

Vero Shores Owners Association Bylaws

ARTICLE I

This Association is a non-profit corporation chartered by the state of Florida and known as the VERO SHORES OWNERS' ASSOCIATION, INC. of Indian River County, Florida (hereinafter referred to as the "Association").

ARTICLE II – Purpose

The object of the Association shall be to promote a friendly, beautiful, and vigorous community. Activities may include though not be limited to:

- A. Programs relating to community betterment
- B. Care and beautification of community entrances, common areas, and county rights-of-way
- C. Social events and activities
- D. Coordination with County Code Enforcement officials and a program of education so as to encourage compliance with County ordinances
- E. Advocacy and education regarding land uses adjacent to or near Vero Shores
- F. Acquisition and improvement of real and personal property by purchase, gift, grant or bequest, if deemed necessary in the Association's interest and to further the objectives of this Association.
- G. All programs must be within the scope of the Association's Charter and Bylaws. This Association is a non-stock, non-profit corporation. Salaries, dividends or pecuniary benefits are prohibited by the Corporation's Charter

ARTICLE III - Membership

- A. Membership in the Association shall be limited to persons who are owners of record or who are in residence in Vero Shores and who are current in their payment of Association dues as provided herein. Members only shall be entitled to a voice and vote in the transaction of business at meetings of the Association.
- B. Sale of member's property in VERO SHORES shall automatically terminate membership in the Association. There shall be no rebate of Association dues. The new owners of such property shall have the privilege of full membership in the Association for the unexpired period.
- C. Membership shall be on an annual basis beginning on January 1 of each year.

- D. Failure to pay the annual dues within thirty (30) days after due date shall place a member in “unpaid status” without privileges of membership.
- E. Unpaid members may be reinstated effective with the payment of current fiscal year’s dues.
- F. The owner of each property shall be entitled to one membership per property. Each membership of the association shall have one vote and this when jointly owned may be cast by either of the joint owners. Where more than one property is owned, such owners shall be entitled to additional memberships and votes equal to the number of properties owned and dues paid.
- G. Members must register their current mailing address with the Secretary so that the Association may, if deemed advisable, acquaint them with items of significance.

ARTICLE IV – Dues

- A. The annual dues shall be established by a majority vote of the members only at the Annual Meeting.
- B. Dues become due and payable to the Treasurer on January first of each fiscal year.
- C. New members joining the Association for the first time at dates between the annual dues dates shall pay a prorated share of the annual dues subject to a minimum of \$15.00

ARTICLE V – Officers of the Association

- A. The Officers of the Association shall be President, Vice President, Secretary and Treasurer and such officers shall serve until the next annual meeting of the association and until their successors are elected. The Secretary and Treasurer may be the same person. All officers must be members of the Association.
 - i. The President shall preside at meetings of the Association and the Executive Board, shall call meetings of the Board prior to each regular meeting of the Association and at other times as needed; shall be a non-voting ex-officio member of all committees; and shall nominate the audit committee; shall appoint all other committees, and shall work diligently for the benefit of the Association.
 - ii. The Vice President shall preside at all meetings in absence of the President; shall take on special responsibilities; share in committee oversight as requested by the President; and shall attend all meetings of the Association and Board.
 - iii. The Treasurer shall keep the financial records of the Association; pay all bills of the organization within the limits set forth in the bylaws; shall make all records available to the audit committee, and defer to the recommendations of the audit committee, insofar as those recommendations represent sound accounting practices; shall report the financial status at each regular meeting, and at meetings of the Board; shall communicate to the Membership committee information about new members, when dues are paid; and shall attend all meetings of the Association and Board.
 - iv. The Secretary shall record minutes at meetings of the Association and the executive Board; shall read or distribute copies of minutes of the most recent meeting of either

Association or Board for approval; shall maintain a current listing of the names and addresses of all members; shall provide all official notices of meetings and cause to be distributed all absentee ballots as required in the by-laws; shall send all correspondence approved by the Board, or the membership; and shall attend all meetings of the association and Board.

