

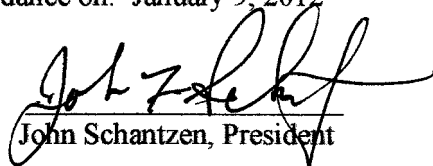
REVISED BY-LAWS  
OF  
THE NORTH MERRITT ISLAND HOMEOWNERS ASSOCIATION, INC.

Submitted by: By-Laws Review Committee  
Peter Burrige, Chairperson  
Darleen Hunt  
Sandra Pesce

Approved by Board on: November 7, 2011

Approved by general membership  
In attendance on: January 9, 2012

Signed:

  
John Schantzen, President

  
Connie Cole, Secretary

## **Paragraph I – Preamble**

### **SECTION 1 – Name and Authority**

These By-Laws shall be part of the articles of incorporation of the North Merritt Island Homeowners Association, Incorporated, herein referred to as “The Association”. In the event of a basic contradiction between these By-Laws and Articles of Incorporation, the Articles of Incorporation shall be the governing authority.

For purpose of simplification, any reference to gender wherever used shall be construed to include both sexes.

### **SECTION 2 – Purpose**

The purpose of this Association is to protect the interests of property owners who reside on North Merritt Island (north of the Barge Canal up to Kennedy Space Center) with particular emphasis on: growth, life style of residents, ecology, area appearance and property values. The Association will endeavor to limit density on all planned zoning to no more than one unit per acre.

### **SECTION 3 – Political Restrictions**

The Association shall be non-partisan and at no time shall politics and party affiliations affect decisions or actions under consideration. If an officer, director or committee chairperson files as a candidate for public office and pays the required filing fees, then he must resign from the position held. This restriction does not apply in cases of election or appointment within a political party or as a member of a civic board, commission or committee.

### **SECTION 4 – Association Year**

The association Year is from July 1 through June 30.

## **Paragraph II – Membership**

### **SECTION 1 – Full Membership**

- 1.1 A full member is an individual who resides and owns a residence on North Merritt Island and who pays the Association annual dues. (Note: individual pertains to a natural person only, not a corporation).
- 1.2 Each individual who pays the annual Association dues is eligible to vote.
- 1.3 Members who have belonged to the Association for six months may hold office.

## SECTION 2 – Associate Membership

- 2.1 An associate member is an individual who resides or owns residential property on North Merritt Island but does not qualify for full membership privileges.
- 2.2 Associate members may not vote or hold office except under a special limited exception.

## SECTION 3 – Honorary Membership

- 3.1 Honorary membership may be granted upon the approval of the board and general membership to persons of distinction and high position who are homeowners in Brevard County and endorse the principles of the Association.
- 3.2 Honorary members are not charged dues.
- 3.3 Honorary members may not vote or hold office in the Association.

## Paragraph III – Dues

- 1.1 The membership dues of the Association shall be ten dollars per voting member payable annually, June 30. New members who pay dues after March 1<sup>st</sup> will be considered paid members through June 30 of the following year.
- 1.2 The dues are not refundable in the event of resignation or departure of a member for any reason.
- 1.3 Members whose dues are not current will be considered inactive and are no longer eligible to vote.
- 1.4 Dues/memberships are not transferable in the event a member sells his property.

## Paragraph IV – Voting and Quorums

### SECTION 1 – Voting

- 1.1 Each dues paying full member of the Association shall be allowed one vote at general meetings or the Association.
- 1.2 A majority of qualified members present shall carry any motion presented to the general meeting. A majority shall consist of one-half plus one of the members present.
- 1.3 Proxy votes will be admitted only on approval of the Board of Directors in advance (at least four days prior to the scheduled meeting). The proxy must bear the signature of the member and must be on the proxy ballot form provided by the nominating committee. (See Paragraph IX Sec. 2.3).
- 1.4 The method of voting on motions presented at general meetings will be by show of hands or ballot at the discretion of the President.
- 1.5 Election of officers/directors at the general meeting in June shall be by secret ballot (See Paragraph IX Sec. 2.4).
- 1.6 In the event that there is no more than one candidate for each position, the slate may be elected by motion and vote of members present by a show of hands.

- 1.7 Two members may share a board position; however, only one may vote on a motion. (A determination should be made when establishing a quorum which individual will cast votes for that meeting.)

