



**BYLAWS**

**Of the**

**EAST MERRITT ISLAND**

**HOME OWNERS ASSOCIATION, INC.**

**MERRITT ISLAND, FLORIDA 32952**

**Florida Charter # 705934-B**

**INCORPORATED - July 22, 1963**

**Issue Date - November 1975**

Amended and Approved: October 11<sup>th</sup>, 1989  
Amended and Approved: May 10<sup>th</sup>, 2005  
Amended and Approved: Mar 14<sup>th</sup>, 2006

Amended and Approved: Nov 14th, 2006

## **PARAGRAPH I - PURPOSE**

The purpose of these Bylaws is to implement and carry out the Articles of Incorporation (Charter #705934-B) of the East Merritt Island Home Owners Association, Inc., hereinafter referred to as EMIHOA or the Association. In the event of a conflict between these Bylaws and the Articles of Incorporation, the latter shall govern.

EMIHOA is a non-partisan organization and political party affiliation may not be a consideration in any Association matters; nor may any candidate for elected office be granted or claim the endorsement of EMIHOA.

## **PARAGRAPH II - THE BOARD OF DIRECTORS**

### ***Section 1 - Composition of***

The Board of Directors shall consist of the Officers, hereinafter called the Executive Committee, and the Directors.

### ***Section 2 - Meetings of***

- A. The Board of Directors shall meet once a month or as deemed necessary by the President.
- B. Except where otherwise prescribed, a majority vote of the members present shall be necessary to carry a motion.
- C. Meetings of the Board of Directors shall be open to the general membership. Non-Director participation in discussion will be at the discretion of the President.

### ***Section 3 - Duties and Authority of***

The Board of Directors has the responsibility and authority to:

- A. Direct the officers to take action on issues and proposals.
- B. Review the action of the officers to see that these Bylaws are adhered to and that the officers' actions are in keeping with the best interests of the Association as a whole.
- C. Determine items of business to be brought before the general membership.
- D. Authorize and establish dates and time of meetings of the general membership.
- E. Approve expenditures of no more than \$200.00 a month without a vote from the general membership except in an emergency situation. The emergency expenditure shall be reported to the general membership at the next General Membership Meeting.
- F. Establish membership dues.
- G. Authorize fund-raising campaigns.
- H. Fill Director vacancies, and appoint delegates, designated representatives, and alternates to affiliated organizations.
- I. Review proposed changes to these Bylaws and provide recommendations to the membership.
- J. Perform all other functions and exercise authority over the affairs of the Association normally assigned to a Board of Directors of a corporation, within limitations established in the Articles of Incorporation and these Bylaws.

- K. Annually prepare an Association budget for the coming Association year. A copy of the budget shall be provided to members upon request.

## **PARAGRAPH III – The Executive Committee**

### ***Section 1 - Titles and Terms of Office***

- A. The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer.
- B. Term of office - one year, June 1 to May 31.

### ***Section 2 - Collective Responsibility of***

The Executive Committee shall be responsible for the implementation of policies established by the Board of Directors or the general membership. It is their responsibility to see that the Association continues to be a viable organization. Like the Directors, they are responsible for recognizing and calling to the attention of the Board of Directors items which require action.

### ***Section 3 - The President***

- A. Is authorized to act in the name of the Association, and is responsible for initiating or responding to correspondence of a routine nature. Copies to be filed with the Secretary.
- B. Shall arrange and call regular, special or emergency meetings of the Board of Directors.
- C. Shall preside over the Board of Directors meetings and General Membership meetings.
- D. Is authorized to make expenditures as part of a program previously authorized by the Board of Directors. Such expenditures must be reported at the next meeting of the Board of Directors. In case of emergency, the president may poll the Board of Directors to gain approval to make an unplanned expenditure.
- E. Shall keep the Vice President advised of the status of all activities in case the Vice President should be called upon to perform in the President's behalf.

### ***Section 4 - The Vice President***

- A. Shall aid the President in all duties at the discretion of the President and shall act in the President's behalf during his absence.
- B. Shall serve as the coordinator of all committees.

### ***Section 5 - The Secretary***

- A. Shall maintain minutes of all meetings and provide the President with a copy as soon after each meeting as possible.
- B. Is authorized to originate and sign correspondence of an informative or inquiring nature. Such correspondence must be made available at the next Board of Directors meeting and filed in the Secretary's files. The President should either be given a copy or given the opportunity to review the letter before filing.
- C. May initiate and sign correspondence which commits the Association to an act or a program or reflects the policies of the Association, but only when so authorized by the Board of Directors. Such correspondence must be countersigned by the President, unless earlier waived by the Board of Directors. Copies must be made available at the next Board

of Directors meeting and filed in the Secretary's files.

