

**BYLAWS OF AVONDALE RESIDENTS ASSOCIATION, INC.**  
**A Florida Corporation Not-For-Profit**

**ARTICLE 1: Name**

1.1) **Name:** The name of the Corporation shall be AVONDALE RESIDENTS ASSOCIATION, INC., and its main office and principal place of address shall be in Sarasota, County of Sarasota, Florida.

**ARTICLE 2: Purpose**

2.1) **Purpose:** The purpose of the Corporation is to coordinate the efforts of residents and property owners of Avondale Subdivision in improving and maintaining the area as a desirable single family residential area. The Association will cooperate with other local and national neighborhood associations in order to achieve common goals.

**ARTICLE 3: Membership & Voting**

3.1) **Membership:** All residents and residential property owners of Avondale Subdivision shall be eligible for membership in the Avondale Residents Association, Inc., and shall be admitted as members upon payment of the dues for the current year, payable or are due by the annual meeting.

3.2) **Voting:** Each single-family residence shall be entitled to one vote, which shall be cast by the owner of record, or his designee. All persons residing in said residence may be members of the Association, but only owners with paid-up memberships shall vote. Tenants may join the Association, but shall have no vote, unless so designated by the Owner. Owners of more than one single-family residence shall have only one vote for each residence on which dues have been paid.

3.3) **Annual Dues:** The annual dues of the Association shall be established by the Board of Directors, and ratified by a majority of members present at the annual meeting.

3.4) **Honorary Members:** Any person who has performed some distinguished public service and who is not a member of the Corporation may be elected by the Board of Directors as an Honorary Member and shall be entitled to all the privileges of the Corporation except voting and holding office. Such person shall no pay annual membership dues.

## **ARTICLE 4: Membership Meetings**

- 4.1) **Annual Meeting:** The annual meeting of the membership of the Corporation shall be held in February of each year. One of the purposes of the annual meeting shall be the election of the Board of Directors in even numbered years, all of whom shall take office immediately following election.
- 4.2) **Other Meetings:** In addition to the annual meeting, at least one social meeting shall be held during each year. Special meetings to address current issues may be scheduled as necessary at the call of the President or by written request of at least five (5) members of the Association.
- 4.3) **Notice:** The Secretary shall notify the membership in writing of any annual meetings at least ten (10) days prior to the date of that meeting. The Secretary shall notify the membership in writing of any other business meetings at least five (5) days prior to the date of that meeting.
- 4.4) **Order of Business at Annual Meeting:**
- a. Roll Call.
  - b. Reading of minutes of previous meeting.
  - c. Report of President.
  - d. Report of Treasurer.
  - e. Report of Secretary.
  - f. Reports of Committees.
  - g. Ratification of annual dues established by the Board of Directors.
  - h. Election of Directors.
  - i. Transaction of other business.
  - j. Adjournment.

## **ARTICLE 5: Board of Directors**

- 5.1) **Number and Term of Directors:** The business, property and affairs of the Corporation shall be managed by a Board of Directors composed of seven (7) persons but no more than eleven (11) members who shall be voting members of the Corporation. Each director shall hold office for a two-year term or until his successor is elected.
- 5.2) **Past President:** The immediate past president shall be a member of the Board of Directors to provide continuity from year to year.
- 5.3) **Duties of the Board of Directors:** The Board of Directors shall transact all business of the Avondale Residents Association, Inc. It shall determine the policies, fiscal matters, employment of professionals and staff and in general assume responsibility for the guidance of the affairs of the Corporation.

5.4) **Emergency:** The Board of Directors shall have full authority to take action in any emergency arising between annual membership meetings.

5.5) **Quorum:** The presence of a majority of all the directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of directors present at a meeting when a quorum is present shall be the act of the Board of Directors. A “majority” of all the members of the board of directors constitutes a quorum at meetings.

5.6) **Time of Meeting:** The Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of the members each year. Additional board meetings will be held as needed upon the call of the President or by two (2) of the directors. Notice of such meetings shall be given to each director not less than twenty-four (24) hours before the meeting, unless each director shall waive notice thereof before, at or after the meeting. Announcement of such meetings shall be made to the members not less than twenty-four (24) hours before the meeting.

5.7) **Vacancies:** Vacancies in the Board of Directors shall be filled by election by the remaining directors. Each person so elected shall remain a director until his successor is elected by the membership at the next annual meeting.

5.8) **Power to Elect Officers:** The Board of Directors, at its annual meeting, shall elect a President, a Vice President, a Secretary and a Treasurer. The Board of Directors shall have the power to fill any vacancy in any office, occurring for any reason whatsoever.

