

BY LAWS

ALLIGATOR POINT TAXPAYERS ASSOCIATION, INC.

(Revised 2002)

(Revised 2006)

ARTICLE I

NAME

The name of this organization, which is a corporation not for profit, shall be Alligator Point Taxpayers' Association, Inc.

ARTICLE II

PURPOSE

The purpose of this Association shall be:

- a) to gather and disseminate information of particular interest and concern to the individual owners of real property at Alligator Point, Florida
- b) to foster the ecological and economic health and security of Alligator Point and Franklin County
- c) to foster responsible growth and development on Alligator Point and within Franklin County
- d) to encourage and direct coordinated action on behalf of Alligator Point and Franklin County
- e) to provide liaison and coordination with appropriate governmental and other bodies
- f) to implement such other direction, policies, or activities as the membership or the Board of Directors may decree.

ARTICLE III

MEMBERS

SECTION 1. The membership of this Association shall be limited to dues paying individuals owning real property at Alligator Point, Florida. To wit: within that geographical area beginning at the westernmost edge of the Alligator Harbor boat launch on Route 98, commonly known as Leonard's Landing, thence southwesterly to the tip of Peninsula Point; thence along the shoreline of the Gulf of Mexico easterly to Lighthouse Point; thence northerly to Bald Point; thence northwesterly to Metcalf Point and U.S. Highway 98; thence southerly to the point of beginning. Reference: General Highway map, Franklin County, Florida May 1971.

SECTION 2. The annual dues shall be thirty dollars (\$30.00), payable in advance on January 1st of each year. The Association shall encourage donations over and above the annual dues.

SECTION 3. Each member shall have the right to take part in the Association's activities, to enjoy its privileges, and to act one (1) vote at any legal time of voting except that no single unit of real property may be represented by more than one (1) voting member of record. There shall be no cumulative voting. Members in arrears in payment of dues are not entitled to vote.

ARTICLE IV

OFFICERS

SECTION 1. The vested officers of the Association and of its Board of Directors shall be a President; a First Vice-President; a Second Vice-President; a Secretary; and a Treasurer, all of whom must be members of the Association. The Board of Directors may also elect such other officers as may, from time to time, be deemed desirable and shall prescribe their duties, and such officers so elected will hold office at the pleasure of the Board.

SECTION 2. Each vested officer shall be elected for a term of one (1) year at the annual meeting. Each vested officer shall hold office until his or her successor is duly elected and qualified.

SECTION 3. Any vacancy occurring in the ranks of the vested officers shall be filled by the Board of Directors, including vested officers, following an opportunity for nomination by the NOMINATING COMMITTEE. In the event of the vacancy of the Presidency, the First and the Second Vice-Presidents, in that order, shall move up and the necessary election will be for the Second Vice-President. The President is empowered to fill any vacancy pro tem.

SECTION 4. The vested officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Association. The Board of Directors may, from time to time, prescribe additional duties provided that said duties do not conflict with the foregoing. In all events, the duties of the vested officers shall include the following:

- a) The President shall preside at all meetings of the Association, of the Board, and of the Executive Committee, and shall be an ex-officio member of all committees except the Nominating Committee. The President shall have the authority to approve expenditures up to and including the sum of \$200.99. Expenditures of \$201.00 or more shall require prior approval of the Board.
- b) The vice-presidents shall perform all the duties of their special areas as prescribed by the Board and, in the absence of the President, shall assume appropriate duties.
- c) The Secretary shall keep accurate records of the minutes of the Association, the Board, and the Executive Committee; shall keep an accurate list of the members of the Board and of the Association itself; shall have charge generally of the record of the Association, and shall perform all other duties normally incidental to the office of Secretary.
- d) The Treasurer shall render monthly and annual reports of financial affairs to the Board and to such others as may be required. Monies shall be paid out by such methods as shall be determined by the Board.

SECTION 5. Ties in the election of the vested Officers shall be broken by a majority vote of the members present and legally voting at the annual meeting. If a tie still exists, it will be broken by a vote of the current Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. The affairs of the Association shall be managed by a Board of Directors, including the five (5) vested officers, of fifteen (15) members.

SECTION 2. Members shall be elected to the ten (10) directorships at large at the annual membership meetings of the Association for terms of two (2) years. The membership at large of the Board shall be divided into two equal classes, one of which shall be subject to election each year. No director at large shall be eligible to serve more than two (2) consecutive terms.

SECTION 3. The Board of Directors shall have the power to fill vacancies occurring in its own body between annual meetings. Each member of the Board shall have one (1) vote in corporate affairs. There shall be no proxy or cumulative voting.

SECTION 4. No member of the board shall receive any salary or other remuneration for services in connection with the execution of the affairs of the Association, but may be reimbursed for actual expenditures incurred in so doing following authorization by the Board of Directors itself.

