

**BY-LAWS  
PERDIDO KEY ASSOCIATION  
A FLORIDA CORPORATION, NOT FOR PROFIT**

**Article I: Identity**

These are the By-Laws of the Perdido Key Association, Incorporated, herein called the “Association,” a corporation not-for-profit under the laws of the State of Florida, the Articles of Incorporation of which were filed in the Office of the Secretary of State on the 2<sup>nd</sup> of September, 1970.

**Article II: Objectives**

The Association operates exclusively for charitable and educational purposes in providing information needed to promote the welfare and orderly development, combat deterioration, lessen neighborhood tension, and maintain the natural beauty of the community known as Perdido Key, Florida.

**Article III: Membership**

Members of the Association must reside **in**, own property **on**, or have a business interest **in** the Perdido Key area.

**Article IV: Dues**

Membership dues shall be in the amount of \$30 per household or business, payable on a calendar year basis. The annual dues amount shall continue, unless changed by majority vote of the Board of Directors at least 60 days prior to the beginning of a new year.

**Article V: Membership Meetings**

1. Annual Meetings. The annual meeting of the members of the Association shall be held in the first quarter of each year at such time and place as the Directors shall select. One of the purposes of the Annual Meeting shall be the election of the Board of Directors for the following year.
2. Special Meetings.
  - a. Special meetings may be called by the President or the Board for such time and at such place as the caller shall select.

- b. Special meetings may be petitioned by any member through the Board of Directors for a specific purpose. If a petition requesting a Special Meeting for a specific purpose is signed by more than 15% of the membership, a Special Meeting shall be mandatory.
3. Notice. At least a 30 day notice of each Annual or Special Meeting shall be sent, via mail, email or facsimile, to each member in good standing. It shall be sent to the member's address last appearing on the books of the Association, or supplied by the member to the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.
4. Voting. Each member household or business in good standing shall be entitled to one vote on each issue, in person or by written proxy delivered in person, by mail, email, facsimile, or messenger to the Secretary of the Association.
5. Quorum. A quorum for any action shall consist of 10% of the membership in good standing, either present or by proxy. If such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting without notice other than announcement at the meeting, until a quorum shall be present or represented.

#### Article VI: Board of Directors

1. Nominations. The President shall appoint a Nominating Committee to nominate Directors to be placed on the ballot. The Nominating Committee shall report to the Board of Directors at least two weeks prior to the distribution of the notice to the Membership regarding the Annual Meeting. Nominations may also be made in writing by members prior to distribution of the ballots. Ballots listing the nominees of the Committee and those of the members shall be sent with the meeting notice. The casting of votes shall be accomplished by delivery of the ballot to the Secretary in advance of the Annual Meeting, or at the Annual Meeting, but prior to commencement of the counting of the ballots.
2. Number and Term. The Association shall have a minimum of three and a maximum of nine Directors, all of whom must be Association members in good standing at the time of their nomination, election and throughout their terms on the Board. Directors' terms of office, unless they are removed or vacate their office, shall be three years; they may be reelected at the end of their term. The immediate past President shall be an ex-officio member of the Board, whose presence may be counted only when needed for a quorum and who may vote only when necessary to break a tie.
3. Election. The President shall appoint an Election Supervisor to tabulate the ballots. Results of the election shall be announced at the Annual Meeting and

Directors shall take office immediately following the Meeting. The eligible voters list shall consist of those members in good standing on the rolls as of December 31<sup>st</sup> of the previous year. Notwithstanding other provisions of this Article, an election and balloting are not required unless more candidates are nominated than vacancies exist on the Board of Directors.

4. Directors Meetings. The new Board of Directors shall meet immediately after the Annual Meeting or as soon thereafter as practicable to elect Officers. Meetings thereafter will be called by the President as required. Notices of all meetings will be given to all Directors either in person, via telephone, mail, email or fax. Each Director shall be entitled to one vote on each issue presented to the Board.
5. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the Directors present at a duly held meeting at which there is a quorum shall be regarded as the act of the Board. Any Board Member may participate in person, by written proxy or by means of electronic communication and be considered present for quorum and voting purposes.
6. Action Without Meeting. The Directors shall have the right to take any action, in the absence of a meeting, which they could take at a meeting, by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.
7. Vacancies. Any Director who fails to keep his or her membership in good standing or who misses three consecutive Board Meetings without valid reason shall be deemed to have vacated his or her position as a Director. Vacancies on the Board will be filled by Board appointment of a member to serve the remainder of the unexpired term.
8. Position on Issues. No Director shall present publicly, as a Director, a position on an issue contrary to or inconsistent with that established by the Board or by a majority of the voting membership in a Membership Meeting or in a Survey or Poll.

