

By-Laws of Indian Rocks Beach Action 2000, Inc.
A
Non-Profit Corporation Incorporated in the State of Florida

Approved on June 12, 2017

Article I. Office

The principal office of Indian Rocks Beach Action 2000, Inc. (hereinafter the Corporation) shall be located in the City of Indian Rocks Beach, Pinellas County, Florida. The Corporation shall have and continuously maintain in the State of Florida, City of Indian Rocks Beach a registered office, and a registered agent whose name and address shall be kept on file with the State of Florida, Office of the Secretary of State, as required by the State of Florida Non-Profit Corporation Act, as amended from time to time.

Article II. Members

Section 1. Members. Residency, property ownership or business ownership in Indian Rocks Beach shall not be required to become a member of the Corporation. Membership in the Corporation entitles the member to participate in all projects and activities and entitles the member to speak at the Board of Directors' meetings.

Section 2. Admission of Members. Any person or business having a desire to become a member of the Corporation shall submit a membership application and family lifetime membership fee to the Membership Committee. The Membership Committee shall submit the person, the application, and membership fee to the Board of Directors for approval. The Board of Directors shall admit the person to membership in the Corporation by a majority vote of the Board of Directors at any meeting unless the admission of such persons to membership is shown by clear and convincing evidence presented to the Board of Directors that the person's admission would be detrimental to the mission and goals of the Corporation.

Section 3. Voting Rights. Members have the right to elect the Board of Directors.

Section 4. Termination of Membership. Members of the Corporation may be removed from membership by a two-thirds (2/3) vote of the Board of Directors and a showing by clear and convincing evidence that the members' continued membership would be detrimental to the mission and goals of the Corporation.

Section 5. Resignation. Any member may resign by filing a written resignation with the President or Secretary of the Board.

Section 6. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of the Board of Directors, reinstate such former member whose membership has been terminated upon such terms as the Board of Directors may deem appropriate.

Section 7. Transfer of membership. Membership in the Corporation is not transferable or assignable.

Article III. Meetings of Board of Directors

Section 1. Monthly Meetings. The Corporation's Board of Directors shall meet monthly and not less than ten (10) times per year. All meetings of the Directors shall be open to all members and the public. Each regular monthly Board of Directors meeting will specifically allow members to have the right to formally address the Board of Directors.

Section 2. Annual Meeting. The Corporation shall hold its Annual Meeting in March of each year. The principal purpose of the Annual Meeting is to elect the next year's Board of Directors and any other purpose as required by law.

Section 3. Special Meetings. In addition to the Annual Meeting, special meetings may be called by the President or a majority of the members of the Board. Section 4. Place of Meetings. All Board meetings shall take place in Indian Rocks Beach, Florida at such locations and places deemed appropriate by the Board. All meetings must be held in places accessible to the public.

Section 5. Minutes. Written minutes will be taken of all Board of Directors meetings and will be distributed to all Directors and any requesting member within five (5) days of the next meeting. Written minutes will be maintained by the Secretary of the Board and will be provided to any requesting member, person, or group. Non-members may be required to pay copy expenses.

Section 6. Notice of Meetings. All Directors must be notified either in writing, by telephone, by fax, or by e-mail of any Board meeting, regular or special, at least five (5) days prior to the meeting. The Board may choose to announce its annual monthly meeting schedule (listing all regular meetings) for the entire fiscal year.

Section 7. Quorum. A quorum for the meetings of the Board of Directors is a simple majority of the then elected Directors serving the Corporation. The first agenda item of each Board of Directors meeting is to confirm that quorum is present.

Section 8. Proxies. There shall be no proxy voting or voting by mail.

Article IV. Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors sets all policy and direction for the Corporation in full accordance with the Corporation's Articles Of Incorporation, By-Laws, statutes of the state of Florida, and the laws of the United States. All programs, projects, activities, and publications of the Corporation must be approved by the Board of Directors. No person, member, officer, or committee shall act to replace the powers of the Board of Directors.