- D. Shall keep the original of these Bylaws including all amendments and make copies available to any member upon request. Shall provide every member of the Board of Directors with a copy of the Bylaws upon assumption of office.

### ***Section 6 - The Treasurer***

- A. Shall make expenditures authorized by the Board of Directors and the President.
- B. Shall keep permanent records of all financial deposits and expenditures and make them available to the Audit Committee yearly.
- C. Shall maintain an up-to-date membership list of the association.
- D. Shall participate in the preparation of the annual budget, shall provide monthly financial reports to the general membership, and shall make budget information available throughout the year as requested by the Board of Directors.

## **PARAGRAPH IV - The Directors**

### ***Section 1 - Number and Term of***

- A. In addition to the Executive Committee, there shall be no less than 3 nor more than 12 Directors serving the Association at any given time.
- B. Term of office - one year, June 1 to May 31.

### ***Section 2 - Duties of***

- A. To attend the meetings of the Board of Directors. Any Director who misses more than 4 consecutive meetings without just cause may be considered disinterested and the position declared vacant by the Board and a new Director appointed. A Director may appoint an alternate to attend in his/her place if unable to be present, such alternate does not have authority to vote nor to make or second a motion.
- B. To keep informed of activities of interest to the Association, to inform the President of the necessity for special meetings and to identify emergency situations which come to his/her attention.
- C. To perform other duties as stipulated in Paragraph II Sec 3.

## **PARAGRAPH V - General Membership**

### ***Section 1 - Member***

- A. Any person, 18 years or older, who is a resident or property owner in the peninsular area bounded on the west by Sykes Creek and New Found Harbor, on the east by the Banana River, and on the north by the Barge Canal may be a member of this Association.
- B. Membership is granted upon receipt of an approved application and payment of dues.
- C. A member in good standing is one whose dues are current (not overdue).

## **Section 2 - Meetings**

- A. Shall be held during the second week of each month, on an evening selected by the Board of Directors, with the exception of June, July, August and December or as deemed necessary by the Board of Directors. See Paragraph II - Section 3D. The May meeting constitutes the required "Regular Annual Meeting" of the Association.
- B. Notice of general meetings should be given by newsletter to the membership at least three days prior thereto.
- C. A majority vote of members present shall carry any motion presented, except where otherwise prescribed by these Bylaws.

## **Section 3 - Dues**

- A. Annual membership dues amount shall be determined by the Board of Directors, and affirmed by vote of the general membership.
- B. Delinquent dues – Any member(s) in arrears of dues payment is (are) no longer a member in good standing. The Board of Directors sets policies regarding recovery to a member in good standing status.

## **PARAGRAPH VI - Nominating and Election Rules**

### **Section 1 - Election of Officers and Directors**

The Officers and Directors shall be elected at the required annual General Membership Meeting in the month of May.

### **Section 2 - Officer Vacancies**

- A. A vacancy in the office of President shall be filled by the Vice President. Vacancies in other offices, including the office of President if Vice President is unavailable, shall be filled by temporary appointment by the Board of Directors, subject to ratification by the membership at the next regular general meeting.
- B. Members shall be notified by newsletter that an officer vacancy exists and has been temporarily filled, and will be subject to member ratification. Ratification shall be defined as a majority vote of members present.
- C. If not ratified, nominations will be taken from the floor and voted on at the next general meeting. Members shall be notified by newsletter that a special officer election will take place at the next general meeting. A majority vote will carry.

### **Section 3 – Director Vacancies**

Director vacancies shall be filled by appointment by the President, subject to ratification by the sitting Directors.

### **Section 4 - Nominations and Elections**

A slate of nominees for Officers and Directors shall be presented at the May general meeting, by the Nominating Committee. Any member in good standing present at that meeting may nominate another member in good standing to be on the slate provided that person has consented, or will consent, to run. If a person who is nominated for office is not at the general meeting, a letter of acceptance of the

nomination must be presented. Members present shall vote by secret ballot. A majority will carry. All positions where candidates are unopposed may be affirmed by acclamation.

### **Section 5 - Member Notification**

Members will be notified by newsletter prior to the May general meeting of upcoming elections and voting procedures.

## **PARAGRAPH VII - Standing Committees, Special Committees and Appointees**

All Committees will be authorized by the President or the Board of Directors. The President will appoint all Committee Chairmen and Appointees, with ratification by the Board of Directors.

