

COBWRA

COALITION OF BOYNTON WEST
RESIDENTIAL ASSOCIATIONS

AMENDED AND RESTATED BYLAWS OF THE COALITION OF BOYNTON WEST RESIDENTIAL ASSOCIATIONS, INC.

A Florida Not For Profit Corporation

As Approved by the Delegates, at their meeting September 19, 2012, at Valencia Isles

ARTICLE I – IDENTIFICATION

The name of this corporation is COALITION OF BOYNTON WEST RESIDENTIAL ASSOCIATIONS, INC., hereinafter referred to as "COBWRA." It is a volunteer, non-partisan organization.

ARTICLE II – PURPOSE

COBWRA is organized to protect, preserve and enhance property values and the quality of life in the West Boynton area. It shall work to unify its Member Associations and provide for the exchange and dissemination of information. Its Member Associations shall present a unified position in dealing with all governmental and civic bodies, and other organizations.

ARTICLE III – MEMBERSHIP

Section 1. Eligibility –Member Associations of COBWRA shall consist of homeowner, condominium, and cooperative associations located within the following geographic boundaries:

- East:** Boynton Beach City limit as established by the City Commission on October 5, 2010, except that North of Hypoluxo Road, the eastern boundary is Lawrence Road.
- West:** Loxahatchee National Wildlife Refuge; except that for the area between Hypoluxo Road and Lantana Road, the western boundary is US 441/State Road 7.
- South:** The LWDD L30 Canal.
- North:** The south side of Lantana Road.

Section 2. Annexation – Any community that is a member at the time such community is annexed into the City of Boynton Beach may remain a Member Association of COBWRA.

Section 3. Procedure – COBWRA membership shall be restricted to residential associations. All residents of Member Associations are members of COBWRA. Prospective Member Associations shall submit a completed application form and application fee to the Secretary. The Board of Directors shall determine if the prospective association meets membership requirements. The President shall place the approved application request on the agenda of the next general meeting for a vote. The vote on membership acceptance shall be as specified in Article VII, Section 7, of these Bylaws. If an application for membership is denied, the application fee shall be returned to the applicant.

Section 4. Withdrawal – A Member Association may resign by written notice from the Board of Directors of the Member Association delivered to the Secretary.

Section 5. Termination – Membership may be terminated by a majority vote of the Board for failure to meet the financial obligation, as specified in Article VIII, Section 3.

ARTICLE IV – REPRESENTATION

Each Member Association shall appoint one Delegate and may appoint up to three Alternates. The Member Association shall rank the Alternates first, second, or third. The highest_ranking Alternate present may act in the absence of the Delegate. Each Member Association shall have_one vote.

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Delegates and Alternates may serve on committees. The Delegate shall report COBWRA proceedings to his or her Association on a timely basis.

ARTICLE V – BOARD of DIRECTORS (EXECUTIVE BOARD)

Section 1. Duties – The Board shall conduct the affairs of COBWRA, subject to the advice provided by the Delegates. No Officer or Director shall be entitled to, or receive, compensation in any form, from any source, for their service to COBWRA. Reimbursement will be paid for approved expenses.

Section 2. Composition – The Board shall consist of six Directors, the Officers, and the immediate Past President. All Officers and Directors must be a Delegate or Alternate at the time of their election and must be a resident of a Member Association throughout their term of office. Past Presidents, other than the immediate Past President, serve as non-voting advisors to the Board. A Member Association is limited to two members serving on the Board at the same time.

Section 3. Officers – The officers shall be President, First Vice President, Second Vice President, Secretary, and Treasurer.

A. Term – All Officers shall be elected by the membership for a one (1) year term.

B. Term Limits – No President or Vice President may serve in the same position for more than three consecutive years.

C. Resignation – Resignations shall be submitted in writing to the Secretary.

Section 4. Vacancies – Vacancies in the office of the President or either of the Vice Presidents shall be filled in accordance with Article VI, Sections 2 and 3 below. Vacancies in the office of Secretary and Treasurer shall be filled by the Board, which shall act expeditiously to elect a successor to fill the vacant office until the next election.

Section 5. Directors – Directors shall be nominated by the President and confirmed by a majority vote of the Delegates at the April meeting.