## SECTION 2 – Quorum

- 2.1 For any Board of Directors meeting, a majority of the Board of Directors shall constitute a quorum. (A majority consists of  $\frac{1}{2} + 1$  (half plus one) of the officially listed members of the Board of Directors.)
- 2.2 For general meetings of the Association, members present and in good standing (dues current) shall constitute a quorum.

## Paragraph V – Officers and Duties

### SECTION 1 – Officers

- 1.1 The officers of this Association shall be: President, Vice-President, Secretary, Treasurer and Sergeant-at-Arms. All officers must be members in good standing in the Association for six months and must reside on North Merritt Island.
- 1.2 The officers will be elected at large in conjunction with the election of the Board of Directors at a general meeting of qualified members convened for that purpose during the month of June. The officers shall serve as members of the Board of Directors. The term of office for all members of the Board of Directors shall be for a period of one (1) year (July 1 through June 30).
- 1.3 Any member of the Board of Directors, who misses more than two (2) consecutive meetings without just cause, shall be determined by the board disinterested. His position can be declared vacant by the Board of Directors and a new director appointed as described in these By-Laws (See Paragraph V Sec. 2.1).

### SECTION 2 – Duties

- 2.1 The President will serve as chairperson of the Board of Directors and is authorized to act in the name of the Association when directed by the Board of Directors. In the event it becomes necessary to fill a vacancy on the Board of Directors, the President, with approval of the Board of Directors, shall appoint a replacement to fill the vacancy for the remainder of the term (until the next general election). The President is authorized to sign correspondence of a perfunctory nature in the name of the Association. However, correspondence that would (could) reflect the opinion of the Association shall be approved by the Board of Directors prior to submission to the recipient. Copies of all correspondence must be provided to the secretary for record purposes. The President is authorized to call special meetings of the Board of Directors.
- 2.2 The Vice-president will perform such duties as directed by the President and will act as President in the absence of that officer. The Vice-president shall preside over any meeting in which the President chooses to step down from the chair (pass the gavel) to participate in the general discussions.

- 2.3 The Secretary is authorized to originate and sign correspondence of an informative or inquiry nature about and/or for the Association. Correspondence which commits the Association to an act or program or that reflects the policies of the Association must have prior approval and official sanction of the Board of Directors. Such correspondence will normally be signed or countersigned by the President but this authority may be delegated in each case by the President to the Secretary. The Secretary shall maintain the minutes of all meetings (copy to the President).
- 2.4 The Treasurer is authorized to sign checks and made expenditures authorized by the Board of Directors. All checks are to be co-signed by the President or one other board member designated by the President. The Treasurer is responsible for maintaining records of revenue and expenditures of the Association which will be audited annually at election time or, at the change of the Treasurer.
- 2.5 The Sergeant-at-Arms assures the readiness of the meeting place for all meetings and maintains order while the meeting is in session.

## **Paragraph VI – District Representatives**

### SECTION 1 – Definitions and Duties

- 1.1 District representatives will be elected at the general membership meeting in June. They will represent specific areas of North Merritt Island. (See attachment A). All representatives must reside in their districts. More than one person may be elected to represent a district: however, only one vote will be allowed per district.
- 1.2 District representatives will serve as members of the Board of Directors and are expected to attend monthly Board of Director meetings.
- 1.3 District representative duties include but are not limited to:
  - a) Keeping district residents informed of pertinent issues.
  - b) Represent district at Board of Director meetings, zoning meetings, Board of County Commissioner meetings and other necessary meetings.
  - c) Assist in recruiting new members in their districts.
  - d) Function as an advisor to district residents: receive complaints, problems and concerns of residents and bring such concerns to the Board of Directors, or direct residents toward the appropriate authority.

## **Paragraph VII – Board of Directors**

### SECTION 1 – Definition

- 1.1 The Board of Directors shall consist of at least five elected officers, four district representatives and the immediate past President, who shall be an ex-officio member of the Board of Directors but shall not be included in the quorum count and does not have a voting right at the Board of Directors' meetings. All members of the board and ex-officio member must be members in good standing in the Association.
- 1.2 All board members will be nominated and elected by members of the Association at the general election meeting in June.