#### Article VII: Officers

1. Identity. The Officers of the Association shall consist of the President, Vice-President, Secretary and Treasurer and any other officers as may be deemed necessary by the Board of Directors, all of whom shall at all times be members of the Board of Directors. A vacancy of any office shall be filled by the Board as soon as practicable.
2. Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless he or she resigns, is removed, or otherwise becomes disqualified to serve.

### 3. Officers Duties.

- a. The President shall be the Association's Operating Officer, making all day to day decisions regarding the Association's activities and shall supervise the affairs of the Association in conformity with the Articles, Bylaws and direction given by the majority of the membership. The President shall report his/her actions to the Board either by written documentation, email or at the next ensuing Board of Directors Meeting. The Board may confirm the President's acts. However, their validity as to nonmembers shall not be affected by the absence or presence of Board confirmation. The President shall preside over all meetings of the Association and the Board of Directors. The President shall appoint and establish any necessary committees, shall be an Ex-Officio member of all committees, and may specifically serve on or chair such committees as he/she elects.
- b. The Vice President shall assist the President and perform such other duties as may be required by the Articles, the President, or the Board of Directors. In the absence of the President, the Vice President shall perform the duties of the President.
- c. The Secretary shall send proper notices, prepare agendas, record, prepare and keep the Minutes and related documents of all meetings of the Association and maintain a Minutes Book for permanent record. The Secretary shall file all regulatory documents required by law, keep files of all official correspondence of the Association, and shall properly maintain and archive necessary files and documents. The Secretary shall perform such other duties as may be required by the Bylaws, the President or Board of Directors.
- d. The Treasurer shall Chair the Finance Committee if constituted and be responsible for maintaining and accounting for the funds, managing the financial matters of the Association, and maintaining the banking relationship approved by the Board of Directors. The Treasurer shall prepare and disburse valid and approved payables by checks requiring two signatures of Officers of the Association. The Treasurer shall file, maintain and permanently archive all financial and tax documents required by regulatory authorities and the Board of Directors, as well as report the Association's financial information at each monthly meeting of the Board of Directors and any Membership Meetings, in a format prescribed by the Directors.
- e. The Board may choose to hire a professional administrator to assist in the conduct of Association affairs. The Administrator would primarily assist the Secretary and Treasurer in their duties, such as maintaining membership records, preparing and distributing Board Meeting Agenda and Minutes, accounting for Association funds, and filing tax and other reports required by regulatory authorities. The Administrator shall be paid by Association funds.

### Article VIII: Committees

The Association has no standing committees, but the President may appoint ad hoc committees from time to time to accomplish specific tasks. The President will seek approval for the committees so appointed at the next Board of Directors meeting. These tasks may involve some of the following issue areas:

1. Membership and Internal Relations. This committee shall promote and process renewal and new membership applications. It shall maintain the membership data bank and publish and mail newsletters and other communications with members. It shall also be responsible for scheduling and arranging meetings of the Board and the Association.
2. Finance. This committee shall aid the Treasurer in carrying out his or her duties, prepare the Association's Budget and exercise an ongoing overview of it, promote fundraising and increased revenues to support the Association's purposes and projects, and monitor the return of tax revenue to Perdido Key.
3. Legal. This committee shall review the Association's Articles of Incorporation and By-Laws, recommend needed changes thereto, maintain close liaison with the Association's attorneys, assist and advise the Secretary regarding legal filings, monitor codes and ordinances while providing educational information regarding the same and coordinate with other Association committees in compliance reviews. The Chair shall serve as Parliamentarian for the Association.
4. External Relations. This committee shall be responsible for the Association's public media relations, prepare the Association's announcements, monitor governmental activities, maintain the Association's website, and provide liaison with non-profit organizations that have the same or similar objectives as those of the Association.
5. Growth and Development. This committee shall be responsible for monitoring changes in the quality of life on Perdido Key as development moves forward. This includes encouraging projects to improve transportation safety and provide pedestrian and bicycle alternatives, seeking enforcement of codes and ordinances, tracking the implementation of the Perdido Key Master Plan and other construction projects, and educating the public on the history and traditions of Perdido Key.
6. Environment and Preservation. This committee shall monitor compliance with environmental laws and seek enforcement thereof, maintain liaison with governmental bodies having environmental and preservation duties and powers, and conduct and participate in educational programs regarding environmental and preservation issues affecting Perdido Key.

