

Bylaws of the Flagler Model Land Company Neighborhood Association

Article I: Name, Purpose, and Type

Section 1: The name of this Association shall be “Flagler Model Land Company Neighborhood Association” (Association).

Section 2: The purpose of this Association shall be:

a) To encourage and promote community pride in our neighborhood.

1. to inform residents and owners about the history and significance of the neighborhood and its structures
2. provide forums for volunteer opportunities or community outreach within the neighborhood and surrounding area
3. provide resources for residents and owners for involvement in preserving the neighborhood

b) To provide opportunities for residents and owners to meet and socialize.

1. Sponsor regular meetings that include both information and entertainment for residents and owners.
2. Organize social activities for the benefit of residents and owners.
3. Provide opportunities for special interest groups to form in the neighborhood such as Book Clubs or other types of shared interest groups.

c) To increase knowledge and awareness of issues affecting the neighborhood.

1. Provide information about issues that impact the residential quality of the neighborhood or the potential loss of historic structures in the neighborhood
2. Provide information for ways to be involved in local issues for those interested in taking action to educate others or influence decision makers.

Section 3: The Association has membership in the Neighborhood Council of St. Augustine and, as such, has tax-exempt status as a 501 (c) (4) organization. The Neighborhood Council prepares the annual tax filing for all member associations. This association is and shall remain a non-profit organization and no part of the net earnings thereof, if any, shall inure to any member.

Section 4: The Association is a loosely organized group of residents and owners organized for the purposes outlined above and neither the Board nor any member shall be authorized to speak on behalf of or take a position on any matter in the name of the Association.

Section 5: And other lawful purposes.

Article II: Boundaries

The boundaries of Flagler Model Land Company Neighborhood Association shall be defined as follows: Bordered to the north by the south side of Orange Street, to the west by the east side of Ponce de Leon Blvd. (U.S. 1), to the south by the north side of King Street and to the east by the east side of Cordova Street.

Article III: Membership

Section 1: Full voting membership in this Association shall be available to any person 18 years of age or older who resides, owns property, or operates a business within the boundaries of this neighborhood, as defined in Article II.

Section 2: Persons who have once resided within the boundaries of the neighborhood and residents on Spanish Street may be members of the Association activities but will not be eligible to vote.

Section 3: Additional membership categories may be determined and established by the approval of the full membership of the Association.

Section 4: Because this is an informal organization formed for the benefit of the neighborhood and those who either own property or live in the neighborhood. The e-mail list for the Association will constitute a list of members.

Section 5: Any annual membership fees shall be determined by the Board of Directors.

Article III: Governance

Section 1: The Flagler Model Land Company Neighborhood Association shall be governed by the votes of the membership. The Association shall have a Board of Directors that will carry out the decisions of the membership. In the event of an urgent need, the Board of Directors may act as an Executive Committee to take action in the name of the Association.

Section 2: To be eligible for office, a person must be a voting member of the Association, as defined in Article III, Section 1.

Section 3: The Board of Directors shall consist of elected officers, President, Vice-President, Secretary/Editor, Treasurer, and up to four At-Large Board members.

a) Officers must have served at least one term as an At-Large Board member.

- b) The Board makeup may be altered given the interest and level of participation of the membership.
- c) Board Members serve from July through June of each year and are not limited in the number of terms they serve.
- d) Board members shall serve without compensation.

Section 3: A simple majority of the Board shall constitute a quorum for doing business. Each member shall be entitled to one vote.

Section 4: The powers and duties of the Board of Directors include:

- a) Ensure that the Association obeys applicable laws and regulations; meet fiduciary responsibilities; follows its bylaws, and adheres to the Association purpose, as outlined in Article I;
- b) Ensure all activities of the Association are inclusive, in the best interest of the neighborhood and that expenditures to support activities are prudent;
- c) Schedule, participate and direct all events including meetings and social events for the Association;
- d) Appoint a primary and backup representative from the Board to the Neighborhood Council of St. Augustine.
- e) Ensure sufficient operating resources through in-kind donations, individual donations, and fund-raising activities.
- f) Make decisions and seek input from the membership regarding projects, initiatives, etc.;
- g) Establish and dissolve Committees and appoint Committee Chairs;
- h) Appoint all persons or organizations to serve the Association;
- i) Interpret the By-Laws;
- j) Establish a budget, and approve non-budgeted expenditures; and
- k) Establish policy for the Association;

