

**LUZ CIVIC ASSOCIATION, INC.**  
**A FLORIDA PRIVATE, NOT- FOR PROFIT CORPORATION**  
**BYLAWS**

As revised January 31, 2006

## **Article 1. Offices**

The principal office of the Corporation shall be in the State of Florida. The Corporation shall designate a registered office in accordance with Florida law and shall maintain it continuously. The Corporation may have offices at such other places within and without the State of Florida as the Board of Directors any from time to time determine.

## **Article 2. Members**

Section 1. Qualification. Membership is open to all persons over the age of eighteen years who are interested in furtherance of the purposes of the Corporation.

Section 2. Manner of Admission. Each application for Voting Member must submit a membership application and dues and be approved by the LCA Board of Directors at a subsequent meeting. The initial Voting Members are those persons named as such in the Articles of Incorporation.

Section 3. Membership Classes. There shall be two classes of Membership:

- (a) Voting Members. The Corporation shall have Voting Members who shall have all the rights and privileges of Members of the Corporation. A Voting Member may be removed only by an affirmative vote of at least eighty percent of all Voting Members and only for cause, acts inconsistent with membership, or conviction of a felony, and only after an opportunity to be heard (unless the Member's whereabouts are unknown). There shall be four classes of Voting Members:
  - 1. Single Members. Members who declare themselves as "Single" membership at the time of admission into Corporation. They are entitled to one vote. If no declaration is made a "Single" membership is assumed.
  - 2. Family Members. Members who declare themselves as "Family" (that is 2 adult members of the same household) at the time of admission into the Corporation. They are entitled to one vote each, a total of 2.
  - 3. Business Memberships. Members who operate or represent a business at the time of admission into the Corporation. The Business is entitled to one vote.
  - 4. Community Organization Memberships: Community Organizations in the community operating as such and normally being a non-profit organization. The Community Organization is entitled to one vote.
- (b) Nonvoting Members. The Board of Directors may establish one or more classes of Nonvoting Members of the Corporation by resolution, and may assess dues on such Nonvoting Members. Unless otherwise specifically stated in these Bylaws to the Contrary, all references to "Members" relate to Voting Members, and not to Nonvoting Members.

Section 4. Annual Meetings. The purpose of the annual meeting of Members is to elect Directors and to transact such other matters as may properly come before the Members. The annual meeting of the Members of the Corporation shall be held at times and places designated by the Board of Directors, or by the President of the Corporation. The annual meeting of Members for any year shall be held no later than thirteen months after the last annual meeting of Members. However, failure to hold an annual meeting timely shall in no way affect the terms of Officers or Directors of the Corporation or the validity of actions on the Corporation.

Section 5. Special Meetings. Special meetings of the Members may be called by the President or by a majority of the Board of Directors then in office, or by members holding one-fourth or more of the outstanding votes of the Corporation. The purpose of each special meeting shall be stated in the notice, and may only include purposes which are lawful and proper for Members to consider.

Section 6. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Florida, as the place of meeting for any meeting of Members. If no designation is made, then the place of meeting shall be the principal office of the Corporation in the State of Florida.

Section 7. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally or by mail not less than three days, nor more than sixty days, before the date of the meeting. Notice should be given by or at the direction of the President or Secretary to each Member of record entitled to vote at the meeting. If mailed such notices shall be deemed to have been delivered when deposited in the United States Mail and addressed to the Member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 8. Waiver of Notice. A written waiver of notice signed by a Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting.

Section 9. Action Without a Meeting. Any action excepting the revision of these Bylaws of the Members may be taken without a meeting, without prior notice, and without a vote, if a consent in writing setting for the action so taken is signed by a majority of Members of the Corporation. Within ten days after obtaining such authorization by written consent, notice must be given to those Members who have not consented in writing. The notice shall fairly summarize the material features of the authorized action. Any certificate to be filed as a result of the Members' action under this section shall state that written consent was given in accordance with Section 607.394, Fla. Statute.

Section 10. Voting Record. If the Corporation has six or more Members of record, the officers having charge of the membership records of the Corporation shall make, at least ten days before each meeting of Members, a complete list of the Members entitled to vote as such meeting or any adjournment thereof.

The list shall be kept on file at the registered office of the Corporation or at the principal place of business of the Corporation. Any Member shall be entitled to inspect the list at any time during usual business hours. The list shall also be produced and kept open at the time and place of the

meeting, and shall be subject to the inspection of any Member at any time during the meeting. Such list, however, shall not be copied or reproduced except in the normal process of use and maintenance of the list by the person(s) responsible for such activity.

Failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

**Section 11. Member Quorum and Voting.** Unless otherwise required in the Articles of Incorporation, five Members appearing in person shall constitute a quorum at a meeting of Members. When a specified item of business is required to be voted on by a class of Members, unless otherwise required in the Articles of Incorporation, a majority of the Members of such class shall constitute a quorum for the transaction of such items of business by that class.

