

# ***LAKE CONWAY ESTATES RESIDENTS' ASSOCIATION, INC.***

## **BYLAWS**

*As amended September 13, 2018*

### **Article I Name**

This corporation shall be known as "Lake Conway Estates Residents' Association, Inc.", a non-profit Florida corporation.

### **Article II Objects**

The objects of this corporation are as follows: to promulgate community improvements, civic needs and entertainment. The corporation shall not engage in partisan politics.

### **Article III Meetings of Members**

**Section 1. Annual Meetings** – Annual meetings of the membership of this corporation shall be at 7:00 p.m. on any week night of September of each year, the date to be determined by the Executive Council. A thirty (30) day written notice of each Annual meeting shall be mailed or delivered to each member of the corporation at his usual place of residence. Notice may also be given of each Annual meeting by posting notice of said meeting at an appropriate place within the subdivision known as Lake Conway Estates at a place to which all members in good standing of the corporation have access. One of the purposes of said meeting in September of each year shall be the election of officers of the corporation for the ensuing year, all of whom shall take office immediately following the election.

**Section 2. Regular Meetings**– Regular meetings are periodic meetings of the Executive Council, generally held monthly, at the call of the President, for the purpose of conducting the business of the corporation.

**Section 3. Special Meetings** – Special meetings may be held at the call of the President, or by written request of two members of the Executive Council, or by written notice to the President by fifteen percent (15%) of the membership who require a special meeting of the Corporation. At least fifteen (15) days of notice in writing of each Special meeting shall be mailed or delivered to each member of the corporation at his usual place of residence. Notice may also be given of each Special meeting by posting notice of said meeting at an appropriate place within the subdivision known as Lake Conway Estates at a place to which all members in good standing of the corporation have access.

**Section 4. Order of business** – Order of business at Annual Meeting:

- A. Roll call or determination of quorum by Secretary.
- B. Reading of notice of meeting.
- C. Reading or presentation of minutes of previous annual meeting.
- D. Report of President.
- E. Report of Treasurer.
- F. Reports of other officers and committee chairmen.
- G. Election of officers.
- H. Transaction of other business as defined in the Notice of Meeting and transaction of such business as may be properly brought before the membership.

**Section 5. Social Meetings** – At the discretion of the Executive Council, there may be a community picnic each year as well as other social meetings determined by the Executive Council.

**Section 6. Quorum** - Fifteen percent (15%) of membership of the corporation for the fiscal year in which the annual meeting falls shall constitute a quorum for the transaction of business; but, if at any meeting there shall be less than a quorum, a majority of those present may set a continued meeting through a motion to “Fix the Time to Which to Adjourn.” This action will result in setting the date, place, and time for the meeting to continue.

**Section 7. Voting** – Every member-household of the corporation in good standing shall have the right and be entitled to one (1) vote, regardless of the number of persons residing at the member-household address. There shall be no voting by proxy. A majority vote shall pass a motion.

## **Article IV Executive Council**

**Section 1. Composition** – The business, property and affairs of this corporation shall be managed by an Executive Council, composed of the officers of the corporation and committee chairmen who shall be members of the corporation. Each member of the Executive Council shall hold office for the term of one year for which said member of the Executive Council was elected as an officer or appointed as a chairman of a committee. The Executive Council shall consist of three and not more than fifteen (15) members.

**Section 2. Qualifications** – The members of the Executive Council shall be members of Lake Conway Estates Residents’ Association, Inc.

**Section 3. Duties** - The Executive Council, shall transact all business of Lake Conway Estates Residents' Association, Inc. It shall determine the policies, fiscal matters, employment of any staff and in general assume responsibility for the guidance of the corporation. The Executive Council may not sell or dispose of any Association real property without authority granted by the general membership at either an Annual or Special meeting as defined in Article III Sections 1 and 3 respectively.

**Section 4. Quorum** - The presence of a majority of the members of the Executive Council shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of the Executive Council present at a meeting when a quorum is present shall be the act of the Executive Council.

**Section 5. Time of Meeting** – There shall be an annual meeting of the Executive Council to be held immediately following the regular meeting of members in September of each year and at other times upon the call of the President of any two members of the Executive Council. Notice of any Special meeting shall be given by the Secretary to each member of the Executive Council not less than two (2) days before any meeting, unless each member of the Executive Council shall waive notice thereof before, at or after said meeting.

**Section 6. Vacancies** – The Executive Council shall have the power, upon vacancy of any office, to appoint any officer of the corporation who shall serve until the next regular meeting of the members of the corporation.

## **Article V Officers**

**Section 1.** The officers of the Executive Council shall be the officers of the corporation. They shall consist of a President, Vice President, Secretary, Treasurer and the immediate Past President, all of whom shall be members of the Executive Council. Each officer shall be elected to hold office for a period of one (1) year. No officer shall hold the same office for more than three (3) consecutive terms.

**Section 2. President** – The President shall:

- A. Preside at all meetings.
- B. Make all committee appointments.
- C. Be a member ex-officio of all committees except the Nominating Committee.
- D. Perform all duties usually pertaining to the office.