- 1.3 The Board of Directors shall perform all functions and exercise all authority over the affairs of the Association normally assigned to such bodies within limitations established in the Articles of Incorporation, or elsewhere in the By-Laws.
- 1.4 The President, with approval of the Board of Directors, may appoint specific committee chairs such as the Publicity Chair, Zoning Chair, or the Membership Chair as At Large members of the board. A vote must be taken at the next general membership meeting to approve the addition of the At Large member(s). At Large members will be included in the quorum and can vote on board motions. At Large members' terms expire in June.

## SECTION 2 – Duties and Authority

- 2.1 The Board of Directors shall:
  - a) Meet at least once a month, or, as required.
  - b) Act as elected representatives of the members.
  - c) Meet in special session at the call of the President to discuss issues and problems and formulate policies, proposals, etc.
  - d) Take issues or policy matters under advisement for presentation at general meetings.
  - e) Inform the President of the necessity for special meetings or identify emergency situations which come to their individual or collective attention.
  - f) Distribute information generated by the Board of Directors to members individually or collectively.
- 2.2 A majority shall be required to pass on issues presented at the Board of Directors' meeting providing a quorum is present.
- 2.3 The Board of Directors may:
  - a) Authorize action for expenditures in the name of the Association. Expenditures for any one transaction are not to exceed \$300 of the Association's assets. Under special circumstances, expenditures in excess of \$300 may be approved by unanimous vote of the Board of Directors. This limit does not apply to printing and postage for the Association's monthly newsletter.
  - b) Authorize fund raising campaigns, as permitted by law, including sponsoring cooperative sales of goods or services.
  - c) Call special meetings of the general membership.

## Paragraph VIII – Meetings

- 1.1 The general membership shall meet quarterly or as called by the President and authorized by the Board of Directors.
- 1.2 The Board of Directors will meet monthly or as called by the President.
- 1.3 Board meetings will be open to the general membership.
- 1.4 Notice of all meetings of the general membership shall be given not less than 15 days prior to the date of the meetings. Notices of special meetings of the members shall also state the purpose for which the meeting is called.
- 1.5 No notice of the monthly meeting of the Board of Directors shall be required.

- 1.6 Robert's Rules of Order shall govern the conduct of meetings and transactions of business of this Association.

## **Paragraph IX – Committees**

Committees shall consist of two types: Standing and Special.

### **SECTION 1 – Standing Committees**

- 1.1 Standing committees shall be determined by the Board of Directors.
- 1.2 All appointments of chairpersons to standing committees shall be made by the President. All appointments of members to committees shall be made by the chairperson unless previously designated by the President.
- 1.3 **Membership**: The role of this committee is to plan, organize and conduct a constant program for enlisting new members and promoting interest in, and understanding of, the Association to the members. The chairperson will keep an up-to-date listing of members and a full mailing list for the President, the Secretary and the Editor of the Association newsletter. A list of the members for individual districts will be given to each district representative.
- 1.4 **Publicity**: The role of this committee is to keep the public informed of the activities of the Association, and to be responsible for internal publicity. This committee will assist the webmaster in keeping the Association's web site current.
- 1.5 **Fund Raising**: The role of this committee is to develop and implement operating funds and special projects.
- 1.6 **Telephone**: The role of this committee is to notify or poll members of short notice events or to seek volunteers for specific tasks to accomplish Association programs. District representatives may serve in this capacity.
- 1.7 **Beautification**: The role of this committee is to encourage improved appearance of North Merritt Island in keeping with the objectives of the Association.
- 1.8 **Environment**: The role of this committee is to monitor the environment on North Merritt Island (north of the Barge Canal) and to make recommendations to the Board of Directors.
- 1.9 **Wildlife Watch**: The role of this committee is to monitor sightings of the various types of wildlife, to record where, when and what species sighted, and to report their findings to the board of directors.
- 1.10 **Zoning**: The role of this committee is to become familiar with area zoning; keep members of the Board of Directors and general membership informed of proposed new zonings; speak at planning and zoning meetings and County Commissioner meetings on behalf of the Association as directed by the Board of Directors.

### **SECTION 2 – Special Committees**

- 2.1 Special committees will be appointed by the President from the membership for short term or for one purpose activity.
- 2.2 The special committees identified below will be appointed by the President, subject to the approval of the Board of Directors, and will operate according to the rules prescribed.

2.3 Nominating Committee: Shall consist of at least five (5) members appointed by the President. Two of the members of this committee will be from the Board of Directors. The committee will nominate at least one member for each position. The qualifications of the nominees, and their willingness to serve, will be checked by the committee prior to their official selection as candidates.