#### Article IX - Liability Insurance

The Board shall cause Liability Insurance to be obtained and kept in force in an amount it determines reasonable and adequate, at the expense of the Perdido Key Association, covering

the Association's Officers and Directors for all their official acts for and on behalf of the Association.

#### Article X: Operating Procedure

All meetings of the Board of Directors and the Association shall be conducted in accordance with "Roberts Rules of Order," to the extent they are not in conflict with provisions of these By-Laws.

#### Article XI: Amendments

Any Amendment of these By-Laws shall require a majority of the entire Board.

ARTICLES OF AMENDMENT TO  
AND RESTATEMENT OF ARTICLES OF INCORPORATION  
OF PERDIDO KEY ASSOCIATION, INCORPORATED

Pursuant to Sections 617.1002 and 617.1007 of the Florida Statutes, Perdido Key Association, Inc. hereby adopts the following Articles of Amendment to its Articles of Incorporation as an amendment and restatement of the original Articles of Incorporation filed with the Florida Department of State on the 2<sup>nd</sup> day of September, 1970, as amended pursuant to the Articles of Amendment to Articles of Incorporation filed with the Florida Department of State on the 11<sup>th</sup> day of June, 1986. .

ARTICLE A - NAME

The name of this Corporation is Perdido Key Association, Incorporated.

ARTICLE B - ADOPTION AND TEXT OF AMENDMENT

The amended and restated Articles of Incorporation were voted on and adopted by the Corporation's members at the annual meeting of the members held on March 22, 2003. The number of votes cast for the amended and restated Articles of Incorporation were sufficient for approval. The Articles of Incorporation were amended and restated to read as follows:

ARTICLE I- NAME

The name of this Corporation is Perdido Key Association, Incorporated.

ARTICLE II - DURATION

The Corporation shall exist perpetually.

ARTICLE III - PURPOSE

The purpose of the Corporation is to operate exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

---

#### ARTICLE IV - PRINCIPAL OFFICE

The street and mailing address for the principal office of the Corporation is 14407 Perdido Key Drive, #2B, PO Box 34001, Pensacola, Florida 32507.

#### ARTICLE V - REGISTERED OFFICE AND AGENT

The name and address of the registered agent is Teresa C. Domurat, 14407 Perdido Key Drive, #2B, Pensacola, Florida 32507.

#### ARTICLE VI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws, or adopt new Bylaws, shall be vested in the Corporation's Board of Directors. The procedure for the Board to alter, amend or repeal the Bylaws, or adopt new Bylaws shall be set forth in the Bylaws. In the event of any conflict or inconsistency between the Bylaws and these Articles of Incorporation, the provisions of these Articles of Incorporation shall control.

#### ARTICLE VII - BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed by the Board of Directors. The number of Directors may be increased or decreased from time to time as provided in the Corporation's Bylaws, but shall never be less than three (3). The Board of Directors shall be members of the Corporation and shall be elected and hold office in accordance with the Bylaws.

#### ARTICLE VIII - OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. The manner of electing officers shall be provided for in the Bylaws of the Corporation.

#### ARTICLE IX - MEMBERSHIP

Terms of membership in the Corporation shall be provided for in the Bylaws of the Corporation.



## ARTICLE X - PROHIBITED ACTIVITIES

No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal internal revenue law) or (b) by a corporation, contributions to which are deductible under Section of the Internal Revenue Code (or corresponding provision of any future federal internal revenue law).

## ARTICLE XI - PROHIBITED DISTRIBUTIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered' and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. Notwithstanding the above, no compensation shall be paid for any services rendered as a Director of the Corporation.

## ARTICLE XII - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes set forth in Article III hereof to an organization, or organizations, organized and operated exclusively for charitable, educational, religious or scientific purposes as an exempt organization, or organizations, under Section 501 (c)(3) of the Internal Revenue Code (or corresponding provision of any future federal revenue law) or to federal government or state or local government for a public purpose, as the Board of Directors shall determine.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended or supplemented upon approval by two thirds (2/3) of the members voting in person or by mail at the Annual Meeting of the Corporation, or at a Special Meeting of the Members. Notice shall be given as provided in the Bylaws.

ARTICLE C - EFFECTIVE DATE OF AMENDMENT AND RESTATEMENT

The effective date of the amendment and restatement of the Articles of Incorporation of the Corporation set forth hereinabove will be as of the date of filing of these Articles of Amendment to the Articles of Incorporation with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has acknowledged and executed these Articles of Amendment to the Articles of Incorporation this 4 day of

April, 2003.

PERDIDO KEY ASSOCIATION, INC.

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_