

SOUTH VENICE CIVIC ASSOCIATION CORPORATION BY-LAWS 2024

Article I - General

Section 1.1. The Official name of this organization shall be the SOUTH VENICE CIVIC ASSOCIATION, INC. (hereafter referred to as the "Corporation" or "SVCA"), an exempt organization under 501(c)(4) of the internal revenue code or the corresponding section of any future federal tax code.

Section 1.2. Registered office - The Corporation shall have and continuously maintain, in this state, a register agent whose office address is identical with such registered office and may have offices within the state of Florida as the Board may direct. The principal address of the SVCA is 720 Alligator Drive, Venice FL.

Section 1.3. Purpose - The purpose of this Corporation shall be the maintenance and management of an association for the promotion of civic interest and involvement among its members as an exempt organization under 501(c)(4) of the internal revenue code or the corresponding section of any future federal tax code. To protect, preserve, and improve our community's character, conditions, and quality of life. In addition, to promote our civic, social, intellectual, and recreational interests, as well as be an advocate for the community in matters affecting those interests that may come before Local, County, State and Federal governments.

Section 1.4. Establishment of subordinate legal entities. The Corporation may establish, from time to time as the Board of Directors deems necessary, subordinate entities with the purposes being exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the internal revenue code, or the corresponding section of any future federal tax code and herein stated as follows:

- A. To promote civic betterment, social welfare, education, to further the common good and general welfare of the community, and to care for and improve its legal properties.

- B. In addition to charitable, educational, and scientific activities, erect and maintain public buildings and facilities, monuments, or works; reduce neighborhood tensions; eliminate prejudice and discrimination; defend human and civic rights secured by law, and combat community deterioration.

Section 1.5. Common Trust Funds. The board of directors may, by resolution duly adopted, establish one or more common trust funds for the purpose of investing the corporation's funds, securities or property and those of any educational institution affiliated with the Corporation, whether the Corporation holds the funds or property as a fiduciary or otherwise, subject to the terms and conditions set forth in the articles of incorporation of this Corporation and by law.

Article II- Membership

Section 2.1. Eligibility. Every person, and the members of their immediate families, who are owners or annual leased tenants of residential property within or abutting the SOUTH VENICE SUBDIVISION, as defined in Article XI, are eligible to become a member of this organization, by application. Individuals or organizations that pay dues as provided below agree to be bound by the Articles of Incorporation of this Corporation, by these By-Laws and by any rules and regulations adopted by the Board of Directors.

Section 2.2. Classes of Membership. There are two classes of membership and no more than one class of membership may be held by any one person.

- A. Active Membership. This category of membership shall be limited to owners or annual leased tenants of residential property in the South Venice Subdivision. They have full voting privileges. Other benefits shall be determined by the board as required. Only one vote per individual shall be permitted.
- B. Associate Membership. This category of membership shall be other persons or businesses who request to attend SVCA member events but are not residents in the South Venice Subdivision. They have no voting privileges. Other benefits shall be determined by the board as required.

Section 2.3. Application for membership. There are several ways to apply for membership.

- A. In person, by mail, via electronic means, or by any other form or manner as prescribed by the Board of Directors.

- B. All applications for membership shall include at a minimum the name and address of the applicant(s) accompanied by the payment of dues. The Board may establish in writing and modify the member application process as necessary. The Board of Directors has the exclusive and sole right to determine eligibility and qualification for membership.
- C. An applicant may be denied membership if ineligible, if membership is not in the best interest of the organization, as determined by the board of directors, or is currently under suspension from the SVCA.

Section 2.4. Membership Discipline and Termination. Membership in this Corporation is non-transferable to another person.

- A. Active or Associate members may resign from the SVCA at any time.
- B. Active or Associate members shall be automatically suspended for nonpayment of the current year dues as determined by the Board of Directors.
- C. A member may be suspended by the Board of Directors for conduct unbecoming, engaging in illegal activities, or conduct that is contrary to the purpose of the Corporation. Suspension is at the membership level and does not necessarily affect other members of the household unless they were involved in the conduct that led to the suspension or their membership is deemed not in the best interest of the organization by the Board of Directors.
- D. Suspension is effective immediately upon the vote of the Board of Directors and the suspended member will be notified in writing.
- E. A suspended member may be reinstated at any time by a two-thirds vote of the Board of Directors after applying for membership in accordance with section 2.3.

