

BAREFOOT BAY HOMEOWNERS
ASSOCIATION, INC.
BY-LAWS

Proposed Amendment 11/15/2017

ARTICLE I

NAME OF ORGANIZATION

The name of the organization is the Barefoot Bay Homeowners Association, Inc., hereinafter referred to as HOA.

ARTICLE II

PURPOSES

Section 1. This corporation is formed for the general purposes of fostering, nurturing, and promoting the welfare, education, health, social enjoyment, and other needs of the property owners and residents of the several platted subdivisions known as BAREFOOT BAY MOBILE SUBDIVISION (hereinafter known as "BAREFOOT BAY"), in Brevard County, Florida. By way of illustration, and not by way of limitation, such general purposes shall include but not be limited to the following specific functions:

- a. To promote harmonious relations between the Barefoot Bay Recreation District, the Barefoot Bay Homeowners Association, Inc. and property owners of Barefoot Bay.
- b. To work with all levels of governing bodies and government agencies for the welfare and progress of Barefoot Bay.
- c. To keep the property owners and residents of Barefoot Bay informed of legal, environmental, and other developments which may affect the community.
- d. To cooperate with volunteer groups, social groups, and religious, charitable, and educational groups for the general welfare of Barefoot Bay.
- e. To promote harmonious relationships between residents of Barefoot Bay, including the promulgation of education concerning the property restrictions applicable to

Barefoot Bay and the enforcement of the said restrictions as necessary for the welfare of the community.

Section 2. The purpose for which this Organization has been formed are to operate exclusively for which purpose as will qualify as an exempt civic organization under Section 501(c) (4) of the Internal Revenue code of 1954, or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making distributions to organizations which quality as tax ex-exempt organizations under that code.

Section 3. The following restrictions shall apply to the powers of this corporation:

- a. No part of the earnings of this corporation shall be used to the benefit of any private individual.
- b. This corporation shall not directly or indirectly participate or intervene in political campaigns on behalf of or in opposition to any candidate for public office.
- c. The primary activities of this corporation shall not consist of operating a social club for the benefit, pleasure, or recreation of its members.

Section 4. This corporation shall have the further general power to engage in any lawful act for which corporations may be organized under Chapter 617 of the Florida Statutes.

Section 5. This corporation shall accordingly have the power to acquire, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise obtain and dispose of real and personal property in connection with the affairs of the corporation.

ARTICLE III

MEMBERSHIP

Section 1. Membership

- a. All property owners and their spouses, or joint title owners, (not to exceed two (2) memberships per property in Barefoot Bay) shall be considered members of the HOA

Membership privileges will terminate the same month in which property ownership in the community ceases.

b. A property owner shall be defined as a record title holder of property in Barefoot Bay.

Section 2. Membership Identification Photo Badge

a. Each property owner, spouse, or other joint owner, shall be issued an identification photo badge by the Barefoot Bay Recreation District.

Section 3. The Barefoot Bay HOA is an association whose goal is a better community for all. Non-homeowners who share the same goal are welcomed to attend public HOA meetings, serve on committees and participate in HOA events and activities.

The President of the HOA may appoint a non-homeowner to sit on the Executive Board as a non-voting liaison to the non-homeowner community within the Bay.

ARTICLE IV

OFFICERS AND DIRECTORS

Section 1. Elected Officers.

a. The elected officers of the HOA shall be a President, Vice-President, Secretary, Treasurer and Sergeant-at-Arms.

b. There shall be six (6) elected Directors.

e. These elected officers and directors shall be known as the HOA Executive Board and referred to as The Executive Board.

