

**By-Laws of Indian Rocks Beach Action 2000, Inc.**  
**A Non-Profit Corporation incorporated in the State of Florida**  
**Accepted on 2/26/24**

**Article I. Office**

The principal office of Indian Rocks Beach Action 2000, Inc. (herein after 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 Membership meetings and to vote on all issues except those of financial implications of greater than \$5,000 or on other specific matters as stated in these by-laws.

**Section 2. Admission of Members.** Any person or business having a desire to become a member of the Corporation shall submit a completed membership application and remit payment for a lifetime membership to the Membership Committee.

**Section 3. Voting Rights.** Members have the right to elect the Board of Directors and vote on all issues as referenced in Article II. Section 1.

**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 member's 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 Executive 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. Membership Meetings**

**Section 1. Monthly Meetings.** The Corporation's Members shall meet monthly and not less than nine (9) times per year. All meetings shall be open to all members and the public. Each regular monthly 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 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 of Directors. Notice, including the purpose of the special meeting, shall be given electronically at least five (5) days prior to said meeting.

**Section 4. Place of Meetings.** All Membership and special meetings shall take place at a time and place deemed appropriate by the Executive Board. Meetings ideally shall be conducted in Indian Rocks Beach, Florida but may occur telephonically or electronically.

**Section 5. Minutes.** Written minutes will be taken of all Membership meetings and will be distributed to all Members within five (5) days of the next meeting. Written minutes will be maintained by the Secretary of the Executive 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 Members must be notified either in writing, by telephone, by fax, or by email of any meeting, regular or special, at least five (5) days prior to the meeting. The Executive 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 Membership meetings is a simple majority of the then elected Board of Directors serving the Corporation. The first agenda item of each Membership meeting is to confirm that a quorum of the Board Directors 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.** Board Directors are elected by secret ballot voting at the Annual Meeting and must be Members of the organization. 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 Board 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 Board 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 (30) Board Directors. The exact

number of Directors for each succeeding year is to be determined by the Executive Board and communicated to the Nominating Committee 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, except by a special vote called for by the Executive Board.

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

**Section 7. Compensation.** Board 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 of Directors and receiving just and fair compensation therefore.

**Section 8. E-Conferencing and E-Voting.** Members shall have the right to vote in-person or by electronic submission when deemed appropriate by the Executive Board. Voters must be deemed present at the telephonic or electronic meeting and authorized to vote and have a reasonable opportunity to participate.

**Section 9. Participation.** All Board of Directors of the Corporation are required to be active members of at least one Standing Committee. Directors are encouraged to take a leadership role in the organization, either by helping to lead, Chair or Co-Chair a Standing Committee or by becoming a member of the Executive Board.

## **Article V. Officers**

**Section 1. Officers.** The officers of the Corporation shall be a President, up to three Vice-Presidents, a Secretary, and a Treasurer. The most recent past president may serve as Chair of the Board. These positions are collectively known as the "Executive Board."

**Section 2. General Powers of Executive Board.** The Executive Board 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 people will be responsible to the Board of Directors through the Executive Board. The Executive Board must conduct all activities, programs, and projects in full accordance with those policies approved and set by the Board of Directors. The Executive Board 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 Executive Board shall be elected at the Corporation's annual meeting in March of each year by a majority vote of the Membership. The term of office for each officer of the Executive Board shall be two (2) 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 Membership 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 Membership 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 of Directors elects to participate.

**Section 7. Vice Presidents.** The Corporation may have up to three (3) Vice Presidents. 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 Membership meetings in which the President is absent. The First, Second or Third Vice President 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, Executive Board term ending dates, and membership records. The Vice President is responsible for election results and membership records and shall 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. Vice Presidents shall have additional duties and responsibilities as the President and Board of Directors may from time to time prescribe.

**Section 8. Treasurer.** The Treasurer of the Corporation will be responsible for making a written monthly financial report and presenting it at every Membership meeting. The Treasurer will produce an annual financial report (Annual Report) for the Corporation which should be submitted to the State of Florida (Office of the Secretary of State), and the Federal government (IRS). These reports are available to any current Board Member upon request. 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 \$2,000 or more must bear the signatures of the Treasurer and one other authorized corporate officer. The Treasurer will work with the Executive Board to compile an annual budget, which must be presented at every January Membership meeting and be voted on by the Board of Directors.