Section 2.5. Property Right and Liability. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this corporation, nor shall any of the corporation's property or assets be distributed to any member on its dissolution or wind up. No member of this corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

Section 2.6. Certificate of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation. Such membership certificates shall be in a form determined by the board. All certificates shall be consecutively numbered with the name and address of each member and the date of issuance and will be entered on the records of the Corporation. Replacement certificates may be issued as determined by the Board of Directors.

Section 2.7. Membership Dues. The Board of Directors may determine the rate, schedule, and method of payment of dues payable to the corporation by members. Dues are non-refundable and non-transferable.

Article III – Meetings of Members

Section 3.1. Annual Meeting. An annual meeting of members shall be held each calendar year on a date prescribed by the Board of Directors. Appropriate for consideration at annual meetings shall be the election of directors, and any other corporate business which comes before the meeting. If the election of directors is not held on the day designated for an annual meeting, or at any adjournment of an annual meeting, the board of directors shall cause the election to be held at a special meeting of members conducted as soon as may be convenient.

Section 3.2. Other Meetings. Other meetings of the general membership shall be held as determined by the Board of Directors.

Section 3.3. Special Meetings of members may be called by the President, a majority of the Board of Directors or by signed written petition of not less than one-tenth(10%) of the members qualified to vote. A special meeting shall be limited to the subject matter for which the special meeting was called. All special meetings shall first be advertised, as the Board of Directors shall determine, to the general membership.

Section 3.4. Quorum and Voting. At any duly called general membership meeting a quorum shall consist of one-tenth (10%) of the membership qualified to vote. All actions require a majority vote. This does not supersede other quorum and voting requirements listed in the Articles of Incorporation or other sections of these By-Laws.

Section 3.5. Place of Meeting. Meetings will be located at the principal location of the SVCA or at a location designated by the Board of Directors within a 20 mile radius of South Venice.

Section 3.6. Notice of Meetings. Notice of Annual Meetings shall be delivered to each member entitled to vote at the meeting not less than thirty (30) days in advance of the date of the meeting. Special Meetings and Other meetings that do not require a vote of the membership may be noticed to the members within less than thirty (30) days. All notifications shall be issued from the office of the SVCA via either US Mail, Electronic Mail, or electronic means, to the contact info listed on the members recorded membership contract. Notice of Meetings shall also be posted in the official publication of the SVCA, Website and social media.

Section 3.7. Actions without Meeting. The Board of Directors may determine that an action is necessary from time to time where a meeting of the membership is not feasible. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if a consent in writing, setting forth the action to be taken is signed by members entitled to vote per the Quorum requirements as listed in these By-Laws and/or

Articles of Incorporation. These votes may be taken by US Mail, Electronic Mail, or other Electronic Means as determined by the Board of Directors.

Section 3.8. Proxies. At any meeting of the membership that a member is entitled to vote, a proxy vote may be executed if it is in writing, specific to the action being voted on, has the name of the member and signed/dated by the member. Proxy votes must be submitted to the Secretary of the Board or their designate, prior to the close of voting and may be subject to validation.

Section 3.9. Cumulative Voting. During an election for directors of this Corporation in accordance with section 4.5 of these By-Laws, each and every member entitled to vote may cumulate that member's vote and give one candidate a number of votes equal to the number of directors to be elected, or each member may distribute that member's votes among as many candidates for director as the member thinks proper.

Article IV – Board of Directors

Section 4.1. General. The Board is the policy making body of the SVCA elected under these By-Laws. Each member of the board should be well versed in the objectives, policies and general operating procedures of the SVCA. They should abide by the Articles of Incorporation, these By-Laws and internal policies and procedures. Board members are encouraged to attend SVCA functions, seek new members and to use their positions of leadership to promote the SVCA.

Section 4.2. Powers. Except as otherwise provided in the Articles of Incorporation or these By-Laws, the powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, which may, however, delegate the performance of any duties or exercise of any powers to officers and/or agents designated by resolution of the Board of Directors. They may delegate in whole or in part, the management, investment, and disposition of the property of the Corporation for the purpose of earning an income from that property, as distinguished from the matter of applying property and funds to charitable purposes to one or more trust companies or banks duly authorized to conduct a trust or banking business under the laws of Florida.

