

**AMENDED AND RESTATED  
BY-LAWS  
OF  
FLAMINGO PARK NEIGHBORHOOD ASSOCIATION, INC.**

**ARTICLE I  
CORPORATE NAME AND LOCATION**

1 The name of the corporation is FLAMINGO PARK NEIGHBORHOOD ASSOCIATION, INC. The principal office of the corporation shall be at such place within Palm Beach County, Florida, as designated from time to time by the Board.

**ARTICLE II  
DEFINITIONS**

2 The following definitions shall apply to these By-Laws.

2.1 “Articles” shall mean the Association’s Articles of Incorporation as amended from time to time.

2.2 “Association” and “FPNA” shall interchangeably mean this corporation, the Flamingo Park Neighborhood Association, Inc.

2.3 “Board” shall mean the Board of Directors of the Association.

2.4 “Flamingo Park” shall mean that real property located in West Palm Beach, Palm Beach County, Florida, described in the Plat.

2.5 “Good Standing” shall mean that all of an Association member’s financial obligations to the Association are paid in full.

2.6 “Lot” shall mean a lot as defined in the Plat.

2.7 “Record Date” shall mean that date ten business days before the meeting or the event in question.

2.8 “Plat” shall mean the Plat of FLAMINGO PARK, recorded in Plat Book 8, at Page 30, of the Public Records of Palm Beach County, Florida.

**ARTICLE III**  
**CORPORATE PURPOSE**

3. The purposes of the Association are to: encourage and promote the improvement of Flamingo Park; to preserve, maintain and enhance the zoning and character of Flamingo Park; and, to encourage similar action in surrounding areas in order to provide for the safety, welfare, and quality of life for residents of Flamingo Park.

**ARTICLE IV**  
**MEMBERSHIP**

4. Membership shall be composed as provided in the Association's Articles of Incorporation, supplemented by the following:

4.1 Classification. There shall be two classes of membership.

4.1.1 General Member. Each fee simple owner of real property in Flamingo Park as reflected in the Official Records of Palm Beach County, Florida, whose dues are paid in full is entitled to be a General Member regardless of how many persons or entities may also be co-owners of that owner's qualifying property.

4.1.2 Associate Member. A person or entity that is not eligible to be a General Member may be an Associate Member after approval of the Board upon petition and payment of dues.

4.2 Entities. A member which is not a natural person shall designate a natural person to exercise the member's rights and to receive Association notices. The designation shall be in a writing executed by the member's president or secretary, or if no such person exists or available, then signed by an authorized agent.

4.3 Term. Membership shall be effective upon payment of annual dues for the remainder

of that dues calendar year.

4.4 Voting. Each General Member in Good Standing shall be entitled to one vote, regardless of the number of co-owners of that General Member's qualifying parcel and how many Lots or parcels within Flamingo Park that General Member owns. Associate Members are not entitled to vote.

## **ARTICLE V**

### **MEMBERSHIP MEETINGS**

5. Association membership meetings shall be governed as follows:

5.1 Annual Meetings. An annual members' meeting shall be held in Palm Beach County each year no later than fourteen months after the last annual member's meeting, at a day, place and time designated by the Board.

5.2 Special Meetings. A special members' meeting must be held whenever requested by: the President, a majority of the Board; or, a writing signed by those holding thirty percent of the Association's votes stating the purpose(s) of the meeting. The business at any special meeting shall be limited to the items specified in the request and in the notice of meeting.

5.3 Notice. Notice of a members' meeting shall be delivered to each General Member no less than fourteen days and no more than sixty days before the meeting.

5.3.1 Notice shall be delivered in person, mail, facsimile or such other method provided by law to any of the following: the members' residence; the member's address of record with the Association, the address of record with the Palm Beach County Property Appraiser; or, if none of the above are available, then the member's Lot.

5.3.2 Notice may be waived by: attendance at a meeting without that member's

objection; by that member's written consent to action taken at a meeting; or as otherwise provided by law.

5.4 Quorum. The quorum for a members' meeting shall be twenty percent of Association's votes at the time of the meeting. After a quorum has been established, then the withdrawal of votes resulting in the number of votes at the meeting falling below the number required for a quorum shall not affect the validity of any action taken at the meeting unless there is a quorum call.