**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 Membership meeting to all members and post the minutes on the Corporation's website within 15 days from the conclusion of each Membership meeting. The Secretary shall oversee procedural matters in accordance with Roberts rules of Order at all Membership 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 Membership meetings and the agendas for all Membership meetings. The Secretary shall have other duties as may be assigned by the Board of Directors.

**Section 10. Chair of the Board.** This position is created by these By-Laws to ensure a smooth transition of duties for the position of President so as to make the duties and tasks of the President more effective and efficient and to aid in the process of continuity. The Chair of the Board shall be assigned duties by the President and/or the Executive Board. This position will serve for a minimum of one (1) year or as needed.

**Section 11. 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 Nominating
2. Public Relations and Social Media
3. Major Projects and Maintenance
4. Events
5. Oktoberfest

The Executive 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 Board Directors are required to be an active member of a Standing Committee. Reports of the Standing Committee's activities should be formally presented at the next regular Membership meeting.

**Section 2. Special Committees.** In addition to Standing Committees, the Board of Directors 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 Board 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 less than or equal to \$5,000 must be approved by a majority vote of the Members present. All contracts and/or projects exceeding \$5,000 shall be approved by secret ballot voting by the Board of Directors. 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 Membership meetings as part of the Treasurer's printed Monthly Financial Report.

**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 accounts and shall also keep minutes of the proceedings of its Board of Directors and Membership. 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 January 1 and end on the last day of December 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 Board of 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 Board 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 Nominating Committee**

- a. Actively recruit new members within the residents and business community.
- b. Maintain membership directory.
- c. Help to recruit board members and take a lead in succession planning.
- d. Review the member dues structure and recommend changes, if applicable.
- e. Work with the Secretary and Nominating Subcommittee to provide information for each annual election and ensure the elections are completed according to the By-Laws requirements.

#### **2. Public Relations and Social Media Committee**

- a. Liaise with all media and prepare all publicity releases (in conjunction with the President).
- b. Coordinate all social media and various publications including Facebook.
- c. Work with the Preservation Awards Subcommittee in the nomination, award and notification process; support presentation and communication materials.
- d. Responsible for maintaining the organization's website.

#### **3. Major Projects and Maintenance Committee**

- a. Work with the Executive Board and Board of Directors 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 materials and presentations outlining major A2K design projects to be presented to the Board of Directors and members at monthly meetings.
- e. Review all project design requests and make recommendations to Membership as to which projects to pursue.
- f. Coordinate all Service Saturday functions.

#### **4. Events Committee**

- a. Recruit leadership and volunteers and solicit participation for all local events such as Greenfest, May Mixer, A2K Socials, etc.
- b. Identify new local events and present them to the Membership for approval.

#### **5. Oktoberfest Committee**

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

**Indian Rocks Beach Action 2000, Inc.  
Current Board of Directors**

| <b>NAME</b>     | <b>TERM ENDING DATE</b> |
|-----------------|-------------------------|
| Agar, Diane     | 3/2026                  |
| Brier, Elaine   | 3/2025                  |
| Dalina, Jan     | 3/2027                  |
| Dalina, Patti   | 3/2027                  |
| Davis, Michael  | 3/2027                  |
| Flagg, Diane    | 3/2027                  |
| Flynn, Beth     | 3/2027                  |
| Folden, Julie   | 3/2025                  |
| Frahn, Daryl    | 3/2025                  |
| Gauldin, Brian  | 3/2027                  |
| Hanna, Phil     | 3/2026                  |
| Heshmati, Maria | 3/2026                  |
| Jensen, Nan     | 3/2025                  |
| Linderman, Bob  | 3/2025                  |
| Meyer, Eric     | 3/2027                  |
| Nocera, Jo      | 3/2025                  |
| Oates, Laurie   | 3/2027                  |
| Priest, Tricia  | 3/2027                  |
| Sacra, Rebecca  | 3/2026                  |
| Sacra, Ron      | 3/2026                  |
| Stierheim, Mia  | 3/2025                  |
| Vaughan, Lan    | 3/2027                  |
| Wesson, Earl    | 3/2025                  |
| Wilder, Marilyn | 3/2027                  |
| Zagami, Patty   | 3/2027                  |
| Zagami, Paul    | 3/2026                  |