Section 2. Duties of Officers

a. President. The President shall be the Chief Executive Officer and shall preside at all meetings of the Executive Board and General Membership meetings.

b. Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

c. Secretary. The Secretary shall give notice of all meetings of the Executive Board, General HOA Membership Meetings and other meetings as directed by the President. The Secretary shall keep an accurate list of all Executive Board Members and shall maintain records or copies of records, including minutes of meetings, as the official records of the HOA.

d. Treasurer. The Treasurer shall be responsible for conducting the financial affairs of the HOA as directed and authorized by the Executive Board, and shall prepare monthly financial reports and other reports as directed by the President of the HOA.

e. Sergeant-at-Arms. The Sergeant-at-Arms shall, when circumstances require, preserve order at meetings of the Executive Board and the HOA. When requested by the Presiding Officer, he shall verify credentials of persons entering the meeting hall and ban any ineligible persons or direct them to a separate area. He shall give a count of members present to the Presiding Officer at each meeting to ensure there is a quorum.

Section 3. Duties of Directors

a. The Directors shall serve on committees, serve as Committee Chairpersons, and support the activities of the HOA in any capacity as directed by the HOA President.

Section 4. Term of Office. The term of office, for all Executive Board members shall be 3 years. No officer or Director may serve more than two (2) consecutive terms in the same office.

Section 5. Qualifications for Office. All Officers and Directors are required to be Title Homeowners and reside in Barefoot Bay.

Section 6. Vacancies.

a. A vacancy in the office of President shall be filled by the Vice President.

b. A vacancy in the other offices shall be filled by an appointment by the President, subject to the approval of the Executive Board, for the unexpired term of that office

Section 7. Removal of Officers or Directors.

a. The Executive Board may, by a two-thirds (2/3) vote remove any HOA Officer or Director for just cause. Just cause is defined as any action that violates existing bylaws of the HOA or actions causing embarrassment to the HOA. The Officer or Director shall be notified in writing of such action.

b. Any officer or director who fails to attend HOA meetings for two (2) consecutive meetings without good cause acceptable to the Executive Board, **will** be removed from office. The officer or director shall be notified in writing of such action.

ARTICLE V
ELECTIONS

ELECTIONS

Section 1. Nomination and Election Committee (NEC) Selection:

a. At the May meeting a three (3) member Nominating-Election Committee shall be selected by the HOA President and submitted to the membership.

Section 2. Selection of Candidates. The NEC shall select at least one (1) candidate for each office to be filled and announce their selection at the October and November meetings of the general assembly (HOA), regardless of quorum. At the November meeting, additional candidates may be nominated or announced from the floor, regardless of quorum. Nominations will close at the end of the November meeting.

Section 3. Preparation of Ballots. The NEC shall prepare ballots and organize for and hold elections on the first Tuesday in January of each year. Procedures for conducting the election will be prepared by the NEC and submitted to the Executive Board for approval at the November Executive Board Meeting.

Section 4. Absentee Ballots. Any property owner shall be issued an absentee ballot in an election year upon a signed written request made to the NEC Chairperson

Section 5. Eligibility to Vote. All HOA members will be permitted to vote upon presentation of their valid Barefoot Bay photo ID badge showing current Barefoot Bay property address.

Section 6. Election Results. The results of the counted ballots shall be reported by the NEC Chairperson who shall make a public announcement of same at the earliest HOA General Membership Meeting.

Section 7. Unopposed Election. In the event any candidate is unopposed following the close of nominations, the President shall declare an election unnecessary for that position, and the Secretary of the HOA shall cast one (1) vote for the nominee, after which the President shall declare the nominee(s) elected.

Section 8. Recount. If the returns for any office reflect that a candidate was defeated or eliminated by one-half (1/2) of a percent or less of the votes cast for each office, the Nominating-Election Committee Chairperson shall order a recount of the votes for each office so involved, if requested.

Section 9. Challenged Vote. In the event any person's right to vote is challenged, the Nominating-Election Committee Chairperson shall determine eligibility.

Section 10. Successful Candidate. When there are two (2) or more nominees for any office, the one (1) receiving the most votes will be elected. In case of a tie vote, following a recount for any office, the winner will be determined by the flip of a coin.