**Section 3. Vice President** – The Vice President shall:

- A. Preside at all meetings of the Executive Council in the absence of the President.
- B. Perform all such other duties pertaining to the office.
- C. Act as parliamentarian unless one is otherwise appointed by the President.

**Section 4. Treasurer** – The Treasurer shall:

- A. Be custodian of all funds and securities of the corporation and collect interest thereon.
- B. Keep a record of the accounts of the corporation and report thereon at each regular meeting of the Executive Council.
- C. Make report at regular meetings and special reports when requested.
- D. Deposit all monies of the corporation in a bank or banks selected by the Executive Council subject to such terms and conditions of withdrawal as authorized by the Executive Council.

- E. Give bond in such amount, if any, as determined by the Executive Council, the corporation to pay the premium for said bond.
- F. Prepare and file reports and returns required by all governmental agencies.
- G. The Treasurer's report shall be reviewed at the end of each fiscal year to be sure standard accounting practices are being followed.

**Section 5. Secretary** – the Secretary shall:

- A. Record the minutes of all meetings.
- B. Write up the minutes the day following the meeting.
- C. Confer with the President for possible omissions.
- D. Send duplicate copy of minutes to the President.
- E. Have custody of the seal of the corporation.
- F. Give notices of all meetings required by statutes, bylaws or resolutions.
- G. Take attendance at meetings.
- H. Maintain committee reports.
- I. Carry on all necessary correspondence of the corporation.
- J. Perform other such duties as may be delegated by the Executive Council.

## **Article VI Committees**

**Section 1. Standing Committees** – With the exception of the Nominating Committee, hereinafter defined, the chairman of each committee of the corporation shall be a member of the Executive Council. The President of the corporation, within one (1) month of his election shall make appointments to all standing committees, which shall include but not be limited to the following:

- A. Membership Committee
- B. Property Management Committee
- C. Publications Committee
- D. Entertainment Committee
- E. Public Affairs Committee
- F. Safety Committee

In addition to the standing committees, the President may appoint special committees as needs may arise. The chairman of each such special committees shall not be members of the Executive Council unless by determination of the members of the Executive Council.

Each committee shall consist of such members as appointed by the chairman of such committees.

**Section 2. Nominating Committee** – The President shall appoint a chairman of a Nominating Committee and, in addition to said chairman, shall appoint four additional members of said committee. The report of the slate of officers for the ensuing year shall be made at the regular

meeting in September of each year. Additional nominations for officers may be made from the floor, provided, however, that no officer shall be nominated by the Nominating Committee or from the floor without first having obtained the approval of the nominee prior to the submission of the names of the nominees.

## **Article VII Membership**

**Section 1.** There shall be one (1) class of membership. The membership shall be limited to residents of Lake Conway Estates who have paid their current dues. For the purpose of this section, those families whose residence is on the cul-de-sac at the end of Cullen Lake Shore Drive shall be considered residents of Lake Conway Estates. A membership must be held jointly by husband and wife or by tenants in common. A membership shall begin September 1 and end August 31 of the following year.

**Section 2.** Beginning September 24, 2013, annual dues shall be due and payable to the Corporation in the amount of \$150 per year. A discount in the amount of \$25 per year, per household, shall be given each fiscal year to residents who remit their annual dues at or prior to the posted annual meeting date in September. At the discretion of the Membership Chairman, dues for new residents who establish residency after the annual meeting may be pro-rated. Pro-ration shall be calculated at the rate of \$12.50 per month by the number of months remaining in the Association's fiscal year, or at \$75, whichever is greater.

## **Article VIII Fiscal Year**

The fiscal year of the Corporation shall end August 31 and the new year begin September 1, starting in 1987.

## **Article IX Rules of Order**

"Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

## **Article X Amendments**

The bylaws of the corporation shall be amended by a majority vote of those present at any Annual or Special meeting wherein notice of any proposed amendment has been given at least fifteen (15) days prior to such meeting in the manner set forth in Article III, Section 3.

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## LCERA Bylaw Amendment History

Amended 1987	Article VII, Section 2 – Annual Dues Article VIII – Fiscal Year
Amended September 24, 1999	Article VII, Section 2 – Annual Dues
Amended September 22, 2005	Article VII, Section 2 – Annual Dues
Amended September 24, 2013	Article VII, Section 2 – Annual Dues
Amended October 15, 2015	Article III, Meetings of Members, Section 6 – Quorum
Amended September 13, 2018	Article III, Meetings of Members, Section 1 – Annual Meetings Article III, Meetings of Members, Section 2 – Regular Meetings Article III, Meetings of Members, Section 3 – Special Meetings Article III, Meetings of Members, Section 4 – Order of business Article III, Meetings of Members, Section 5 – Social Meetings Article III, Meetings of Members, Section 7 – Voting Article IV, Executive Council, Section 3 – Duties Article V, Officers, Section 1 Article X, Amendments