SECTION 5. The regular meetings of the Board of Directors shall be held on the second Saturday of each month. A special meeting of the Board may be called, and must be confirmed in writing, by the President, the Acting President, or any three (3) members of the Board provided that at least forty-eight hours' notice is extended to all members of the Board of said special meeting.

SECTION 6. During the intervals between regular Board meetings the Executive Committee may act on behalf of the Board.

SECTION 7. At any meeting of the Board one-third (1/3) of the Board members then serving shall constitute a quorum.

SECTION 8. Absence from three (3) consecutive regular meetings of the Board, or failure to attend at least one-half (1/2) of the regular meetings of the Board during a calendar year, shall be grounds to declare a given member's position on the Board vacant at the discretion of the Board. Any Board member anticipating an extended absence should so notify any vested officer of the Association in advance. Other causes for removing a member from the Board are: engaging in activities designed to thwart the PURPOSE of the Association; taking independent action in the name of the Association.

SECTION 9. The duties of the Board of Directors shall be:

- a) to formulate policies for the development and functioning of the Association.
- b) to plan appropriate activities to achieve the objectives of the Association.
- c) to seek and obtain adequate financial and community support for the Association and its work.
- d) to evaluate continually the activities and progress of the Association and to adopt such changes as may be appropriate to effect the most beneficial, productive, and economical operation of the Association.

SECTION 10. The Board may make policy decisions via telephone and/or email communication between the President and the individual Board members in lieu of in-person meetings. All voting by email and telephone will require the publishing of each

individual's vote. In-person Board meetings will have individual votes recorded only upon specific request of one or more Board members.

SECTION 5. Ties in the election of the vested Officers shall be broken by a majority vote of the members present and legally voting at the annual meeting. If a tie still exists, it will be broken by a vote of the current Board of Directors.

ARTICLE VI

MEETINGS

SECTION 1. The regular annual meeting of the Association shall be held at Alligator Point on the Saturday before each Labor Day, which latter meeting shall be known as the annual meeting and shall be for the purpose of electing vested officers and directors at large for receiving reports of officers and committees, and for other business that may arise.

SECTION 2. Special meetings of the Association can be called by the President or by one-third (1/3) of the Board of Directors. The purpose of the special meeting shall be stated in the call. Except in cases of emergency, at least eight days' notice shall be given.

SECTION 3. Fifteen voting members of record of the Association shall constitute a quorum at a membership meeting.

SECTION 4. In addition to the annual meeting held on the Saturday before Labor Day, there shall be two other general membership meetings, held in April and December of each year, and which will immediately precede the regular meetings of the Board of Directors.

ARTICLE VII

COMMITTEES

SECTION 1. The Executive Committee shall consist of the five (5) vested officers of the Association. The Executive Committee may act for the Board during intervals between regular Board meetings and shall oversee and direct the work of the Association during such intervals. Three members assembled shall constitute a quorum. The Executive Committee shall keep a record of its proceedings and report same at each meeting of the Board.

SECTION 2. A Nominating Committee of five (5) members shall be appointed by the President, with the approval of the Board. It shall be the duty of this committee to

nominate candidates for the offices to be filled at the next annual meeting. The Nominating Committee will prepare their chosen slate of officers and directors-at-large not later than June 30th of each year. Whenever possible the slate shall contain two or more nominees for each position. Additional nominations from the floor will be accepted at the monthly Board of Directors meeting just prior to the mailing of election ballots to all paid members of the Organization.

SECTION 3. An Election Administration Committee of five (5) members shall be appointed by the President, with the approval of the Board. It shall be the duty of this committee to prepare formal voting ballots consisting of the Nominating Committee slate and nominees from the floor, to mail out the voting ballots and ballot completion/return instructions to all paid members of the Association at least 30 days prior to the date of the annual meeting, to maintain returned ballots in a secure and unopened condition until the annual meeting, to open and count the ballots at the annual meeting, and to announce the voting results to the Board and membership.

SECTION 4. The President shall appoint such other standing or special committees as may be needed, subject to the approval of the Board. Membership on all such committees need not be limited to members of the Board and, indeed, community participation shall be encouraged. All such chairmen and members of committees shall serve at the pleasure of the Board. Past Presidents of the Association shall be ex-officio members of the Board and of the Executive Committee without vote.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order - Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and the Articles of Incorporation as well as with any special rules of order the Association may adopt.

ARTICLE IX

AMENDMENT OF BYLAWS

These bylaws can be amended at any regular or special meeting of the Association by a two-thirds (2/3) vote of those present and legally voting, provided that written notice of such proposed action shall have been extended to each appropriate member at least fifteen days prior to the meeting and that such notice shall have included the nature of the proposed amendment or amendments.

AS AMENDED September 1, 2002

AS AMENDED September 2, 2006