5.5 Order of Business. The order of business at members' meeting shall be substantially as follows, unless the situation requires otherwise or the members suspend the rules for the meeting:

- Call to Order
- Determination of a Quorum
- Proof of Notice of Meeting or Waiver of Notice
- Approval of Minutes
- Reports of Officers
- Reports of Committees
- Unfinished Business
- New Business
- Good and Welfare
- Adjournment

5.6 Decisions. Decisions of the members, unless otherwise required in these By-Laws, the Articles, or by law: at a meeting shall be: by a majority of those voting on an issue; or, if by written consent, then by a majority of the Association votes at the time the consents sufficient for action are received by the Association.

5.7 Adjournment of the Meeting. Any members' meeting may be adjourned to a later time or date regardless of whether a quorum has been attained. A new notice of the adjourned meeting shall be given only to the extent required by law. Any business which might have been conducted at

the meeting as originally scheduled may be conducted at the adjourned meeting.

5.8 Procedure. Each General Member in Good Standing and not disruptive shall be permitted to attend members' meetings. The Chair of the meeting shall preside with due regard to each General Member's thoughts and time, allowing the opportunity for a deliberative process of full and free discussion of the issue at hand.

5.8.1 Only two-thirds or more of those present and voting may deny a minority of the General Members, or any General Member the right of such discussion.

5.8.2 Meetings shall be conducted based on a regard for the rights: of the majority of the General Members; of the minority of the General Members, especially if greater than one third of the General Members present; of individual General Members; of absentee General Members; and of all these together with due regard for every General Member's opinion, to arrive at the general will on the maximum number of questions of varying complexity in a minimum amount of time and under all kinds of internal climate ranging from total harmony to hardened or impassioned division of opinion.

5.9 Minutes of Meetings. The minutes of all members' meetings shall be kept available for inspection and copying by General Members in Good Standing and/or their authorized representatives. The Board may establish reasonable rules regulating the inspection and copying of minutes.

## **ARTICLE VI**

### **BOARD OF DIRECTORS: QUALIFICATION, TERM AND SELECTION**

6 The Board shall consist of seven persons who are qualified as provided by law.

6.1 Term. Directors shall be elected at annual members' meetings to serve two year

staggered terms, except that at the first annual members' meeting following adoption of these By-Laws: three directors with the highest number of votes shall be elected to serve two year terms; and, four directors with the next highest number of votes shall be elected to serve one year terms. A director shall serve until a successor is elected or appointed and qualified, or death, resignation or removal.

6.2 Qualification. A director shall be a General Member in good standing, over the age of eighteen, residing as shown by the Palm Beach County Property Appraiser's records in Flamingo Park.

6.3 Nomination. No less than sixty days before the annual members' meeting the Association shall provide to each General Member qualified to be a director at that time a notice of the deadline for, and location for, a member to nominate, himself, herself, or an officer of the member's entity.

6.3.1 A General Member in Good Standing may be nominated by: the member's delivery, and Association receipt, at the Association's designated location by the deadline time stated in the notice which shall be 4:00 pm, forty days before the meeting, of a writing signed by the member, and, the member receiving and retaining a signed Association acknowledgment of delivery of the written nomination; and, by the Board of Directors.

6.3.2 No nomination shall be made at the floor of the meeting or in any other manner.

6.4 Balloting. No less than twenty days before the meeting date, if there are more nominees than terms open for election at the meeting, the Association shall provide with the notice of meeting to each General Member in Good Standing on the record date an absentee ballot and other

materials as the directors may reasonably determine to assure the secrecy of the ballot. Nominees shall be listed on the ballot in alphabetical order by the nominee's last name. Write in votes are prohibited and shall not be counted, except to assist in establishing the minimum number of votes necessary for an election.

6.5 Election. Elections shall occur at annual members' meetings by a plurality of votes

6.5.1 Each General Member in Good Standing shall be entitled to cast as many votes as there are vacant terms to be filled at the election. No cumulative voting is permitted.

6.5.2 Notwithstanding a plurality vote, at least one director shall reside in each of the following districts of Flamingo Park:

District One: Blocks 1 through 11;

District Two: Blocks 12 through 24; and,

District Three: Blocks 24 through 33.

If there is no candidate for an election residing in a District and no director whose term continues beyond the election resides in that District, then a director's term shall not be filled by the election and the term shall remain vacant until the remaining directors appoint a replacement who resides in that District, or an election occurs and a resident from that District is elected. If one or more candidates residing in a District do not receive a plurality of votes for election, and no director whose term continues beyond the election resides in the District, then the candidate residing in that District with the greatest number of votes shall still be elected to a vacant directors term and the candidates with the highest number of votes shall fill the remaining vacant terms.

