

BEACH ROAD ASSOCIATION INC.

P.O. BOX 1668

JUPITER/TEQUESTA, FLORIDA

33468

BY-LAWS

ARTICLE I. NAME

This Corporation shall be known as BEACH ROAD ASSOCIATION, INC., a non-profit Florida Corporation.

ARTICLE II. OBJECTIVES

The objective of this Association are as follows:

1. To advance the civic interest and general welfare of the community of property owners located on that part of Jupiter Island, Florida, that lies in Palm Beach County south of the Martin County line.
2. To engage in any activity or business permitted under the Laws of the United States and the State of Florida.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. Annual Meeting. The Annual Meeting of the membership of this Association shall be held at 4:00 P.M. on the first Monday of April of each year, one of the purposes of which shall be the election of those Directors whose term expires for the ensuing year, all of whom shall take office immediately following election. If the first Monday of April is a legal holiday, the Annual Meeting shall be held at the same time one week later.

Section 2. Special Meetings. Special Meeting may be held at the call of the President or Vice President or by a written request of a majority of the Board of Directors, or by written request from ten (10) or more members.

Section 3. Notice. At least five (5) days' Notice in writing of each meeting, whether Annual or Special, shall be mailed to each member at that person's usual place of business or residence; but, at any meeting at which all members shall be present, or of which the members not present have waived notice in writing, the giving of such Notice as above-described, may be dispensed with.

Section 4. Order of Business. Order of Business at Annual Meetings:

- A. Roll Call
- B. Reading of Notice of Meeting
- C. Reading of Minutes of previous meeting
- D. Report of President
- E. Report of Treasurer
- F. Report of Secretary
- G. Reports of Committees
- H. Election of Directors
- I. Transaction of Other Business Specified
- J. Adjournment

Section 5. Quorum. Nine (9) members shall constitute a quorum for the transaction of business but, if at any meeting, there shall be less than a quorum, a majority of those present may adjourn the meeting from time to time and from place to place.

Section 6. Voting. Every member of the Association in good standing shall have the right and be entitled to one vote, in person or by proxy, upon every proposal properly submitted to vote at any meeting of the Association.

Section 7. Nominating Committee. The Board of Directors shall appoint a Nominating Committee Chairman and a Nominating Committee to consist of no fewer than three (3) members, not fewer than thirty (30) days prior to the date of each Annual Members' Meeting. This Committee shall nominate candidates to fill the positions of those Directors whose terms of office expire at the date of each Annual Members' Meeting.

Nominations for the office of Director may be made also from the floor at the time of each Annual Members' Meeting.

The Association Board of Directors shall consist of seven (7) members, made up of two (2) classes, each serving for a two year period. Each class will be elected every other year.

The policy of the Association is that, to the extent possible, the Membership shall consist of not fewer than one (1) representative from each of the Condominium Associations located within the area served by the Beach Road Association.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. **Number and Term of Directors.** The business, property and affairs of this Association shall be managed by a Board of Directors composed of seven (7) persons who shall be members of this Association. The regular term of office for which a Director shall be elected at the Annual meeting shall be for two (2) years and/or until his or her successor is elected and qualified; however, an exception may be made in the term of office of a Director in order to establish a Board of Directors. The number of Directors may be increased or decreased from time to time, provided that at no time shall the number of Directors be fewer than three (3).

Section 2. **Qualifications.** The Board of Directors shall be members of the Association, citizens of the United States of America and, for at least a part of the time, residents of the community served by the Association.

Section 3. **Duties of the Board.** The Board of Directors shall transact all business of the Association. It shall determine the policies, fiscal matters, employment of staff and other personnel policies and, in general, assume responsibility for the guidance of the affairs of the Association.

Section 4. **Quorum.** The presence of a majority of all of the Directors shall be necessary at any meeting to constitute a quorum. A quorum at a Directors' meeting shall consist of a majority of the entire Board of Directors. When a quorum is present, any action taken by the majority shall constitute an action of the Board of Directors. The joinder of a Director in the action of a meeting by signing and concurring in the Minutes of that meeting shall constitute the presence of such Director for the purpose of determining a quorum.

Section 5. Time of Meeting. Annual meetings of the Board of Directors shall be held immediately following the Annual meeting of the members, at such times thereafter as the Board of Directors may fix, and at other times upon the call of the President or by two (2) of the Directors. Notice of each Special Meeting shall be given by the Secretary to each Director not fewer than five (5) days before the meeting unless each Director shall waive notice thereof before, at or after the meeting.

Section 6. Vacancies. Vacancies in the Board of Directors shall be filled by election by the remaining Directors. Each person so elected to fill a vacancy shall remain a Director until his or her successor has been elected by a vote of the membership present, who may make such election at their next Annual Meeting, or at any Special meeting duly called for that purpose and held prior thereto.

Section 7. Power to Elect Officers. The Board of Directors, at their Annual Meetings, shall elect a President, one or more Vice Presidents, a Secretary and a Treasurer. The Board of Directors shall have the power to appoint such other officers and committees as the Board may deem necessary for the transaction of business of the Association. The Board shall have the power to fill any vacancy in any office, occurring for any reason whatsoever.

Section 8. Removal of Directors, Officers and/or Employees, and/or Committee Members. By a majority vote of the Board of Directors, any Director, Officer, Committee Member and/or Employee may be removed by the Board of Director whenever, in the judgment of the Board, the best interests of the Association will be served thereby.

