maintenance amount shall be mailed to the property Owners by forwarding the same

to the person designated as the party to receive notices for each Lot. The revised maintenance fee shall start with the next calendar year unless otherwise specified at the Board meeting and the in the notice to the property Owner, the revised maintenance fee shall start no sooner than thirty (30) days after the date of said notice.

- (2) Special Assessments – In the event that a Special Assessment becomes necessary, the Board of Directors shall inform Owners in writing as to the need for and nature of the assessment. The Board of Directors shall indicate date and time for a special Board meeting, the purpose of which shall be to solely address the proposed assessment. A quorum of the Board must be present to vote on the special assessment.

ARTICLE XV - NOT-FOR-PROFIT ORGANIZATION

- (A) All business and financial dealings of the Association shall comply with Florida laws governing not-for-profit organizations.
- (B) The powers of this Association shall include the right to enforce by legal means, against any person, firm or corporation, any right or privilege of the Association, whether it arises by contract, assignment, law or other means. Legal action can be taken against any property Owner, tenant, invitee or other occupant, defaulting in the payment of Assessments, fines or other amounts due to the Association pursuant to the Governing Documents, or otherwise defaulting in or violating the provisions of the Governing Documents. All expenses incurred in any pre-litigation or non-litigation action or any court, mediation or arbitration proceeding taken or initiated to enforce these Bylaws or to enforce compliance with any provisions, covenants, or easements in the other Governing Documents, including court costs and reasonable legal fees and costs shall be borne by the defaulting or violating Owner, tenant, invitee, or occupant.

ARTICLE XVI - PROCEDURE FOR AMENDING THE CONSTITUTION AND BYLAWS

- (A) The Board shall appoint a Chairperson and Committee to review and amend the Constitution and Bylaws whenever necessary. In the event the revisions are extensive, the President may request a completely new issue of the Bylaws to be made.
- (B) Notice of the proposed review and amending of the Constitution and Bylaws is to be published in the Mainlander so that property Owners may submit written, signed suggestions to the Chairperson of the Committee, or place them in the Office Mailbox or send by mail.

- (C) The Committee shall seriously consider the suggestions and determine amendment(s) to be proposed, submit the amendment(s) or a revised issue of the Bylaws to the Board and legal counsel for their comment, recommendations and approval.
- (D) The Committee will review and edit the Constitution and Bylaws as necessary to conform to the suggested comments or recommendations and present the final version to the Board for approval.
- (E) The Board approved copy of the amendments will be printed prior to the next regular or Special Members' meeting. A copy of the proposed amendment(s) and a proxy will be mailed or delivered to all Owners at least fourteen (14) days prior to the stated Members' meeting. The proxies are to be signed and returned prior to the stated Members' meeting. Owners will be allowed one vote per Lot, independent of the number of persons whose name appears on the deed. Any parcel Owner, owning more than one Lot is entitled to one vote for each Lot owned. The aforesaid will constitute a potential vote of 529.
- (F) To be valid, a proxy must be dated, must state time and place of the meeting for which it was given and must be signed by the authorized person who executed the proxy. A proxy is effective only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvened from time to time, and automatically expires 90 days after the date of the meeting for which it was originally given. A proxy is revocable at any time at the pleasure of the person who executes it.
- (G) A quorum of 30 percent of the voting interests including the proxies must be present at a Members' meeting duly noticed and called for the review and voting on the amendments. The President will permit any property Owner to speak on any amendment at said Members' meeting. The President shall request, after discussion, a vote of those in favor of the amendment(s). Approval must be by two-thirds of property Owners in attendance, in person, or by proxy.
- (H) Should the Board determine that it is too difficult to obtain a quorum at a Members' meeting for approval of amendments to these Bylaws, the President may pursue the written consent method for purposes of amending these Bylaws. In such an instance, the Members' meeting will be solely informative as no vote to modify any of the proposed amendments will be permissible.
- (I) Upon approval of the Amendments, the Constitution and Bylaws will be revised and printed completely. A certificate of amendment will be recorded in the official records of Broward County. A copy of the revised Constitution and Bylaws will be mailed or delivered to each owner.

ARTICLE XVII - MISCELLANEOUS.

- (A) Tenses and Genders. The use of any gender or of any tense in these Bylaws shall refer to all genders or to all tenses, wherever the context so requires.
- (B) Partial Invalidity. Should any of the provisions in the Bylaws be void or become unenforceable at law or in equity, the remaining provisions shall, nevertheless, be and remain in full force and effect. Civil lawsuits are considered as either (i) actions at law or (ii) actions in equity. Actions at law are suits where you are seeking damages-money. Actions in equity are suits where you are seeking the Court to make a declaration, order someone to do something or order someone to stop doing something.
- (C) Conflicts. In the event of any conflict, the Declaration, the Articles, and these Bylaws, shall govern, in that order.
- (D) Captions. Captions are inserted herein only as a matter of convenience and for reference, and in no way are intended to or shall define, limit or describe the scope of these Bylaws or the intent of any provisions hereof.
- (E) Waiver of Obligations. The failure of the Board or any officers of the Association to comply with any terms and provisions of the Declaration, the Articles, or these Bylaws which relate to time limitations shall not, in and of itself, invalidate the act done or performed. Any such failure shall be waived if it is not objected to by a member of the Association within ten (10) days after the Member is notified or becomes aware of the failure. Furthermore, if such failure occurs at a general or special meeting, the failure shall be waived as to all Members who received notice of the meeting or appeared and failed to object to such failure at the meeting.