The committee will prepare the ballots to include proxy ballots. Ballots will contain all nominations for officers and district representatives to be elected. (See sample ballot, attachment B.) Necessary checks will be made against the official membership list at the time of issue to determine the eligibility of the nominee to be placed on the ballot.

The slate of candidates (officers and district representative) will be presented by the chairperson of the committee to the Board of Directors at their regular meeting one month prior to the general election meeting. Nominations from the floor can be made at that time.

2.4 Election Committee: Shall consist of three or more members appointed by the President. Two members of this committee shall be the Secretary and Treasurer of their representatives. For all elections one (1) ballot shall be issued to each qualified voter.

Members of the committee will collect the ballots at the appropriate time during the meeting and ensure that all proxy ballots are accounted for. They will tabulate them and announce the results to the chairperson of the meeting when requested.

The committee will recount the ballots after the meeting and publish the final outcome, if differences occur, from those announced in the meeting and for the record as appropriate.

All ballots will be held for 30 days after official counts and then destroyed. The ballots will be turned over to the Secretary after the official count has been accomplished and he will then be responsible for destroying them as stated above.

2.5 By-Laws Revision Committee: When this committee is required, it shall consist of at least three members appointed by the President to review the By-Laws for possible changes and/or additions. The suggested revisions, if any, shall be presented to the Board of Directors in writing for approval prior to presenting them to the general membership for final acceptance.

### **Paragraph X – Amendments**

1.1 Any qualified member of the Association may submit proposed amendments to these By-Laws. Such proposals will be submitted in writing to the Board of Directors for their action.

1.2 The Board of Directors will weigh the primary significance and secondary implications of the proposed amendment and either approve or reject it by a majority vote. If approved, the Board of Directors will edit and prepare the amendment in appropriate form for submission to the membership at the first general meeting called for that or other purposes following the submission.

In any case, the proposed amendment, having been approved by the Board of Directors, will be distributed in writing to all members at least 15 days prior to the general meeting called for this and/or other purposes.



- 1.3 Assuming proper notification of the general meeting is accomplished as specified in these By-Laws, the proposed amendment will be read aloud to all members present and then put to vote which will be final.
- 1.4 The Board of Directors may propose amendments and will be bound by the same procedures as specified above.

**PROXY**

KNOW ALL MEN BY THESE PRESENTS, that I \_\_\_\_\_, the undersigned member of the North Merritt Island Homeowners Association, Inc. (NMIHOA), hereby constitutes and appoints \_\_\_\_\_ true and lawful attorney and agent for me and in my name, place and stead, to vote as my proxy at the NMIHOA Board Meeting, to be held on \_\_\_\_\_ for the election of the NMIHOA Board of Directors as indicated below, and for the transaction of any business which may legally come before the said meeting, and for me and in my name, to act as fully as I could do if personally present; and I hereby revoke any other proxy heretofore given to me.

Signed and sealed by my hand this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_.

\_\_\_\_\_

**BALLOT**

<p><b>President</b></p> <input type="checkbox"/> _____ <input type="checkbox"/> _____ <input type="checkbox"/> _____	<p><b>Vice President</b></p> <input type="checkbox"/> _____ <input type="checkbox"/> _____ <input type="checkbox"/> _____	<p><b>Secretary</b></p> <input type="checkbox"/> _____ <input type="checkbox"/> _____ <input type="checkbox"/> _____
<p><b>Treasurer</b></p> <input type="checkbox"/> _____ <input type="checkbox"/> _____ <input type="checkbox"/> _____	<p><b>Sgt.-at-Arms</b></p> <input type="checkbox"/> _____ <input type="checkbox"/> _____ <input type="checkbox"/> _____	<p><b>District 1</b></p> <input type="checkbox"/> _____ <input type="checkbox"/> _____ <input type="checkbox"/> _____
<p><b>District 2</b></p> <input type="checkbox"/> _____ <input type="checkbox"/> _____ <input type="checkbox"/> _____	<p><b>District 3</b></p> <input type="checkbox"/> _____ <input type="checkbox"/> _____ <input type="checkbox"/> _____	<p><b>District 4</b></p> <input type="checkbox"/> _____ <input type="checkbox"/> _____ <input type="checkbox"/> _____