A. Term – Directors shall serve for a one-year term. There shall be no limit to the number of terms a Director may serve.

B. Resignation – Resignations shall be submitted in writing to the Secretary.

C. Vacancies – The President shall nominate an individual to fill a vacancy. The Board shall act expeditiously to confirm the successor, who shall serve for the remainder of the term.

Section 6. Quorum – A majority of the members of the Board shall constitute a quorum of the Board.

ARTICLE VI – DUTIES AND POWERS OF THE OFFICERS

Section 1. President – The President is the chief executive officer, with all duties and powers commonly vested in the office of the president of a civic, not for profit corporation. The President shall preside over all meetings, establish committees and appoint chairpersons, and approve expenditures and reimbursements other than those of the President.

Section 2. First Vice President – The First Vice President shall assume duties as assigned by the President. The First Vice President shall, in the absence or disability of the President, serve as President pro tem, and shall exercise the powers and fulfill the duties of the President until the President resumes responsibility, or barring that, for the remainder of the term. The President shall resume duties after

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absence due to disability when the Board agrees the President is able to resume serving. The First Vice President shall approve reimbursements to the President.

Section 3. Second Vice President – The Second Vice President shall assume duties as assigned by the President. The Second Vice President shall serve as the President pro tem in the absence or disability of both the President and First Vice President; and shall serve as First Vice President pro tem in the absence or disability of that Officer.

Section 4. Secretary – The Secretary shall perform those functions required under Florida law, and by the President. The Secretary is charged with maintaining records and the distribution of Minutes.

Section 5. Treasurer – The Treasurer is the custodian of funds, responsible for collections, disbursements, keeping accurate and complete accounts of all financial transactions, making reports required by law, and preparing the annual budget and annual financial report. The Treasurer shall ascertain that invoices and payment requests have proper documentation and authorization. The Treasurer shall chair the Finance Committee. The Treasurer shall use generally accepted accounting principles.

ARTICLE VII – MEETINGS

Section 1. Delegates' Meetings – Regular meetings shall be held on the third Wednesday of each month, except for summer recess in July. Alternate dates may be determined by vote of the Board. Notice of the date, time and place of the next meeting shall be included in the Minutes of the current meeting. Minutes shall be distributed electronically, in a timely fashion, to all Delegates, Alternates, and Member Association Presidents. Any Member Association President, Delegate or Alternate may request to receive Minutes via US Postal Service.

Section 2. Quorum – Forty percent (40%) of the Member Associations in good standing shall constitute a quorum.

Section 3. Special Meetings – Special meetings may be called by the President, or by written petition delivered to the President and signed by the Delegates of fifteen (15) Member Associations. The Secretary shall publish electronically a notice of the meeting no less than ten (10) days prior to the meeting. The notice shall include the topic, time and place of the meeting.

Section 4. Annual Meeting – The March regular meeting shall be the Annual Meeting. The election of Officers shall occur at the Annual Meetings. The announcement of those appointed to the Audit Committee shall be made by the President. The Treasurer shall present the Budget recommended by the Board for approval by the membership.

Section 5. Discussions and Debates – Delegates and Alternates may participate in all discussions of matters on the agenda of the meeting, as well as participate in debates of all debatable motions.

Section 6. Motions – Only the Delegate, or the highest ranking Alternate present in the absence of the Delegate, may make or second a motion.

Section 7. Voting – Each Member Association shall have one vote. Either the Delegate, or in the Delegate's absence, the ranking Alternate may cast this vote. Voting by proxy or absentee ballot is prohibited. All actions requiring a vote shall be by majority vote of the Member Associations present.

Section 8. Installation of Officers – Newly elected Officers shall assume office at the April general meeting.

ARTICLE VIII – FINANCE

Section 1. The Finance Committee – The Finance Committee shall be a Standing Committee, appointed by the President. The Treasurer shall be the Chairperson. The Finance Committee shall develop a budget by estimating expenses and revenues through discussion with the various committees. The budget and suggested dues schedule shall be presented to the Board for its approval at least thirty (30) days prior to the Annual Meeting.

Section 2. Fiscal Year – The fiscal year shall be May 1 through April 30.