- B. All Association officers shall be members of the Executive Board
- C. The Executive Board will serve in any lawful matter pertaining to the Association. The Board will meet at the call of the President of the Association or as determined by majority vote of the Board.
- D. The Board shall appoint a nominating committee comprised of three members during the third quarter meeting. The committee will then secure nominations for officers and directors and submit a written report to the Executive Board. Members of the Nominating Committee shall not be eligible to run for office.
- E. Nominations of all officers and Directors shall be made at the fourth quarter meeting of the Association. Any additional nominations shall be submitted in writing to the Executive Board not less than 20 days prior to the Annual Meeting. Elections shall be held at the Annual Meeting.
- F. The Executive Board shall consist of the regularly elected officers and three elected directors. The directors shall serve staggered three-year terms. Only one member of any member household may serve on the Board at any one time
 - i. The Directors, in cooperation with the Board, shall share in committee oversight as requested by the President. Such oversight includes attending, if not chairing, meetings of the standing or other committee to which they are assigned and reporting the status of the work of that committee to the Board. They shall attend all meetings of the Association and Board.
- G. Three unexcused absences within a 12-month period of any member of the Executive Board from any regular or special meetings of the Executive Board or to the Association shall constitute an automatic resignation from office. The Board may vote to reinstate such a member if a majority determines that there was good and sufficient reason for the absences. An excused absence may be granted by the president of the Board.
- H. The President shall not serve more than two consecutive terms of one year each.
- I. The Nominating Committee shall serve at the Annual Meeting as a ballot committee whose duty shall be to count the ballots, including absentee ballots, to destroy and dispose all ballots, and to judge disputes regarding the validity of ballots or an election. Voting shall be by written ballot, provided however, when there is only one nominee for any office to be filled, vote may be by show of hands. The nominee receiving the highest number of votes cast by members shall be declared elected.
- J. Should any elected office of the Association be vacated, a successor shall be elected at the next Annual meeting of the Association. The Executive Board may temporarily designate a successor to the vacated office who shall serve until position is filled by election.

ARTICLE VI – Meetings and Expenditures

- A. The Annual Meeting of the Association shall be held on the first Tuesday in February at 7:00 PM for the purpose of electing officers for the coming year and any other business of the Association. Notice of such meeting shall be given at least ten (10) days prior to such meeting and such notice shall be in writing. Nominations may be made by a Nomination Committee or any members of the Association. Such nominations shall be submitted in writing to the Executive Board not less than twenty (20) days prior to the Annual Meeting
- B. At least three regular quarterly meetings in addition to the Annual Meeting shall be held each year at a time and place established by the Board. The posting of a sign at the entrance or a notice in the newsletter at least ten (10) days in shall constitute sufficient notice of regular meetings. Special meetings may be held subject to the majority vote of the Executive Board or upon notice in writing to the Secretary by five (5) or more members. Written notice of special meetings must be given to the members not less than ten (10) days prior to the meeting.
- C. Those members present at any meetings of the Association shall constitute a quorum for the transactions of business.
- D. The Treasurer shall be authorized to pay current bills up to \$300 each. Expenditures over \$300 but less than \$500 must first be approved by the Executive Board. Expenditures over \$500 must be approved by vote at a meeting of the Association. All expenditures paid by check must be endorsed by any two members of the Executive Board.
- E. All meetings of the Association shall be conducted as set out in “Roberts Rules of Order in Brief”, published in 2002.

ARTICLE VII – Committees

- A. Standing Committees shall be Membership, Civic Liaison, Crime Watch, and Social. These Committees may be chaired by Directors or members of the Association. The president shall appoint any other special committees which may be deemed necessary by the President, but the Executive Board or the members assembled.
 - i. The Membership Committee shall be responsible for the solicitation of new members, calling upon and welcoming new residents to the community, providing new members with information about the association. The Committee shall deliver to the Treasurer any dues paid by new members. It shall assist in the distribution of newsletters and other notices, and in the compiling of membership directories. The committee shall introduce new members and provide nametags for members at meetings of the Association.
 - ii. The Social Committee shall plan and host various social events of the Association and provide refreshments at regular meetings of the Association.
 - iii. The Civic Liaison Committee shall be knowledgeable of and report to the Board and membership on any civic, zoning, or political issues of relevance to owners or residents of Vero Shores. It shall represent Vero Shores, as authorized by the Board, at governmental meetings relevant to those concerns. The Committee shall also include one or more members whose responsibility is to make the resident of the community aware of County zoning ordinances, and to receive and act upon any complaints regarding violations of

zoning ordinances. Such action should include friendly verbal and/or warning, prior to issuing a formal complaint to County Code Enforcement.

- B. The President shall appoint an auditing committee, subject to Board approval, prior to each Annual Meeting, which shall examine and audit the books of the Treasurer. The audit committee shall be composed of three persons who are not members of the Executive Board. The report of this audit shall be made to the Board, to the members at the Annual Meeting, and shall be made available upon request.

ARTICLE VIII – Limitation of Authority and Liability

- A. No member or group of members shall take any action on behalf of the Association, or in the name of the Association, except as duly authorized by the Association in a manner in conformity with and pursuant to the Charter and Bylaws of the Association. Any action so taken, contrary to the provisions hereof, shall be void and not binding on the Association and shall not be construed to be the official act of the Association.

ARTICLE IX – Amendments

- A. The Bylaws of this Association may be amended at the Annual Meeting by two-thirds (2/3) vote of the members of the Association present and voting.

ARTICLE X – Restrictions

- A. The use of land in VERO SHORES is subject to the rules and regulations set forth by Indian River County.