Section 9. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any Officer or Director to any other Officer or Director, but no Officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 10. Power to Appoint Executive Committee. The Board of Directors shall have the power to appoint an Executive Committee composed of all Officers and a sufficient number of additional Directors to total a minimum of three (3) members. A majority of members shall constitute a quorum. This Committee shall have and shall exercise the authority of the Board of Directors in the management of the business of the Association between meetings of the Board.

Section 11. Investments. All investments of funds of the Association shall be first approved by the Board of Directors.

Section 12. Annual Reports. The President and the Treasurer shall present their respective reports covering the operation of the Association for the preceding year at the Annual Meeting of the membership.

ARTICLE V. OFFICERS

Section 1. Officers. Officers of the Association 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 one (1) year.

Section 2. President. The President shall:

- (1) Preside at all meetings of the Board of Directors and at all meetings of the Executive Committee;
- (2) Make all committee appointments other than the Executive Committee and the Nominating Committee;
- (3) Be a member Ex-Officio of all committees except the Nominating Committee;
- (4) Be Chairman of the Executive Committee;
- (5) Perform all other duties usually pertaining to the office of President.

Section 3. Vice President. The Vice President shall:

- (1) In the absence of the President, preside at all meetings of the Board of Directors and at all meetings of the Executive Committee;
- (2) Be a member of the Executive Committee;
- (3) Perform all such other duties usually pertaining to the office of the Vice President.

Section 4. Treasurer. The Treasurer shall:

- (1) Be custodian of all funds and securities of the Association and collect interest thereon;
- (2) Keep a record of the accounts of the Association and report thereon at each regular meeting of the Board of Directors;
- (3) Make a report at the Annual Meeting and special reports when requested;
- (4) Deposit all monies of the Association in the name of Beach Road Association, Inc., in a bank or banks selected and designated by the Board of Directors, subject to withdrawal for authorized purposes;
- (5) Prepare and file reports and returns required by all governmental agencies.

Section 5. Secretary. The Secretary shall:

- (1) Record the Minutes of all meetings;
- (2) Send duplicate copies of Minutes to the Board of Directors;
- (3) Maintain custody of the Seal of the Association;
- (4) Provide notices of all meetings required by Statutes, By-Laws or Resolutions;
- (5) Record attendance at meetings;
- (6) File committee reports;
- (7) Execute all necessary correspondence of the Association;
- (8) Perform such other duties as may be delegated to him by the Board of Directors and by the Executive Committee.

ARTICLE VI. INDEMNIFICATION

The Beach Road Association shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suite or proceeding, or appeal therefrom, whether civil, criminal, administrative, investigative or otherwise (other than any action by or in the right of the Beach Road Association) by reason of the fact such person is or was a Director, Officer, Employee, Agent, Trustee or Committee Appointee of the Beach Road Association or, at the expressed or implied request of the Beach Road Association is or was serving as a Director, Officer, Employee, Agent, Trustee or Committee Person, another association, joint venture or other enterprise (whether or not such person served in any of these capacities at the time that such expenses are or were incurred) against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if that person acted in good faith and in a manner which such person believed to be in or not opposed to the best interest of the Beach Road Association and, with respect to any criminal action or had no reasonable cause to believe that his or her conduct was unlawful; provided that, in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Beach Road Association approves such settlement and reimbursements being in the best interest of the Beach Road Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Beach Road Association Directors, Officers, Employees, Agents, Trustees or Committee Appointees may be entitled. Insurance for this protective purpose is effectuated by the Beach Road Association.

ARTICLE VII. MEMBERSHIP

*Bluffs & ?
People*

Section 1. The membership of this Association shall consist of subscribing members and those who have been accepted to such membership and are in good standing. No person shall be eligible for membership unless he is of good character and community standing. All members of this Association shall be residents of Jupiter Island within Palm Beach County.

In instances in which a parcel of property is owned by more than one person, by a corporation or an association, only one person shall be granted membership. Membership shall be granted to qualified applicants and shall continue so long as the member qualifies and is in good standing. Members annual dues shall be Ten Dollars (\$10.00) and may be paid individually or by the condominium association of which he is a member.



Section 2. Proxies. Any member shall be permitted to vote at any meeting by a proxy in writing, submitted to the Secretary of the Association before or at the time of such meeting.

Section 3. Resignations. Any resignation shall be made in writing to the Secretary and acted upon by the Board of Directors at its next regular meeting.

ARTICLE VIII. CORPORATE SEAL

The Board of Directors shall provide a suitable seal containing the name of the corporation and the words "Corporation Not For Profit", which seal shall be in charge of the Secretary. The seal of this corporation must be affixed to such documents, contracts and papers as the Board of Directors may prescribe.

ARTICLE IX. FISCAL YEAR

The fiscal year of the Association shall be the calendar year.

ARTICLE X. RULES OF ORDER

"Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not covered specifically by these By-Laws.

ARTICLE XI. AMENDMENTS

The Board of Directors may amend, revise, add to, repeal or rescind these By-Laws and/or adopt new By-Laws by a majority vote of all of the members of the Board of Directors at any meeting of the Board of Directors, provided that notice of any proposed alternation, amendment, revision,

addition, repeal or rescission of the By-Laws or the adoption of new By-Laws shall have been given at least five (5) days preceding the meeting.

(The foregoing amended By-Laws were adopted by the Board of Directors of the Beach Road Association at its meeting on March 6 1995.)