ARTICLE VI

MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held once each February to install new officers and/or directors. The outgoing officers shall give their annual report. New officers installed shall assure their office at the close of this meeting.

Section 2. Other Meetings. Other meetings including monthly General Meetings of the HOA, Board Meetings, Officer Meetings and Special Meetings may be scheduled. Notice of all public meetings including the date, time and place and purpose will be published and publicized at least 3 days prior to the meeting time. The meetings of the Executive Board shall be open to all property owners, as observers, who will not have voice or vote, except that they may have voice at the beginning of the meeting, and under new business to a pending motion or if asked to contribute to business at hand.

Section 3. Quorum. A majority of the Executive Board shall constitute a quorum at meetings. In the absence of a quorum, a majority of the Board may adjourn the meeting to another time without further notice.

ARTICLE VII

EXECUTIVE HOA BOARD

Section 1. Membership. The five (5) elected officers and six (6) directors shall comprise the Executive Board of the HOA.

Section 2. Duties. The Executive Board shall:

- a. Be responsible for establishing the policies and conducting the business of the HOA
- b. Present a budget to the HOA at the Annual Meeting.
- c. Determine that the officers and directors have properly carried out their functions and duties.
- d. Designate a certified public accountant to audit, by review or compilation or in-depth audit, the financial records of the Treasurer annually not later than March 15th and shall report the results for adoption by the association upon completion.

Section 9. Funding Authority.

a. The Executive Board shall have authority to expend funds as may be required from time to time, to carry out purposes of the HOA.

b. Any single expenditure of over \$500 must have the approval of Executive Board.

Note: This restriction does not apply to those funds being expended from the Helping Hands Charity Fund.

c. Section 10. Records. Each officer, director and committee Chairman shall transfer all permanent records and other property to his successor within five) 5) days after the beginning of the new administration.

ARTICLE VIII
COMMITTEES

Section 1.

a. Committees may be established as necessary to effectively accomplish the goals of the HOA. Chairpersons for each committee will be assigned by the President.

b. Reports of all Committee activities will be given at Executive Board and/or General membership meetings as appropriate.

ARTICLE IX
DISSOLUTION

Section 1. Authorization to Dissolve.

The HOA may be dissolved only with authorization of the Executive Board given a special meeting called for that purpose and with subsequent approval of 2/3 vote by the general membership at a special General Membership meeting.

Section 2. Dissolution of Assets

All liabilities and obligations shall be paid, satisfied and discharged. Or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise to charitable and educational organization, organized under Section 501 (c) (3) of the Internal Revenue Code of 1986 and Florida State Law.

ARTICLE X

AMENDMENT OF BYLAWS

Section 1. Application. The bylaws and general rules reflect all amendments approved by the members on February 2018, and supersede all previously published bylaws and general rules.

Section 2. A motion. A motion (seconded) to amend these bylaws may be made at any meeting of the HOA. The motion will automatically be referred to the bylaws committee for review and for presentation to the HOA. Amendments to the bylaws may only be presented at any General meeting of the HOA, and voted on at the next meeting of the HOA.

Section 3. Vote. The vote to amend these bylaws shall be two-thirds (2/3) of those present and voting.

Section 4. Power of Executive Board to Propose Amendments to Bylaws. Subject to limitations of the Articles of Incorporation, these bylaws and the Florida Corporations Not for Profit Law concerning corporate action that must be approved by the members of the corporation, the bylaws of this corporation may be amended, repealed, or added

to, or new bylaws may be adopted by a resolution of the Executive Board presented to the members as set forth in Article XI, Sections 2 and 3.

Section 5. Amendments to the Articles of Incorporation. The Articles of Incorporation may be amended under the limitations as proposed in the Articles of Incorporation document. These bylaws may not conflict with the Articles of Incorporation.

Section 6. Changes and Amendments. Changes and amendments recommended by the bylaws committee shall be submitted in writing to the individual members of the Executive Board, one (1) week before the Executive Board meeting.