If a quorum is present, and unless otherwise provided by law or in the Articles of Incorporation, the affirmative vote of a majority of the Members at the meeting entitled to vote on the subject matter shall be the act of the Members. After a quorum has been established as a Members meeting, the subsequent withdrawal of Members, so as to reduce the number of Members entitled to vote at the meeting below the number required for a quorum, shall no affect the validity of any action already taken at the meeting or any resulting adjournment thereof.

If a quorum is not present when a meeting starts, then a majority of the Members at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

**Section 12. Votes.** Each “Single” Voting Member shall be entitled to one vote on each matter submitted to a vote at a meeting of Members. A Voting Membership which is a “Family” membership shall have no more than two votes on any issue. “Business” and “Community Organization” memberships shall be entitled to one vote per business of community organization.

**Section 13. Proxies.** There shall be no vote by proxy.

## **Article 3. Board of Directors**

**Section 1. General Powers.** Subject to the limitations of the Articles of Incorporation, the Bylaws, and the Florida Not For Profit Corporation Act (concerning corporate action that must be authorized or approved by the Members of the Corporation), all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors.

**Section 2. Number, Qualification, Election and Tenure.** The number of Directors shall be the number of Directors elected from time to time in accordance with the Articles of Incorporation,. The number of Directors shall be an odd number, no less than 7 and no more than 11 with the number determined by the Board of Directors, each to be elected to a term of 2 years with the terms staggered such that as near as mathematically possible, half of the Directors terms are up in any given year. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws according to law. Directors must be Members of the Corporation. Directors shall be elected by the Members at the annual meeting of Members, and shall serve

until the next succeeding annual meeting, and until their successors have been elected and qualified.

Section 3. Annual Meetings. The Board of Directors shall hold its annual meeting within 30 days following each annual meeting of Members for the purpose of election of Officers and the transaction of such business as may come before the meeting. If a majority of the Directors are present at the annual meeting of Members, no prior notice of the annual meeting of the Board of Directors shall be required. However, another place and time for such meeting may be fixed by written consent of the Directors.

Section 4. Regular Meetings. Regular meetings of the Board of Directors may be held without notice, and at such time and at such place as shall be determined from time to time by the Board of Directors.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board (if there is one), the President, or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding them.

Section 6. Telephone Meetings. Directors may participate in meetings of the Board of Directors by means of a conference telephone or similar communications equipment (by which all persons participating can hear each other at the same time), and participation by such means shall constitute presence in person at such a meeting.

Section 7. Action Without Meeting. An action of the Board of Directors may be taken without a meeting, if a consent in writing, setting forth the action so taken signed by all of the Directors, is filed in the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

Section 8. Notice and Waiver. Notice of any special meeting shall be given at least three days prior thereto by written notice delivered personally, by facsimile, by mail or by telegram to each Director at his address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company.

Any Director may waive notice of any meeting, either before, at or after such meeting, by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 9. Quorum and Voting. A majority of Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting (at which a quorum is present) shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though it is less than a quorum of the Board of Directors., unless otherwise provided by law or the Articles of Incorporation. A Director elected to fill a vacancy shall hold office only until the next election of Directors by the Members. Any Directorship to be filled by reason of an increase in the number of Directors shall Be filed by election at an annual meeting of Members or a special meeting of Members called for that purpose.

Section 11. Removal. At any meeting of Members called expressly for that purpose, any Director or Directors may be removed from office, with or without cause, by vote of a majority of the Members then entitled to vote at an election of Directors. New Directors may be elected by the Members for the unexpired terms of Directors removed from office at the same meetings at which such removals are voted.

If the Members fail to elect persons to fill the unexpired terms of removed Directors, and if the Members did not intend to decrease the number of Directors to serve on the Board, then the vacancies unfilled shall be filled in accordance with provisions in these Bylaws for vacancies.

Section 12. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors (at which action on any corporate matter is taken) shall be presumed to have assented to the action taken, unless he votes against such action or abstains from voting because of an asserted conflict of interest.

## **Article 4. Officers**

Section 1. Officers. The Officers of the Corporation shall be a President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors. A Chairman of the Board, Vice President, and such other officers and assistant officers as may be deemed appropriate may be elected by the Board of Directors from time to time. Any two or more offices may be held by existence of the Corporation.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors, at its meeting after each annual meeting of Members. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner thereafter provided.

Section 3. Removal. Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby. Removal shall be without prejudice to any contractual rights of the person so removed, but election of an Officer shall not of itself create contract rights.

Section 4. Vacancies. Vacancies in offices, however occasioned, may be filled at any time by election by the Board of Directors for the unexpired terms of such offices.