6.5.3 A General Member in Good Standing at the time of the election may either:

cast a ballot at the meeting; or, cast an absentee ballot if received by the Association as directed in the notice of meeting, or received at the meeting by the time of the election.

6.5.4 A proxy may not be utilized to cast a vote for the election of a director.

6.5.5 Notwithstanding quorum requirements, an election shall be valid if twenty percent of the members' ballots are timely received.

6.5.6 The meeting Chair shall appoint inspectors of election to tally and report results whom shall not be related to a candidate by blood, marriage or residency, adoption or employment unless there are no other volunteers to serve as inspectors.

6.5.7 A director's term is effective upon announcement of the election results.

6.5.8 Notwithstanding the above: the Board may utilize electronic voting if secure and able to preserve a secret ballot; and, if there are not more nominees than terms open for election at a meeting, then each nominee shall fill a vacant term and no election shall occur.

6.6 Resignation. A director may resign at any time by providing written notice to the president or the secretary, effective: on the receipt of notice; or, if specified in the notice, then at the time specified in the notice.

6.7 Removal. A director may be removed as provided by law, and in the absence of such, with or without cause by either:

6.7.1 a majority of all the members' votes;

6.7.2 if the director fails to attend three consecutive regular Board meetings, then the director is automatically removed without notice or action; and,

6.7.3 shall be automatically removed if the director is no longer fulfills the qualifications to serve as a director.



Notwithstanding the above, the failure of automatic removal shall not void or otherwise invalidate any Association action.

6.8 Vacancy. In case of a vacancy other than by removal, then the Board shall appoint a successor to complete the term; however, if the vacant term extends beyond the next annual members' meeting, then the Board may specify in the appointment motion that the successor is to serve to the next annual members' meeting at which time the members shall elect a person to complete the term.

**ARTICLE VII**  
**BOARD OF DIRECTORS: MEETINGS**

7. The affairs of the Association shall be managed by the Board of Directors which has all powers provided to a Florida Not-For-Profit Corporation, except as expressly stated in Association's Articles of Incorporation, these By-Laws and law.

7.1 Regular Meetings. Regular meetings of the Board shall be held as determined by the Board.

7.2 Special Meetings. Special meetings of the Board shall be held when called by the President, Secretary, or a majority of the directors.

7.3 Annual Meetings. An annual directors' meeting shall be held no more than fourteen days after the annual members' meeting.

7.4 Notice. Notice of a special Board meeting shall be delivered to each director no less than two days and no more than sixty days before the meeting.

7.4.1 Notice shall be delivered in person, by mail, by facsimile, telephone, e-mail, or such other method provided by law to any of the following: the director's residence; the

director's address of record with the Association, the address of record with the Palm Beach County Property Appraiser; or, if none of the above are available, then the director's Lot.

7.4.2 Notice may be waived by: attendance without objection; by written consent to action taken at a meeting; or as otherwise provided by law.

7.5 Proxies. A director may not utilize a proxy.

7.6 Quorum. A majority of the directors shall constitute a quorum.

7.6.1 Notwithstanding the above, if the total number of directors is less than three, then the remaining director(s) may meet to fill vacant terms.

7.6.2 Any director may participate in and shall be present at a directors' meeting by any means of communication by which all directors participating, and directors attending in person, may simultaneously hear each other during the meeting.

7.7 Procedure. The Board of Directors shall proceed with due regard to each member's thoughts and time, allowing the opportunity for a deliberative process of full and free discussion of the issue at hand.

7.7.1 Only two-thirds or more of those present and voting may deny a minority or any member the right of such discussion.

7.7.2 Meetings shall be conducted based on a regard for the rights: of the majority; of the minority, especially a strong minority-greater than one third; of directors; of absentees; and of all these together with due regard for every director's opinion, to arrive at the general will on the maximum number of questions of varying complexity in a minimum amount of time and under all kinds of internal climate ranging from total harmony to hardened or impassioned division of opinion.