Section 4.2. Composition. The Board of Directors shall consist of not less than five (5) and not more than nine (9) persons. The number of directors may be increased or decreased from time to time by vote of a majority of the directors.

Section 4.3. Terms of Office. Directors shall be elected at the Corporation's annual meeting, or special meeting called for that purpose. Each director, except one appointed to fill a vacancy, shall be elected to serve a one (1) year term or until a successor shall

be elected and shall qualify, or until an earlier resignation, removal from office, or death. No individual may serve more than five (5) consecutive terms as a director of the Corporation with the following special exception: A director's five (5) consecutive terms may be extended for an additional maximum of two terms upon a unanimous vote of the board, under the following conditions:

- A. The nominating committee is unable to find enough qualified board candidates from among the SVCA members and,
- B. The director's continued presence on the board is crucial to the progress, continuity or successful completion of an SVCA project or program.

Section 4.4. Qualifications of Directors. To be eligible to serve on the Board of Directors, one must hold an Active Membership in the SVCA for at least six (6) months prior to nomination. Candidates must be of high moral standing and demonstrate a commitment to the purpose of the Corporation as outlined in the Articles of Incorporation. They must be willing to commit their time, skills, expertise and effort into helping the corporation achieve its goals and objectives.

Section 4.5. Election of Directors. Directors are elected in a two-step process.

- A. Nominating Committee. At a duly scheduled board meeting the President shall select the chairman of the nominating committee and one current board member to serve. The Committee chairman should select up to three members from the general membership to also serve. The members so selected, subject to their acceptance, shall comprise the nominating committee and be approved by a majority vote of the Board of Directors. No person shall be a member of the nominating committee for more than two consecutive years. The nominating committee shall meet and present a single tentative slate of directors for the upcoming year to the Board of Directors for approval. The tentative slate is then to be published in the Corporate Publication.
- B. Nomination by Petition. Once the tentative slate is published, additional names of candidates for director can be nominated by petition bearing the signatures of at least 10 voting members of the SVCA. Such a petition shall be filed with the chairman of the nominating committee within ten (10) days after publishing of the Corporate Publication. The determination of the nominating committee chairman as to form and timing of the petition(s) shall be final.
- C. Determination and Election.

- 1) If no petitions are filed within the designated period, the nominations shall be considered closed. The tentative slate is then declared Final and published in the next issuance of the Corporate Publication for vote by the general membership at the annual Membership meeting or other special meeting.
- 2) If petitions are received, the Chairman of the nomination committee will forward them to the Board Of Directors for review to ensure they meet the eligibility requirements. If approved petitions are presented with additional qualified candidates, the names of all candidates shall be arranged on the Final slate in alphabetical order. The Final slate of candidates will be published in the Corporate Publication with instructions to vote for the total number of seats at the annual Membership meeting or other special meeting.
- 3) At the annual meeting of the membership, or other special meeting called for the purpose of voting, the final slate will be voted on. If the number of candidates is equal to or less than the number of authorized Director seats, then the vote will be a majority vote for the entire slate. If there are more candidates than director seats, then the members will have a vote equal to the total number of seats per cumulative voting in section 3.9. The candidates for director receiving the highest number of votes up to the number of directors to be elected, will be deemed to be elected.

D. Seating of new directors. The new directors will be installed at the next monthly board meeting which then starts their term. At that time, the board shall vote for Corporate Officer positions for the upcoming year.

Section 4.6. Quorum. The presence of a majority of directors shall constitute a quorum for the purpose of acting upon all motions which come before the board. Except as otherwise provided in these bylaws, or articles of incorporation or by law, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.7. Removal of Directors. A Director may be removed from office by a 2/3rd vote of the Board of Directors at a duly noticed meeting of the Board of Directors for the following reasons:

A. Fails to maintain eligibility requirements in Section 4.4,

- B. Fails to participate in 3 consecutive monthly board meetings, or
- C. Fails to follow the Articles of Incorporation, these By-Laws or the internal policies and procedures.
- D. Fails to maintain indemnification requirements per section 10.1

Section 4.8. Replacement of Directors. Vacancies on the board shall be filled by nomination from the eligible membership and elected by a majority vote of the Board of Directors. The Director so elected shall hold office until the term they are filling expires, or at an Annual Meeting of the Membership to elect a replacement.