Section 2. Composition. Directors are elected by secret ballot voting at the Annual Meeting. Each member voting may cast one ballot equal to the number of Board of Director seats open for election as submitted by the Nominating Committee. No member who does not reside in, own real property in, or own or manage a business in Indian Rocks Beach may become a Director if their election would increase the number of such persons on the Board of Directors to more than 30 percent (30%). It being the purpose and intent that the Board of Directors never be more than 30 percent non-Indian Rocks Beach residents, property owners, business owners, or business managers.

Section 3. Tenure. The term of a Director is three (3) years. At the end of each 3-year term, the Nominating Committee will contact each Director whose term is set to expire to determine if that Director wishes to remain a Director. If the Director desires to remain on the Board, he/she will serve

another 3-year term. The current Board of Directors roster is attached and incorporated herein. The Director term ending date shall be conclusively presumed correct.

Section 4. Number of Directors. There may be up to thirty-nine (39) Directors. The exact number of Directors for each succeeding year is to be determined by the Executive Committee and communicated to the Nominating Committee no later than three (3) months prior to the next Annual Meeting.

Section 5. Vacancies. Director vacancies occurring before the next Annual Meeting shall not be filled until the next Annual Meeting.

Section 6. Termination. Any Board member who has three (3) unexcused consecutive absences from Board of Director meetings is automatically relieved of their membership on the Board of Directors. To be excused from a Board of Directors meeting, a member need only notify in writing an Executive Committee Member of their planned absence. Any terminated member may be re-elected at the next Annual Meeting of the Board should a vacancy be available.

Section 7. Compensation. Directors of the Corporation shall serve without compensation for their services as Directors; additionally, Directors shall not be compensated for any expenses related to attendance of any meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity approved by a two-thirds vote of the Board and receiving just and fair compensation therefor.

Article V. Officers

Section 1. Officers. The officers of the Corporation shall be a President, up to three Vice-Presidents, a Secretary, an Assistant Secretary and a Treasurer. In addition, the Board of Directors may elect one Assistant Treasurer, as it shall deem desirable, such officer to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. The most recent past President may serve as Chair of the Board. These positions are collectively known as the "Executive Committee."

Section 2. General Powers of Executive Committee. The Executive Committee will oversee and guide the day-to-day operations of the Corporation. In the event that the Corporation hires full-or part-time staff those person(s) will be responsible to the Board of Directors through the Executive Committee. The Executive Committee must conduct all activities, programs, and projects in full accordance with those policies approved and set by the Board of Directors. The Executive Committee may not act to undo anything approved by the Board of Directors without a two-thirds approval of the Board of Directors.

Section 3. Election and Term of Office. All officers of the Board of Directors shall be elected at the Corporation's annual meeting in March of each year by a two-thirds vote of a quorum of the Board. All current officer's terms (as of the effective date of these By-Laws) shall be deemed to have begun in March of 2017. The term of office for each officer shall be three (3) years. The President may be re-elected for one (1) additional term so that the total terms served does not exceed two (2) consecutive terms. All other officers may be re-elected for additional terms not to exceed three (3) consecutive terms.

Section 4. Removal. Any officer elected by the Board of Directors may be removed by a two-thirds (2/3) vote of the Board of Directors and a showing by clear and convincing evidence that the officer's continued membership would be detrimental to the mission and goals of the Corporation. Such removal shall be without prejudice to the legal rights of the officer so removed.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, or otherwise, may be filled at any meeting by the Board of Directors for the unexpired portion of the term.

Section 6. President. The President of the Corporation presides at all regular Board meetings. The President signs all legal documents and contracts for the Corporation. The President, or his or her designee, represents the Board of Directors at all official meetings in which the Board elects to participate.

Section 7. Vice Presidents. The Corporation may have up to three (3) Vice Presidents. Vice Presidents shall have such duties and responsibilities as the President and Board of Directors may from time to time prescribe. Each Vice President will provide oversight and assistance to one or more Standing Committees as described in Article VI. Committees. The First Vice President shall preside over all Board meetings in which the President is absent.