7.7.3 A decision of the Board shall be by two-third's of those directors voting on a motion.

7.8 Compensation. No director shall receive compensation for any service the director may render in such capacity to the Association; however, this does not prohibit a director from being reimbursed for the director's actual expenses incurred in the performance of the director's duties

**ARTICLE VIII**  
**BOARD OF DIRECTORS: POWERS AND DUTIES**

8. It shall be the duty of the Board of Directors to:

cause to be kept a record of corporate acts and affairs;

annually adopt a budget, including as part of the budget process or at other times as may be appropriate, fixing the amount of the fees and charges, if any, for participants to and attendees at Association programs; and,

not to borrow any funds unless approved by a majority of the entire Board of Directors which occurs at a meeting whose notice includes that purpose.

8.1 Funds. All funds of Association shall be promptly deposited in such banks or other depositories whose funds are insured by the Federal Deposit Insurance Corporation as the Board of Directors may select. All debits shall be authorized in writing by any two authorized officers or directors, except that debits less than \$1,000.00 may be authorized in writing by one officer.

8.2 Dues. Membership dues shall be levied on an annual basis to be equal for each Lot regardless of the number of owners; however, if a Lot is subdivided in fact or by law, then each subdivided portion shall be considered a separate Lot for the purpose of dues payment. Notwithstanding the above, no member shall be required to pay dues for more than one Lot.

**ARTICLE IX**  
**OFFICERS**

9. Each officer must be a director.

9.1 Term. Officers shall be appointed annually by the Board and each shall hold office for one year and until a successor is elected or appointed and qualified, or death, resignation or removal. No person may be elected or appointed to serve in an office if that person served in that office for more than twenty-four of the previous thirty-six months.

9.2 Selection. The appointment of the officers shall take place at the annual directors' meeting.

9.3 Removal. Any officer may be removed from office with or without cause by a majority of the entire Board which decision is at a meeting whose notice includes that purpose.

9.4 Resignation. An officer may resign at any time by providing written notice to the president, the secretary, or if neither, the remaining directors, effective: on the receipt of notice; or, if specified in the notice, then at the time specified in the notice.

9.5 Vacancies. A vacancy in any office may be filled by the Board for the remainder of the unexpired term.

9.6 Multiple Offices. The president may not simultaneously serve as vice-president or secretary.

9.7 Duties. The officers and their duties are as follows:

9.7.1 President. The president is the chief executive officer of the Association, shall preside at all meetings, shall see that decisions of the Board are carried out, and otherwise perform the tasks assigned by these By-Laws and the Board.

9.7.2 Vice-President. The vice-president shall act in the place and stead of the president in the event of the president's absence, inability or refusal to act. The vice-president shall perform such other duties as may be required by the Board.

9.7.3 Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board to the extent required by law, prepare the State of Florida Annual Report, notice meetings, keep appropriate non-financial records, and, shall perform such other duties as required by the Board.

9.7.4 Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all Association monies and shall disburse such funds as directed by the budget and such other direction of the Board, keep proper financial records, and shall prepare an annual budget and a statement of income and expenditures to be presented to the General Members at the annual members' meeting.

9.7.5 Special Appointments. The Board may select such other officers as the affairs of the Association may require, each of whom shall hold office for such period, having such authority and performing such duties as the Board may from time to time determine.

## **ARTICLE X** **COMMITTEES**

10. The Association shall have standing and such ad hoc committees as the Board may create to exercise such powers and perform such functions as the Board of Directors shall specifically designate.

10.1 Standing. The Association's standing committees are as follows:

10.1.1 Zoning and Ordinances;

10.1.2 Membership;

- 10.1.3 Environmental;
- 10.1.4 Public Relations;
- 10.1.5 Finance;
- 10.1.6 Crime Prevention and Public Safety; and,
- 10.1.7 Historic Preservation.

10.2 Chairs. The Board shall select and shall remove committee chairs.

10.3 Membership. A committee's chair shall select the members of that chair's committee, except as directed by the Board.

## **ARTICLE XI** **AMENDMENT**

11. These By-Laws may be amended by the vote of two-thirds of the votes at a members' meeting whose notice includes the proposed amendment, or, the written consent of a majority of all members in Good Standing.

## **ARTICLE XII** **MISCELLANEOUS**

12. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control. If the Association ceases at any time to carry out its purposes, all assets and properties held by it whether in trust or otherwise, shall, after the payment of its liabilities, be paid over to an organization or organizations that have similar purposes and are tax exempt under Section 501(c)(3) of the Internal Revenue Code as now enacted or hereafter amended.

Adopted this 25<sup>th</sup> day of August, 2009

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Corporate Secretary

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