5.9) **Removal of Directors, Officers and/or Employees:** Any director, officer and/or employee may be removed by the Board of Directors whenever, in the judgment of the Board, the best interests of the Corporation will be served thereby, by a majority vote of the Board of Directors. Failure to attend three (3) consecutive meetings without a valid excuse shall constitute cause for a removal of a director.

5.10) **Delegation of Powers:** For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any officers or directors to any other office or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

5.11) **Limitation of Indebtedness:** No expenditure of Association funds shall exceed the current balance of funds within the Treasury of the Association. The Treasurer shall have the authority to pay or reimburse for Association expenditures with proper documentation and/or receipts with the following limitations: For expenditures exceeding \$350, the Board of Directors must approve of the expenditure. Upon request, a Member will be provided a copy of the Association’s most recently filed U.S. Income Tax Return (Form 1120-H) within ten (10) days of requesting such of the Treasurer.

## ARTICLE 6: Officers

6.1) **Officers:** The officers of the Corporation shall consist of the President, Vice President, Secretary and Treasurer, all of whom shall be members of the Board of Directors. Each officer shall be elected to hold office for a period of two (2) years.

6.2) **President:** No person shall be elected to the office of President who has served less than one (1) year on the Board of Directors. The President shall preside at all meetings of the Board of Directors, make all committee appointments, and perform all other duties usually pertaining to the office of President.

6.3) **Vice President:** The Vice President shall preside at all meetings in the absence of the President and perform all such other duties usually pertaining to the office of Vice President.

6.4) **Treasurer:** The Treasurer shall be custodian of all funds and securities of the Corporation and collect interest thereon, keep a record of the accounts of the Corporation and report thereon at each regular meeting of the Board of Directors, make a report at annual meeting and special reports when requested, deposit all moneys of the Corporation in the name of the Avondale Residents Association, Inc. in a bank or banks (including savings and loans associations) selected and designated by the Board of Directors, subject to withdrawal for authorized purposes, upon the joint signatures of any two (2) officers of the Corporation, give bond in such amount as the Board of Directors may require with the Corporation paying the premium for such bond, prepare and file reports and returns required by all governmental agencies. All securities and other valuable papers shall be placed in a safety deposit box or vault, designated by the Board of Directors, which may be opened only upon the joint signatures of two (2) officers of the Corporation.

6.5) **Secretary:** The Secretary shall record the minutes of all meetings, write up minutes following the meeting, send a duplicate copy of minutes to the President no later than ten (10) days after the meeting, have custody of the seal of the Corporation, give notices to all meetings required by statutes, bylaws or resolutions, take attendance records at meetings, maintain committee reports, carry on all necessary correspondence of the Corporation, and perform such other duties as may be delegated by the Board of Directors and by the Executive Committee.

## ARTICLE 7: Committees

7.1) **Nominating Committee:** The President shall appoint a three (3) member nominating committee at least thirty (30) days prior to the annual meeting of an election year. The committee shall attempt to present a slate of nominees that, if selected to serve with the board members with unexpired terms, will represent each street within or abutting the subdivision. The committee shall present nominees for the seats on the Board of Directors at the annual meeting.

7.2) **Special Committees:** The President may appoint special committees as the need arises. Each committee shall consist of at least two (2) members; the President is an ex-officio member of all committees.

#### **ARTICLE 8: Fiscal Year**

8.1) **Fiscal Year:** The fiscal year of the Corporation shall be the calendar year.

#### **ARTICLE 9: Rules of Order**

9.1) **Rules of Order:** “Robert’s Rules of Order” shall be the parliamentary authority for any matters of procedure not specifically covered by these bylaws.

#### **ARTICLE 10: Amendments**

10.1) **Amendments:** The Board of Directors may propose amendments, revisions, additions to, repeal or rescission of these bylaws and/or adoption of new bylaws at any meeting of the Board of Directors. Notice of the proposed alteration, amendment, revision, addition, repeal or rescission of the bylaws or adoption of new bylaws shall have been forwarded to the latest owner’s address available to the Secretary at least fourteen (14) days preceding a membership meeting. These amendments become effective upon approval of a majority vote of members at any meeting where a quorum is present. A quorum shall be defined as fifty percent (50%) or more of the voting members represented in person or by proxy. Proxies and votes may be solicited by the Secretary with the notice of meeting, from those voting members unable to attend. Proxies held by the Secretary shall be cast by the Secretary as decided by the majority of the Board of Directors.

*Original Date of Bylaws: 1988*

*Amendment 1: October 12, 2014 - Sections 5.1 and 5.11*

*Bylaws Retyped: June 2016*