Section 8. Treasurer. The Treasurer of the Corporation will be responsible to make a written monthly financial report to the Board of Directors. The Treasurer will also produce an annual financial report (Annual Report) for the Corporation which should be submitted for approval to the Board of Directors before it is timely issued in printed form to the State of Florida (Office of the Secretary of State), and the Federal government (IRS). The Treasurer will approve and sign all local, City, County, State, and Federal tax filings and documents. The Treasurer's name, in the form of his/her signature, must be on all checks issued by the Corporation. Any check issued in the amount of \$500 or more must bear the signatures of the Treasurer and one other authorized corporate officer.

Section 9. Secretary. The Secretary shall establish quorum at each meeting and record and maintain in good order electronic versions of the minutes of all meetings and shall e-mail copies of the minutes of each meeting of the Board to all Board members and post the minutes on the Corporation's website within 15 days from the conclusion of each monthly meeting. The Secretary shall oversee procedural matters in accordance with Roberts rules of Order at all Board of Director meetings. The Secretary shall validate all election results. The Secretary shall oversee the timely filing and maintaining of all official Corporation correspondence, reports, documents, and filings including the minutes of the Board meetings and the agendas for all Board meetings. The Secretary shall have other duties as may be assigned by the Board of Directors.

Section 10. Assistant Secretary. The Assistant Secretary shall maintain the corporation's website(s). Through the Membership and Public Relations Committee and Nominating Subcommittee, the Assistant Secretary shall ensure accurate records are kept of all election results, Board of Directors lists, including Directors that have been terminated as allowed for under these By-Laws, and all membership records, including those members eligible for Director positions and those members terminated as allowed for under these By-Laws. The Assistant Secretary will also ensure that no more than 30 percent (30%) of Directors are persons who do not reside in, own real property in, or own or manage a business in Indian Rocks Beach. The Assistant Secretary shall notify the Executive Committee of members and Directors not in compliance with the By-Laws.

Section 11. Chair of the Board. This position is created by these By-Laws so as to make the duties and tasks of the President more effective and professional. The Chair of the Board shall be assigned duties by the President and Executive Committee. The Chair of the Board position will sunset upon the expiration of the first term of the current President (as of the effective date of these By-Laws).

Section 12. Assistant Treasurer. This position is created by these By-Laws so as to make the duties and tasks of the Treasurer more effective and professional. The Assistant Treasurer shall be assigned duties by the Treasurer.

Section 13. Indemnification. All corporate officers and members may be indemnified by the Corporation only through insurance purchased by the Corporation. The Corporation's purchase of indemnity insurance is discretionary and not mandatory. Copies of proof of this indemnification must be kept on file and current by the Secretary of the Corporation.

Article VI. Committees

Section 1. Standing Committees. The Corporation shall have the following Standing Committees:

1. Membership and Public Relations
2. Community and Business Relations
3. Major Project and Design
4. Local Events
5. Oktoberfest

The Board by a two-thirds vote may create additional Standing Committees as they become necessary for the effective functioning of the Corporation. All committees are directly responsible to the Board of Directors. All Directors and members may be appointed to a Standing Committees. All Standing Committees shall be chaired by a Director. Reports of the Standing Committee's activities should be formally presented to the full Board at the next regular Board meeting.

Section 2. Special Committees. In addition to Standing Committees, the Board may from time to time create Special or Ad Hoc Committees which will exist for a fixed duration of time not to exceed one (1) year. All Directors and members may be appointed to a Special or Ad Hoc Committee.

Article VII. Reserve Requirement.

The Corporation shall be required to maintain a reserve fund to be determined by the Board of Directors at each year's Annual Meeting. Reserves shall be maintained in an amount sufficient to protect the organization from unanticipated sudden loss of income and from unanticipated and sudden expenses. Reserves, once set, may be encroached upon if there is an unanticipated loss of income or from unanticipated and sudden expenses. A two-thirds (2/3) affirmative vote of the Board of Directors is required to encroach on the reserves.