Section 3. Membership Dues – Annual dues are to be paid in full by May 1st. New Member Associations shall pay a pro-rated amount, payable in full within thirty days of election to membership.

Section 4. Special Assessment – The Board has the power to declare the need for a special assessment. The decision shall be referred to the Finance Committee for recommendations concerning the amount and manner of the assessment. Upon Board approval, the special assessment shall be presented to the membership for approval. Payment shall be due within sixty (60) days of approval by the membership.

Section 5. Loss of Good Standing. A Member Association is in arrears and delinquent if payment of dues or a special assessment is not received within 60 days of the billing date. The Treasurer shall then notify the Member by mail of the delinquency status. The account must be paid within thirty (30) days of the date of the notice of delinquency. Thereafter, the Member Association is no longer in good standing and subject to termination. No payment received will be refunded.

Section 6. Audit Committee – The President shall appoint three (3) Delegates or Alternates to the Audit Committee. The appointment shall be ratified by majority vote of the Board at the February Board meeting. The Audit Committee shall conduct a review of the accounts of the organization and report to the Board no later than the June Board meeting. The President shall present the Audit Committee report to the membership at the June membership meeting.

ARTICLE IX – COMMITTEES

Section 1. Committees – Committees are established by the President to implement the directives of the Board. The President shall appoint the Chairperson(s) of committees. The Chairperson(s) shall appoint other members to the committee. Committee members need not be Alternates or Delegates but shall be residents of Member Associations. Committee chairpersons serve at the pleasure of the President. The President is an ex officio member of all committees, with the exception of the Nominating Committee.

Section 2. Nominating Committee – The Nominating Committee shall be composed of five (5) members. At the January meeting, Member Associations may nominate either a Delegate or Alternate to serve on the Nominating Committee. Current Officers shall not serve on the Nominating Committee. Directors may serve. Election to the Nominating Committee shall be by written ballot at the January regular membership meeting. Members of the Nominating Committee are prohibited from standing for election. The Nominating Committee shall notify all candidates interviewed of the status of their candidacy as soon as the Slate of Officers is chosen.

Section 3. Slate – The Nominating Committee shall present a slate with one person named for each office. There is no automatic succession from one office to another. The Nominating Committee shall seek to select the most competent and qualified candidate for each office. The slate of candidates shall be presented at the general meeting in February. Additional nominations will be accepted from the floor. No nominations shall be accepted from the floor at the Annual Meeting.

ARTICLE X – AMENDMENT OF BYLAWS

Section 1. Vote – These bylaws may be altered, amended, or rescinded by a majority vote of the Member Associations present and voting at a regular general membership meeting, or at a special meeting called for that purpose. Notwithstanding the foregoing, at least forty (40%) percent of all the Member Associations must have voted in favor of the amendment. The amendment may be adopted as proposed or as amended by the meeting.

Section 2. Notice – Written notice of a meeting to change the Bylaws shall be mailed to Delegates and Alternates no less than thirty (30) days prior to the date of the meeting. The notice shall state the time and place of the meeting and the proposed changes to be voted upon.

ARTICLE XI – INSURANCE AND INDEMNIFICATION

Section 1. Insurance – COBWRA shall, at its expense, bond all Officers and Directors, purchase Directors and Officers Acts and Omissions Liability Insurance, and such Public Liability Insurance, Casualty Insurance, and other insurance as may be required by law or as the Board may deem advisable.

Section 2. Indemnification – Directors and Officers shall be indemnified, and held harmless by COBWRA for all expenses and liability, including attorneys’ fees, incurred in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of being, or having been, an Officer or Director, except when adjudged guilty of willful misfeasance or malfeasance in performing their duties.

ARTICLE XII – PROPRIETARY RIGHTS

All work products, of any nature whatsoever, created for COBWRA, whether by volunteers, employees, or independent contractors, shall be the exclusive property of COBWRA. This includes, but is not limited to, copyrights, trademarks, patents, Internet domains, e-mail, and websites.

ARTICLE XIII -- RULES OF ORDER

Roberts’ Rules of Order Revised shall be the guide for the conduct of business. These Bylaws shall take precedence over *Roberts’ Rules*.

ARTICLE XIV – ADOPTION

These Amended and Restated Bylaws shall become effective upon adoption by the Member Associations.