Section 4.9. Board Meetings. The Board shall meet monthly at a time and date as published by the Board of Directors. Special meetings of the board may be called by the President or by a quorum of members of the Board. The President, or Vice President in their absence, or board member nominated by the President shall chair the meeting. Special meetings called should be duly noticed to the members of the board and given sufficient time to attend in person or electronically.

Section 4.10. Action Without Meetings. In special circumstances as determined by the President, the board need not hold a meeting to take any action required or permitted to be taken by law, provided all members of the board individually or collectively give written consent to the action, and the written consent or consents is/are filed with the minutes of the proceedings of the board. Action by written consent shall have the same force and effect as action by unanimous vote of the directors.

Section 4.11 Compensation. No member of the board of directors shall receive compensation from the Corporation.

Section 4.12 Liability of Directors. The directors of this Corporation shall not be personally liable for its debts, liabilities, or other obligations per Article X of these By Laws.

Section 4.13. South Venice Beach Endowment Trust Board Nominations.

- A. History and Structure- On May 15, 2001, the SVCA board of directors created the South Venice Beach Endowment Trust (SVBET) to hold and manage the beach and boat launch properties on behalf of SVCA and the South Venice community. These properties originated from the first lot owners' deeds in 1953. SVBET's

rights, responsibilities, and operational provisions are documented in the SVBET Trust agreement. Members of the SVCA Board of Directors should become familiar with the SVBET Trust Agreement and its amendments.

- B. To ensure SVCA's ongoing involvement and oversight of these community properties, the SVBET trust agreement assigns several responsibilities to SVCA, including the responsibility to appoint a new SVBET trustee each year. Pursuant to this provision of the trust agreement, the SVCA board of directors appoints one trustee each year to always total exactly five trustees. Each trustee serves a five-year term.
- C. Nomination Process. SVCA Board of Directors shall nominate individuals for the annual open SVBET trustee position to the President of the Board. Nominees shall then be interviewed by the board as to their suitability for the position. No later than the December SVCA board meeting, or a special meeting called for the purpose, the SVCA shall appoint the new SVBET Trustee by majority vote.

ARTICLE V-CORPORATE OFFICERS

Section 5.1. Composition. The officers of the Corporation shall be elected by the Board of Directors and shall consist of a President, Vice President, Secretary, and Treasurer. The Board may elect other officers, assistant officers, and agents that the Board of Directors, from time to time, may deem necessary. The same person may hold two or more offices with the following Exceptions:

- A. The President shall not hold concurrently the Office of Treasurer or Secretary
- B. The Vice President may hold concurrently the offices of the Treasurer or Secretary unless assuming the role of temporary President. If this occurs the roles of Treasurer or Secretary shall be assigned to another Board member.
- C. The Treasurer shall not hold concurrently the Office of Secretary.

Section 5.2. Term. Officers shall be elected to serve a one (1) year term or until a successor shall be elected or until an earlier resignation, removal from office, or death.

Section 5.3. Removal. Any officer elected or appointed by the Board of Directors may be removed if they fail to carry out their duties as described in these By-Laws or fail to maintain indemnification requirements per section 10.1. A majority vote of the Board of Director is required.

Section 5.4. Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification or other, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.5. Duties of the President. The President shall be the Chief Executive Officer of the Corporation and shall ensure the corporation is operating in accordance with the Articles of Incorporation, By-Laws and internal policies and procedures. They shall also be principally responsible for the implementation and achievement of the mission, strategic objectives, and targets of the Corporation. The President;

- A. Shall have authority over the management and direction of the business and operations of the Corporation and its divisions, if any, subject only to the ultimate authority of the Board of Directors.
- B. Shall, in conjunction with the Board of Directors, complete an annual review of the mission, strategic objectives, targets and policies all of which shall be approved by the Board of Directors.
- C. Shall preside at all meetings of members and of directors with the exception of any committees to which they have not been appointed chair.
- D. May sign, with the secretary or other officer duly authorized by the Board of Directors, any deed, mortgage, bonds, contracts, or other instruments which have been authorized by the Board of Directors, except in cases where there may be a conflict of interest or where the signing and execution of these instruments has been expressly delegated to another officer or agent of the corporation by the Board of Directors.
- E. Shall act as the spokesperson for the SVCA on all issues approved by the board.
- F. Shall perform all duties incident to the office, and such other duties as from time to time may be assigned by the Board of Directors.