Article VIII. Contracts, Checks, Deposits, & Funds

Section 1. Contracts. All contracts entered into by the Corporation must be in written form and signed by the President and at least one other Officer of the Corporation. All contracts entered into by the Corporation in excess of \$1,000 must be approved by a two-thirds vote of a quorum of the Board of Directors. All donations and all contracts and/or projects equal to or exceeding \$5,000 shall be approved by secret ballot voting. Time sensitive contracts can be approved via electronic voting.

Section 2. Checks. All checks must be signed by the Treasurer of the Corporation. All checks in the amount of \$2,000 or more must be signed by the Treasurer and one other authorized officer of the Corporation.

Section 3. Deposits. All deposits must be made by the Treasurer or any other duly authorized member of the Board of Directors. All deposits should be reported at regular monthly Board meetings as part of the Treasurer's printed Monthly Financial Report to the Board of Directors.

Section 4. Gifts and Grants. All income to the Corporation, including gifts, contributions, and grants must be reported to the Board of Directors and on the appropriate forms and filings to those local, County, State and Federal entities and/or agencies requiring such timely reporting.

Article IX. Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and members. All books and records of the Corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time. All books and records must be maintained in electronic version whenever possible and made available to all members.

Article X. Fiscal Year

The Corporation's fiscal year shall begin on October 1 and end on the last day of September in each year.

Article XI. Amendments to By-Laws

These By-Laws may be altered, amended, or repealed and new by-laws may be adopted by a two-thirds vote of the Directors present at any regular meeting where quorum has been established or at any special meeting, if at least fifteen (15) days' written notice is given of intention to alter, amend, repeal or to adopt new by-laws at such meeting. Any change, alteration, or deletion to these By-Laws must be communicated to all members. At least every five (5) years, or sooner if required, the Executive Committee shall appoint an Ad Hoc By-Laws Review Committee to review and update these By-Laws as necessary.

Article XII. Governance

By-Laws are secondary only to the Articles of Incorporation in their power to bind and direct the powers of the Corporation and its members. In any conflict between the By-Laws and the Articles of Incorporation, the Articles of Incorporation shall govern.

ATTACHMENT A
To the By-Laws of the Indian Rocks Beach Action 2000, Inc.
Roles and Responsibilities of Standing Committees

1. Membership and Public Relations Committee

- a. Actively recruit new members within the residents and business community.
- b. Create and publish a Membership Directory. Provide a printed version of the Membership Directory to all new members. Post and maintain an electronic version of the directory on the Corporation's website.
- c. Review the member dues structure and recommend changes, if applicable.
- d. Liaise with all media and prepare all publicity releases (in conjunction with the President).
- e. Work with the website administrator to create and develop content for a "Members Only" section of the Corporation's website.
- f. Work with the Secretary, Assistant Secretary and Nominating Subcommittee to provide information for each annual election and ensure the elections are completed according to the By-Laws requirements.

2. Community and Business Relations Committee

- a. Liaise with the Indian Rocks Beach City Manager and staff.
- b. Represent the Corporation (A2K) in the Indian Rocks Beach Executive Committee.
- c. Liaise with Pinellas County officials (via the City of Indian Rocks Beach).
- d. Survey and meet with local businesses to seek broader participation, obtain feedback and hear concerns.

3. Major Projects and Design Committee

- a. Work with the Executive Committee and Board to develop a long-term strategic plan for the corporation.
- b. Identify, execute and oversee A2K design projects. Prepare cost estimates for Board of Directors approval.
- c. Prepare an annual budget of potential projects for Board of Directors approval.
- d. Prepare graphic materials and presentations outlining major A2K design projects to be presented to Board of Directors and members at monthly meetings.
- e. Work with the Preservation Awards organizers to assist with presentation and communication materials.
- f. Prepare new Design Awards as directed by the Board of Directors.
- g. Review all project design requests and make recommendations to the Board of Directors as to which projects to pursue.

4. Local Events Committee

- a. Recruit leadership and volunteers and solicit participation for all local events such as Service Saturdays, Beachfest, Greenfest, May Mixer, A2K Socials, etc.
- b. Identify new local events and present to the Board of Directors for approval.

5. Oktoberfest Committee

- a. Direct, organize, and execute all aspects of the annual Oktoberfest event.

