

BY LAWS OF PALM BEACH NATIONAL CIVIC ASSOCIATION, INC.

ARTICLE I: NAME

Section 1. Name

The name of this Association shall be Palm Beach National Civic Association, Inc., and may also be designated as PBNCA.

Section 2. Corporate Status

The association shall be organized as a non-profit corporation. All Association activity shall be undertaken by the Association in its corporate capacity and all financial obligations will be assumed by the Association.

ARTICLE II: OBJECTIVES

The objectives of the Association shall be to promote and encourage community pride and spirit, good citizenship, and good government, bonding the members of the Association in a common cause. These objectives may be carried out by:

- (1) Providing a forum for discussion of all matters of public interest directly and indirectly relating to the membership of PBNCA.
- (2) Taking an active interest in non-partisan civic affairs of common concern to the membership.
- (3) Providing social activities and programs for member participation.

ARTICLE III: MEMBERSHIP

Section 1. Types of Membership

Membership in the Association shall consist of the following types:

- (1) Active membership
- (2) Associate membership

Section 2. Active Membership

Any individual with or without spouse or domestic partner who is a resident property owner within the area known as Palm Beach National Golf and Country Club Estates, as recorded in Plat Book 27 and on files in the office of the Clerk of the Circuit Court in and for Palm Beach County, Florida. By approval of the membership, this area has been extended to include the homes and residents thereof situated on both sides of Pinehurst Drive from Oakmont Drive south to the shopping center situated just north of Lake Worth Road, and all

homes and residents situated west of Pinehurst Drive between Oakmont Drive to the north and St. Andrews Road to the south not already included or designated in Plat #1, Plat Book 27.

Section 3. Associate Membership

Any individual with or without spouse or domestic partner who is a resident tenant or a non-resident property owner within the area defined in Article III, Section 2.

Section 4. Rights of Members

(1) Active membership in the Association shall entitle the member and his/her spouse or domestic partner to attend and participate in all activities of the Association and to hold membership on committees and to qualify for election to hold office or be a member of the Board of Directors. Members must be present at regular and special meetings to vote. A member may vote by proxy on specific matters by submitting a written limited proxy ballot to an officer prior to the meeting.

(2) Associate membership shall entitle the member and his/her spouse or domestic partner to all the privileges of Active Membership.

Section 5. Membership

Membership shall be by application to the Association. Each application for membership must be accompanied by the dues for that year.

ARTICLE IV: OFFICERS

Section 1. Designation of Officers

The Officers of the Association shall be a President, a First Vice President, a Second Vice President, a Recording Secretary, Correspondence Secretary and a Treasurer; each of whom shall be elected by the members from among the active membership for a term of one year and thereafter until their successors are duly elected and qualified. The President, Vice President, and Second Vice President may be re-elected for a second term, but consecutive terms in the same office are limited to two years, unless there are no other candidates willing and able to fill these position. The Secretaries and the Treasurer may be re-elected to consecutive terms without limitation.

Section 2. President

The President shall be the Chief Executive Officer and shall preside at meetings of the membership and of the Board of Directors. He/She shall be a member of all committees, except the Nominating Committee appointed pursuant to Article VI, Section 1 of these By-laws. In accordance with Article V, Section 1 of these By-laws, he/she automatically shall become a member of the Board of Directors for a term of one year immediately following the

completion of his/her term as President. He/she may sign with the Treasurer or any other proper officers of the Association authorized by the Board of Directors, any contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or these By-laws, or by Statute, to some other officer or agent of the Association. He/she shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 3. Vice Presidents

The Vice Presidents shall assist the President, and in the absence of the President from any meeting, shall, in the order of their seniority, unless otherwise designated by the President, act for and discharge the necessary duties of the President. The First Vice President shall succeed the President and the Second Vice President shall succeed the First Vice President in the event of vacancies in these offices until the next election.

Section 4. Recording Secretary

The Recording Secretary shall keep the minutes of the meetings of the members and of the Board of Directors meetings in hard copy and electronic format; be custodian of the corporate records; keep a register of the members of the Association and their addresses; and in general perform all duties incident to the office.

Section 5. Correspondence Secretary

The Correspondence Secretary shall see that all notices are duly given in accordance with the provisions by these By-laws or as required by law; regularly communicate information of the Association in written and or electronic format and keep a register of the members of the Association and their addresses; and in general perform all duties incident to the office.

Section 6. Treasurer

The Treasurer shall be the custodian of all funds and financial records of the Association; keep complete records of accounts following basic principles of accounting and such records shall be open to the inspection of the Board of Directors; prepare and submit quarterly reports detailing the financial position of the Association to the Board of Directors; prepare and present a written annual report of the financial condition of the Association to the annual meeting of the membership. The Treasurer shall, at the direction of the President, maintain a roster of dues-paying members and provide it to the Secretaries. The Association by order of the Board of Directors and at its discretion may waive the requirement of a security bond for the Treasurer. The Treasurer shall be responsible for controlling transactions within limits established by the Board of Directors unless he/she has approval to exceed these limits as outlines by these By-laws. All checks drawn on the accounts of PBNCA, Inc. shall be signed by no less than two of the three following officers: Treasurer, President, or one Secretary.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall be composed of the following members:

(1) The Officers

(2) Each retiring President shall become a member immediately following the completion of his/her term as President and shall remain a member for a term of one year.

and

(3) Up to Thirty-Five (35) Area Representatives, Thirty-Three (33) of which shall be selected by geographical location as designated by the President and approved by association members located within such designated locations. The Thirty-Forth & Thirty-Fifth member shall be selected by the President as a "member- at-large". All Area Representatives shall serve for a term of at least one year, and may continue to serve as long as both the Area Representative and each incoming President agree subject to approval as herein designated. The Thirty-Three (33) Area Representatives shall be geographically located as follows: six (6) members covering St. Andrews Road, six (6) members covering Oakmont Drive, six (6) members covering Pinehurst Drive, four (4) members covering Pebble Beach Drive , one (1) Pebble Beach Court, four (4) members covering Medinah Circle, two (2) members covering Hoylake Road, two (2) members covering Merion Terrace and Bobalink Court and two (2) members covering Baltusrol Lane.