Section 5.6. Duties of the Vice President. The Vice President shall have such duties and responsibilities as may be prescribed by the President, and such other duties as, from time to time, may be assigned by the Board of Directors. In the absence of the President or in the event of the President's inability or refusal to act, and subject to approval by the board, the Vice President shall perform the duties of the President and shall have all the powers of and be subject to all the restrictions of the President.

Section 5.7. Duties of the Secretary. The Secretary shall act as Secretary of the Corporation and the Board of Directors. The Secretary:

- A. Shall ensure appropriate notices or waivers of notice regarding Board meetings are given in accordance with these By-Laws or as required by law.
- B. Shall ensure that all corporate records, reports and minutes of the Corporation, the Board of Directors and committees are maintained per Florida Statute.
- C. Perform such other duties as are customarily performed by or required of corporate secretaries.
- D. Perform any other duties assigned to the Secretary by the President or by the Board of Directors.

Section 5.8. Duties of the Treasurer. The Treasurer shall have custody and control of all funds and securities of the Corporation and shall have such duties as are customarily performed by or required of corporate treasurers. The Treasurer;

- A. Shall ensure that a true and accurate financial and tax accounting report of the financial transactions of the Corporation is made periodically.
- B. Shall ensure that reports of such transactions are presented to the Board of Directors at regular meetings of the Board of Directors.
- C. Shall ensure that all accounts payable are presented to such representatives as the Board may designate for authorization of payment.
- D. Create and manage the annual budget.
- E. Manage fiscal matters outlined in Article VII of these By-Laws.
- F. Perform any other duties assigned to the Treasurer by the President or by the Board of Directors.

ARTICLE VI- COMMITTEES

Section 6.1. The functions of committees are to make investigations, conduct studies and hearings, carry out actions and make recommendations to the board pursuant to

the bylaws on such activities as may be delegated to it by the board. The board may refer any motions made by the general membership to a committee for study. Unless an action is specifically mentioned in these By-Laws or delegated in writing, the Board of Directors maintain sole authority to make decisions.

Section 6.2. Selection of Chairs. Committee chairs shall be members of the SVCA, appointed by the president, subject to approval of the board. The President may not serve as a committee chair unless specifically appointed by the Board of Directors.

Section 6.3. Committee members. Standing and special committees shall consist of three or more persons selected by the committee chair.

Section 6.4. Terms. Standing Committee members should be allowed to serve unlimited consecutive 1-year terms with a review by the Board of Directors annually. Special Committee members serve only for the limited time of the committee's charter.

Section 6.5. Removal or replacement. All Committee chairs and/or committee members may be removed or replaced at any time by majority vote of the Board of Directors.

Section 6.6. Quorum. Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

Section 6.7. Rules. Each committee may adopt rules and regulations for its meetings and the conduct of its activities which it deems appropriate. However, the rules and regulations shall be consistent with these bylaws, and regular minutes of all proceedings shall be maintained.

Section 6.8. Meetings and minutes. The committee chair shall set the date, time, and location of meetings, assure accurate records and reports are kept, and must submit all recommendations to the board in writing at least five (5) days prior to the next board meeting in a format dictated by the board.

Section 6.9. Committee budgets. The receipt or expenditure of funds by a committee for any activity or program shall first be approved by the board.

Section 6.10. Standing Committees. The Board of Directors should cause the following committees to continually operate to assist the board in the execution of its duties:

- A. Building and Grounds. Oversee all repair and maintenance work within the community building and SVCA property. Supervise paid personnel for cleaning, lawn service, and repairs within the Board of Directors approved budget. Seek volunteer assistance where possible. Make recommendations to the board for improvements not within the approved budget. Maintain all tables, chairs, and recreational equipment, and supervise the uses of kitchen materials and storage spaces within the community hall. Shall maintain an inventory of the SVCA properties and keep a copy at the office of the SVCA.
- B. Governmental and Community Relations. Attend meetings of the Sarasota Board of County Commissioners and other governmental bodies, civic or community organizations, and other entities as directed by the president of the board and make recommendations to the board to take a leadership role on issues that affect the SVCA.
- C. Marketing and Promotion. Maintain regular communication with all media for promotion and dissemination of information. Review and advise on printed materials, marketing packets, and schedules that assist the other committees. The newsletter of the SVCA is the official Corporate Publication and shall be published monthly to all current dues paying members and other persons approved by the board. The editor shall be responsible for all news that is published and may create an editorial board for guidance. No member shall publicize or communicate any positions of the SVCA unless specifically authorized by the board. When authorized, publicity shall be through the President or the chairman of the Marketing and Promotion committee.
- D. Membership. Recruit new members and retain current members through promotional activities and campaigns.
- E. Education. Provide interesting and educational program speakers or groups at the monthly meetings of the membership.
- F. Events. Manage social and community events. Budget, schedule, and execute events per direction of the board and in conjunction with the Marketing and Promotion committee. Provide the membership with fellowship opportunities, including social events, dances, dinners, and other activities. Implement fund raising activities for capital and operational improvements to the SVCA lands and buildings

Section 6.11. Special Committees. Special committees may be established in accordance with these By-Laws or as proscribed by the Board of Directors. These committees are limited in term to the specific actions required.

- A. Budget. The Treasurer shall chair this committee. Prepare an annual budget for the general funds of the SVCA for board approval in December prior to the next calendar year. Establish internal controls for the accurate management of the funds of the SVCA. Conduct an audit, or cause an outside review, of the books and records to the board. Conduct a mid-year report to the board on the financial status of the SVCA and make recommendations for budget adjustments, if necessary.
- B. Governance. The Secretary shall chair this committee. Review the current Articles of Incorporation, By-Laws and policies and procedures of the SVCA on an annual basis. Make recommendations for amendments to the board for approval. Assure the procedures of amending bylaws and policies and procedures are in order.
- C. Nomination. Oversee the Election process of the Board of Directors per Article IV of these By-Laws.
- D. Other special committees. The Board of Directors may establish, from time to time, other special committees as required.

Section 6.12. Clubs and Affiliates. In order to promote recreational and social interests of its members, the SVCA may create or sponsor clubs, or become affiliated with organizations that support its mission and are not in conflict with its Article of Incorporation or bylaws. Clubs shall be responsible for their own rules and regulations, activities, accounting, and financial management, and may be included in the annual reports and tax records of the SVCA upon prior approval of the Board. Each club member pays annual dues to the SVCA within the membership classes approved by the Board. Each club shall submit a roster of current members with its annual report. Upon approval of the board, clubs may have limited free use of the community hall, provided they maintain its furnishings and equipment and follow the general rules of the SVCA.

ARTICLE VII - FISCAL MATTERS

Section 7.1. Fiscal Year. The fiscal year of the SVCA shall begin on January 1 and shall close on December 31.

Section 7.2. Deposits. All monies paid to the SVCA shall be placed on deposit in a timely manner in financial institutions approved by the board.

Section 7.3. Checks, drafts, payment of funds. All payments of money, in any form, issued in the name of the Corporation or to the Corporation, shall be signed, endorsed or approved via electronic means by at least two such officers or agents of the Corporation and in such manner as shall from time to time be determined by the Board of Directors.

Section 7.4. Loans. No loan shall be granted to directors, officers or members of the Corporation. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section 7.5. Gifts, donations and contributions. The Board of Directors may:

- A. accept on behalf of the Corporation any contribution, gift, bequest, donation of labor or material, or device of any type of property ("donations"), for the general and special charitable purposes of the corporation as stated in the Articles of Incorporation, on terms approved by the board.
- B. hold donated funds, securities or property in the name of the Corporation. Collect and receive the income from those funds, securities or property.
- C. devote the principal or income from donations to benevolent and charitable purposes outlined in the Articles of Incorporation as designated by the board.
- D. enter into an agreement with any donor to continue to devote the principal or income from the donation to a particular purpose designated by the donor, and after approval of the agreement by the board devote the principal or income from that donation according to the agreement.

Section 7.5. Maintenance of fiscal records. The Corporation shall keep correct and complete books and records of account and other records of the activities of the Corporation as may be appropriate. Monthly financial statements shall be in writing and upon approval by the board retained within the official minute book of the SVCA.

Section 7.6. The books and records shall be reviewed by the Treasurer on a semi-annual basis and reported to the board for adjustments or changes, if there are any.

Fiscal information should be published to the membership as determined by the Board of Directors.