### **Section 1 - Standing Committees**

- A. The **Development Committee** reviews all rezoning and land use plan change requests within the EMIHOA area and organizes and coordinates Association efforts in opposition to inappropriate changes. The committee also coordinates with the county on development related issues as needed.
- B. The **Newsletter Committee** is responsible for generating and distributing the monthly newsletter, *The Homeowners News*, in the months that have a general meeting.
- C. The **Website Committee** is responsible for the operation and maintenance of the EMIHOA website.
- D. The **Membership Committee** is responsible for promoting, soliciting, and serving new membership.
- E. The **Traffic Committee** is responsible for maintaining records on the classification of all streets and monitoring traffic conditions in the EMIHOA area. The committee is the principle contact with all county and state agencies regarding road and traffic issues.

### **Section 2 - Special Committees**

Special Committees may be authorized as needed.

- A. The **Audit Committee** should be comprised of two members in good standing who are not members of the Executive Committee. An audit of the Treasurer shall be performed yearly in June and a report made at the next Board of Directors and general meetings.
- B. The **Nominating Committee** will be responsible for recruiting new candidates to run for EMIHOA offices, developing election processes, and supervising the election each year. The Nominating Committee will be appointed no later than April each year.

### **Section 3 – Appointees**

- A. See Paragraph II, Section 3H.
- B. Appointees representing this association to other organizations shall submit oral or written reports, including minutes if available, at the General Membership and Board of Directors meetings.

## **PARAGRAPH VIII - Removal Procedures**

### **Section 1 - Cause for Removal**

Any elected or appointed official of the Association, or a member, may be removed for any of the following reasons:

- A. Failure to meet their responsibilities as outlined by these Bylaws.
- B. Misuse of authority granted by these Bylaws to gain personal advantage
- C. Causing harm to the Association, other members of the Association or to the stated goals of the Association.
- D. When personal interests conflict with those of the Association.
- E. Knowingly violating the rules of these bylaws.

### **Section 2 - Procedures for Removal of an Officer or a Director**

- A. Any member in good standing may file with the Board of Directors a written petition signed by no less than 20 members in good standing documenting their reasons for requesting the removal of an Officer or a Director.
- B. The general membership shall be informed by newsletter that a petition for the removal of an Officer or Director has been filed with the Board of Directors and that at the next General Meeting this petition will be discussed and resolved by vote.
- C. A 2/3 ballot vote of members in good standing present at the general meeting is required for the removal of the Officer or Director. Failure to gather a 2/3 vote for removal dismisses the petition.

### **Section 3 - Procedures for Removal of a Committee Chairman**

- A. Any member in good standing may file with the Board of Directors a written petition documenting his/her reasons for requesting the removal of the Committee Chairman.
- B. The Board of Directors will decide on the appropriate action. The Board's decision will be accepted as final.

### **Section 4 - Procedures for Removal of a Member**

If the Board of Directors determines any member to be in violation of Section 1 above, they will take the appropriate actions; which may include expulsion from the Association. The Board's decision will be accepted as final.

### **Section 5 - Procedures for Removal of a Committee Member**

- A. Any member in good standing may file with the applicable Committee Chairman, a written petition documenting his/her reasons for requesting the removal of a Committee Member.
- B. The Committee Chairman will decide on the appropriate action. The Chairman's decision will be accepted as final.



## **PARAGRAPH IX - Procedures for Amending these Bylaw**

### ***Section 1 - Who May Initiate***

Any member in good standing may submit proposed amendments to these Bylaws to the Board of Directors in writing.

### ***Section 2 - Notification and Voting***

- A. Members shall be notified prior to the general meeting by newsletter that Bylaws will be discussed and changes considered. At the general meeting there shall be a discussion of the proposed amendment or amendments before voting.
  
- B. A 2/3 majority approval of members present will make the amendment or amendments part of this document.

### ***Section 3 - Inclusion of Amendment in the Bylaws***

The secretary shall see that the original copy of these Bylaws is amended and shall make copies of the amendment available to each member of the Board of Directors and to any member who requests them.

## **PARAGRAPH X - Rules of Order/Quorum**

- A. Roberts Rules of Order shall govern the conduct of all meetings of this Association, except when in direct conflict with the Articles of Incorporation or these Bylaws.
- B. Quorum:
  - a. At Board of Directors Meetings shall consist of at least two officers and half of the Directors.
  - b. At General Membership Meetings shall consist of the members present

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President EMIHOA

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Date

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Vice President EMIHOA

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Date

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Secretary EMIHOA

Date

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Treasurer EMIHOA

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Date