Section 5: Officers

- a) The President shall preside at all meetings of the Association and the Board of Directors and shall perform such duties as directed by the Board of Directors.
- b) The Vice-President shall perform all duties as may be assigned by the President or Board of Directors and shall be the presiding officer in the absence of the President. Should both the President and Vice President be unavailable, the President will appoint a person to temporarily act in the stead of the President.
- c) The Secretary/Editor shall be the official custodian of all records of the Association, shall keep a full record of the minutes of all meetings, decisions of the Board of Directors, and shall send all official correspondence to the membership via the President. If the secretary is unavailable the duty of taking minutes at regular and other meetings shall be delegated to an officer or another member present at that meeting. Editorial duties include management of all newsletter and neighborhood communications.
- d) The Treasurer shall be responsible for all funds, if any, of the Association. Funds, if any, shall be deposited into an account in a recognized financial institution in the name of the Flagler Model Land Company Neighborhood Association, which requires joint signatories to withdraw funds. All bills shall be paid by the Treasurer, who shall provide regular reports of all transactions and prepare written financial statements as directed by the Board of Directors. The address of the Treasurer shall also serve as the official mailing address of the Association.

Article IV: Nomination, Election, Removal And Termination Of Officers And Members Of The Board

Section 1. Notice of Election and Nominations

- a) Notice of the annual election shall be provided to the general membership at least 30 days prior to the election. Electronic mail, telephone and/or media will be used to make every effort to notify members of this annual election.
- b) Nominations will be solicited from the general membership and candidates for any officer or board position shall indicate their interest in nomination no later than 7 days prior to the election by notifying a Board Officer or by email to fmlcna@gmail.com in writing. All nominees must be a member of Flagler's Model Land Neighborhood Association as defined in Article III.

Section 2. Election

- a) The election of officers and the board will occur at a general meeting each spring for the following season (July through June).
- b) When there is only one candidate for office, election by a voice vote will occur. If two or more candidates are vying for the same office a written ballot will occur. Absentee ballots will not be allowed nor included. Election requires a majority vote of the membership present.
- c) Officers and board members elected at the annual spring meeting shall assume their positions beginning in July of that year.
- d) Each officer and board position shall be elected for a term of one year.
- e) No officer shall be elected to the same office for more than three (3) consecutive years.
- f) Board members may serve unlimited terms provided they are elected by the membership.

Section 3. Vacancy

- a) A vacancy of a board member, other than an Officer, may be filled for the remainder of the vacant term or remain vacant by a majority vote of the board.
- b) A vacancy of any Officer shall be filled from the existing Board by a majority vote of the Board.
- c) If, for any reason, this succession cannot be fulfilled, a new President and Vice-President shall be elected at a general or special membership meeting by a majority vote of the members present. Reasonable prior notice of such special election shall be announced to the membership.

Section 4. Removal and Termination

- a) An officer or other board member may be expelled by a majority vote of the Board. Circumstances may include conflict of interest, unethical behavior, or infraction or underperformance of duties as identified in Article III, Section 4.
- b) If an officer or other board member is absent for three consecutive meetings, without extenuating circumstances, his or her position may be vacated by a majority vote of the board.
- c) A position held on the board will terminate at once for any officer or board member who moves from the neighborhood.

Article VI: Meetings

Section 1: General meetings and events shall be held at least four times during the calendar year. Advance notice of at least two weeks with details of the meeting shall be posted on electronic media and e-mailed to the existing mailing list. Board meetings shall be held before each Association meeting as needed.

Section 2: Special meetings of the membership for any purpose may be called by the President, or in the President's absence, the Vice-President, or at the request of ten (10) members of the Association. Any special meeting will count as one of the required four annual meetings.

Section 3: At each meeting of the membership, each member shall be entitled to one vote, as defined in Article II, and decisions shall be made by simple majority. Only current members may vote; no proxy or absentee voting shall be permitted. A majority of Board members shall constitute a quorum at any meeting of the Board of Directors.

Article VII: Association Year

The Association year shall run from July - June of each year. In accordance with the Neighborhood Council of St. Augustine the Fiscal Year for the Association will coincide with the Calendar Year.

Article VII: Procedure

Roberts' Rules of Order Newly Revised shall govern the proceedings of all meetings of the Association and Board in all cases in which they are applicable, and in which they are not inconsistent with the By-Laws or the special rules of this Association.

Article VIII: Amendments

Section 1: Suggested by-law changes shall be posted to the Web site for review by the membership at least two weeks prior to the meeting during which a discussion and vote will take place.

Section 2: Amendments to these by-laws will require a simple affirmative vote by the majority of the members present at a scheduled meeting with the proper notice.

Article IX: Dissolution

In the event that the Flagler Model Land Company Neighborhood Association becomes inactive or dissolves, all monies in the general fund shall be distributed to a tax-exempt,

community-oriented institution or organization approved by the majority of the members of the Association at the time of dissolution.

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Adopted on: Feb. 26, 2018