ARTICLE VIII -CONFLICTS AND DUALITY OF INTEREST

Section 8.1. Individuals shall disclose to the Board of Directors any personal interests which they may have in any matter pending before the Corporation and shall refrain from participation in any discussion or decision on such matter. Directors and officers shall report any conflicts of interest to the board and any conflicts of interest shall be annotated in the board meeting minutes. Members of a single residential property may not serve concurrently as a director or officer or be nominated to fill any position that would cause a potential conflict of interest.

Section 8.2. Any member of the Corporation's Board of Directors, officers, agents or Membership shall refrain from obtaining any list of clients or donors for personal or private solicitation purposes at any time during the term of their affiliation.

ARTICLE IX-CONFIDENTIALITY

Section 9.1. All nonpublic matters concerning the internal and external conduct of the Corporation's business and its relationships shall be kept strictly confidential, unless and until the Board determines to release the information. This applies to any and all individuals associated in any way with the Corporation. It covers all documentation, correspondence, memorandums and any and all communications whether written, oral or electronic.

Section 9.2. Member access to records. Current versions of the SVCA core documents, specifically the Articles of Incorporation, By-Laws, Policies and Procedures, Meeting of the Members and Board of Director Meeting minutes and financial records shall be available to the general membership and accessible to all members on written request. All previous final versions of these documents shall be retained in the SVCA's electronic records for reference and archival purposes.

ARTICLE X – INDEMNIFICATION

Section 10.1. Indemnification. The directors of this corporation shall not be personally liable for its debts, liabilities or other obligations. The corporation shall provide indemnification per the Articles of Incorporation. Directors are not covered if the person fraudulently and intentionally violated the law and/or maliciously conducted acts to

damage and/or defraud the corporation, violates the prohibited activities outlined in the Articles of Incorporation or as otherwise provided under applicable statute.

Section 10.2. Insurance of Risk. The Corporation's management shall have the authority to purchase and maintain insurance on behalf of any person who is or was an agent against any liability or claim asserted against the agent and incurred while acting in his or her capacity as an agent or arising out of his or her status as an agent of the Corporation.

ARTICLE XI-NONDISCRIMINATION

Section 11.1. The Corporation recognizes the right of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and shall not at any time discriminate against any person with whom it deals because of race, religion, color, gender, gender identity, sexual orientation, age, disability, or national origin.

ARTICLE XII-DISSOLUTION

Section 12.1. On dissolution of the Corporation, any funds remaining shall be distributed as directed in the Articles of Incorporation to organizations as selected by the majority vote of the remaining Board of Directors.

ARTICLE XIII – AMENDMENTS

Section 13.1. These By-Laws may be amended at any annual meeting of the Corporation or at any other such meeting, or action without meeting of the Corporation called for such purpose by the Board of Directors, provided that the amendment has been:

- A. Submitted to the President of the Board in writing.
- B. Reviewed and approved by all members of the Board of Directors.
- C. Published in the official Corporation Publication for a period of 30 days.
- D. Approved with a minimum yes vote from 25 members or 10% of the active membership, whichever is greater.

E. Voting may be made in person at the meeting, by Proxy per section 3.8, by US Mail, Electronic Mail, or other Electronic Means as determined by the Board of Directors.

Section 13.2. All amendments to these Articles shall be published in the official corporation publication within 30 days after final approval, signed by the Secretary of the Board and submitted to the State of Florida in accordance with applicable law.

ARTICLE XIV-RULES OF INTERPRETATION AND GOVERNING LAW

Section 14.1. Noun, Pronoun number and Gender. Singular nouns and pronouns are to be interpreted as plural; plural nouns and pronouns as singular; and personal pronoun gender as either masculine, feminine, or neuter.

Article 14.2. Headings. Section headings are reference aids only and not evidence of the section's intent.

Article 14.3. Governing Law. Current and future Florida law governs these Bylaws and interprets its provisions.

Article 14.4. Severability. Should any portion of these By-Laws be rendered or declared invalid by a court of competent jurisdiction of the State of Florida, the invalidation of a portion will not invalidate the remaining By-Laws portions, and they shall remain in full force and effect.

Approved by the Board of Directors on: _____

Approved by a Vote of the membership on: _____

Signed: _____ Date: _____

Board President

Attested: _____ Date: _____

Board Secretary