Section 5. Duties. The Chairman of the Board, or the President if there is not Chairman of the Board, shall preside at all meetings of the Board of Directors and the Members. The President shall be the chief executive officer of the Corporation. Subject to the foregoing, the Officers of the Corporation shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors.

Section 6. Salaries. Reimbursement of the Officers shall be fixed from time to time by the Board of Directors, and no Officer shall be prevented from receiving such reimbursement by reason of the fact that he is also a Director of the Corporation.

Section 7. Delegation of Duties. In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his powers or duties to any other Officer or to any other Director.

## **Article 5. Executive and Other Committees**

Section 1. Creation of Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate an Executive Committee and one or more other committees.

Section 2. Executive Committee. The Executive Committee (if there is One) shall consult with and advise the Officers of the Corporation in the management of its affairs, and shall have and may exercise, to the extent provided in the resolution of the Board of Directors creating such Executive Committee, such powers of the Board of Directors as can be lawfully delegated by the Board.

Section 3. Other Committees. Such other committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated, and to the extent provided in the resolution of the resolutions creating such committee or committees.

Section 4. Meetings. Regular meetings of the Executive Committee and other committees may be held without notice at such time and at such place as shall from time to time be determined by the Executive Committee or such other committees. Special meetings of the Executive Committee or such other committees. Special meetings of the Executive or such other committees as may be called by any member thereof upon two days' notice to the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such

Committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, give either personally or in the manner provided in these Bylaws pertaining to notice for Directors' meetings.

Section 5. Vacancies. Vacancies on the Executive Committee (or on other committees) shall be filled by the Board of Directors then in office, and at any regular or special meeting of the Board of Directors.

Section 6. Quorum. At all meetings of the Executive Committee or other committees, a majority of the committee's members then in office shall constitute a quorum for the transaction of business. Section 7. Manner of Acting. The act of a majority of the members of the Executive Committee (or other committees) present at any meeting at which there is a quorum shall be the act of such committee.

Section 8. Minutes. The Executive Committee (if there is one) and the other committees shall keep regular minutes of their proceedings, and report these minutes to the Board of Directors when required.

## **Article 6. Membership Certificates**

Section 1. Form and Issuance. Members of the Corporation may be issued certificates signed by the President or Vice President, and by the Secretary or an Assistant Secretary. Each membership certificate shall state the following: (a) the name of the Corporation; (b) that the Corporation is organized under the laws of the State of Florida; (c) the name of the person or persons to whom issued; and (d) the class of membership. The membership certificate itself shall convey no rights or privileges, but shall be for identification only.

Section 2. Lost, Stolen or Destroyed Certificates. The Corporation may issue a new membership certificate (in the place of any certificate previously issued), if the Member named in the certificate, (a) makes proof in affidavit form that it has been lost, destroyed or stolen; (b) requests the issuance of a new certificate; and (c) satisfied any other reasonable requirements imposed by the Corporation.

## **Article 7. Books, Records and Reports**

Section 1. Report to Members. The Corporation shall send an annual report to the Members of the Corporation not later than four months after the close of each fiscal year of the Corporation. Such report shall include a balance sheet as of the close of the fiscal year of the Corporation and a Revenue and disbursement statement of the year ending on such closing date.

Such financial statements shall be prepared from and in accordance with the books of the Corporation, and in conformity with generally accepted accounting principles applied on a consistent basis.

Section 2. The Board of Directors will adopt an annual budget for each fiscal year and present that budget to the Membership at the last meeting of the prior fiscal year or the first meeting of the subject fiscal year. Officers and Board members are able to make expenditures within the constraints of the adopted budget or if not within the scope of the budget, with approval of no less than 70% of the Board of Directors as voted at a Board of Directors meeting.

## **Article 8. Nonprofit Operation**

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Members, Directors or Officers without full consideration. No Member of the Corporation has any vested right, interest or

privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its Members, Directors and Officers, without violating this provision.

## **Article 9. Fiscal Year**

The fiscal year of the Corporation shall be the period selected by the Board of Directors as the taxable year of the Corporation for federal income tax purposes.

## **Article 10. Seal**

The corporate seal shall bear the name of the Corporation between two concentric circles, and in the inside of the inner circle shall be the year of Incorporation.

## **Article 11. Indemnification**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

## **Article 12. Amendments**

The Bylaws may be altered, amended or replaced, and new Bylaws may be adopted by the Board of Directors; provided, however, that any Bylaws or amendments thereto as adopted by the Board of Directors may be altered, amended or replaced by a two-thirds vote of the Members held at a meeting called specifically for such purpose. No Bylaw which has been altered, amended, repealed or adopted by such a vote of the Members may be altered, amended or repealed by a vote of the Board of Directors for a period of two years after the action of the Members.