Section 2. Function of Board of Directors

The board of Directors shall direct the affairs of the Association and shall control its property. The Board shall approve or modify limits placed upon the Treasurer for expenditures of funds from year to year and shall approve expenditures not budgeted. The action and authority of all Officers, Area Representatives, Standing Committee Chairmen, and all committees shall be subject to the supervision and control of the Board of Directors.

Section 3. Executive and Finance Committee

There shall be a committee of the Board of Directors to be designated the Executive and Finance Committee consisting of the President, who shall serve as Chairman, the First and Second Vice Presidents, the Treasurer, the Secretaries and two other members to be appointed by the President from members of the Board of Directors. The Executive and Finance Committee is empowered to act for the Board of Directors between scheduled Board of Director's meetings. This Committee shall meet immediately before or after Board of Directors meetings as needed.

Section 4. Meetings

The Board of Directors shall hold a minimum of four (4) meetings at the call of the Chairman (President of the Association). Special meetings may be called at anytime by the Board of Directors. Such requests for a special meeting must be in writing to the Correspondence Secretary and shall state the purpose and designate a proposed time and place for the meeting. One week's notice of all regular Board of Director meetings and at least five (5) days notice of special meetings shall be given to the members of the Board by the Secretary.

Section 5. Quorum

One-third of the total designated members of the Board of Directors shall constitute a quorum at any meeting thereof, and shall be empowered to transact all business.

ARTICLE VI: PROPERTY RIGHTS

Upon completion, termination or resignation from an Officer or Board of Director position, each individual will be required to relinquish use of PBNCA e-mail account, administration of e-mail, website or Facebook accounts utilized by PBNCA including any passwords. All documents and materials that are the property of PBNCA must be returned immediately.

ARTICLE VII: ELECTION OF OFFICERS AND BOARD OF DIRECTORS

Section 1. Election of Officers

The President each year shall direct and cause the appointment of a Nominating Committee consisting of three-five (3-5) members. The Chairman of the Nominating Committee shall be appointed by the President and the additional two to four members shall be selected by the Officers. Each member must consent to serve prior to nomination. This committee shall nominate a candidate for each office which in accordance with these By-laws, is to be filled at the next annual meeting. Said nominations shall be reported to the full membership at least two weeks prior to said annual meeting. The membership shall have the right to make additional nominations for officers upon reviewing the report of the Nominating Committee. Such nominations may be made before or after the nominations of the Nominating Committee have been reported but must be made before discussion and/or vote is taken on the nominations. Nominations will not be taken from the floor at the annual meeting. Any vacancies existing on the Board of Officers will be filled at a later date in accordance with Section 3.

Section 2. Board of Directors

The remaining members of the Board of Directors other than the officers shall be appointed and approved as provided for by these By-laws under Article V.

Section 3. Vacancies

The Board of Directors may fill by interim appointment any office or membership on the Board of Directors which may become vacant during the period between annual meetings of the Association and which is not filled automatically by succession under these By-laws, such interim appointment to expire when a successor is duly elected and takes office in accordance with provisions in these By-laws.

ARTICLE VIII: ASSOCIATION MEETINGS

Section 1. Regular Meetings

The Association shall hold at least one regular meeting on an annual basis each year in January. Written notice of such meeting shall be given to each member of the Association at least one week prior to the holding thereof. The Board of Directors may, to meet emergency conditions, postpone or cancel any regular meeting. Upon the authorization of a majority of the Board of Directors additional regular meetings may be scheduled.

Section 2. Special Meetings

Upon request of a majority of the Board of Directors or the written request of not less than twenty-five (25) members of the Association, the Secretary shall call a special meeting of the Association. The notice of the Secretary shall state the purpose for which the special meeting is called and no other business shall be given to each member of the Association at least five (5) days prior to the date of the meeting.

Section 3 Quorum

Twenty-five (25) members in good standing on the Association rolls shall constitute a quorum at any meeting of the Association.

ARTICLE IX: DUES

The Board of Directors shall determine the dues structure of its members and the time at which these dues shall be paid. The fiscal year shall begin on January 1st and end December 31st.

ARTICLE X: COMMITTEES

Section 1. Standing General Committees

In addition to the committees elsewhere specified in these By-laws, there shall be the following Standing General Committees of the Association:

Civic Affairs Committee

Membership Committee

Scholarship Committee

Events Committee

Welcome Wagon Committee

provided, however, that the Board of Directors shall have authority to create additional Standing General Committees, or to abolish any of those listed above.

Section 2. Appointment of General Committees

The President shall be authorized to appoint the membership of all Standing or special general committees, unless a different method of appointment is specified in these By-laws, or in the action taken by the Board of Directors in creating a particular committee.

ARTICLE XI: RULES OF ORDER

Meetings of the Association and of the Board of Directors shall be conducted according to "Robert's Rules of Order Revised," when not inconsistent with these By-laws.

ARTICLE XII: AMENDMENTS

Amendments to these By-laws may be made by the affirmative vote of not less than two-thirds of the members present at any meeting of the general Association or by Written Consent Ballot , provided that written notice of the proposed amendment together with the text thereof shall have been approved by the Board of Directors and that notice be given by the Correspondence Secretary to each member of the Association at least two weeks prior to the meeting at which it is proposed to consider the same.

(By-laws revised 2018)