

Bylaws of
CENTRAL AREA NEIGHBORHOOD ASSOCIATION
of WILTON MANORS, INC.

Approved November 19, 2008

As Amended February 3, 2016

ARTICLE I. ORGANIZATION

Section 1. Name: The name of the organization shall be “Central Area Neighborhood Association of Wilton Manors, Inc.” – alternately known as “CANA” or the “Association”.

Section 2. Establishment: The Association was founded on December 16, 2006, and was incorporated on March 27, 2007, as a non-profit organization.

ARTICLE II. PURPOSE

The purpose of the Association is to provide a forum for its members to meet, discuss and solve issues that impact the well being of the neighborhood. These issues include, but are not limited to, zoning, city ordinances, crime, traffic patterns, beautification, special events and health and welfare of the neighborhood residents. The Association will seek to generate an active membership that will identify and solve problems of the neighborhood. The Association may engage in activities that are related or incidental to the foregoing.

ARTICLE III. MEMBERSHIP

Section 1. Voting Member: Voting membership in the Association shall be open to all Wilton Manors residents who live in the area identified from time to time in the Articles of Incorporation, currently the area bounded on the South by the south fork of the Middle River, on the East by the F.E.C. Railway right of way, on the West by North Andrews Avenue, and on the North by Oakland Park Boulevard, excluding any area outside the boundary of the City of Wilton Manors, Florida. No individual who is less than 18 years of age may be a voting member of the Association.

Section 2. Associate Member: Associate membership in the Association shall be open to all residents of the City of Wilton Manors who are not eligible for voting membership. Unless attendance is restricted in the notice of meeting given under Article V, associate members may participate in meetings and discussions, but may not participate in formal votes. No individual who is less than 18 years of age may be an associate member of the Association.

Section 3. Honorary Member: The Board of Directors may confer honorary membership on individuals who have demonstrated significant interest or concern for the benefit of

CANA. Unless attendance is restricted in the notice of meeting given under Article V, honorary members may participate in meetings and discussions, but may not participate in formal votes.

Section 4. Effective Date of Membership: Voting and associate memberships shall become effective upon processing of written application and payment of the current year's dues. Honorary memberships shall become effective upon the date, and for the terms, specified by the Board of Directors in granting such membership.

Section 5. Suspension or Termination of Membership: The Board of Directors may suspend or terminate the membership of any member. Said member shall be notified of the cause of such suspension or termination, which shall become effective within ten (10) days after the date of such notice unless the member notifies the President prior to the expiration of such period that the member wishes to contest such suspension or termination at the next membership meeting of the Association. At that meeting, the Board shall make a report concerning such suspension or termination, the member shall be permitted to state his or her position, and a decision shall be made by the majority of the voting members present to sustain or reverse the Board's decision. This membership vote shall be final and shall be effective immediately.

ARTICLE IV. DUES

The Board of Directors may assess dues on voting members and associate members in such amounts and for such classes as the Board may determine from time to time. Dues are to be used exclusively in the interest of the members of CANA. Dues are to be assessed on a yearly basis from the date of first enrollment of each such member and are to be payable within fifteen (15) days thereof.

ARTICLE V. MEETINGS

Section 1. Annual Meeting: The first membership meeting of each year shall constitute the Annual Meeting. The Annual Meeting shall be held in January or February at a place designated by the Board. The Secretary or other designated officer shall transmit to all voting members a notice of the date and place of the Annual Meeting at least fourteen (14) days prior to the date of the meeting by mail, email or other means approved by the Board of Directors. Publication of such notice on the Association's website or on the website of the City of Wilton Manors shall satisfy the foregoing requirement.

Section 2. Periodic Meetings: The Board shall designate at least four (4) meetings per year, including the Annual Meeting. The Secretary or other designated officer shall transmit to all voting members a notice of the date and place of each Periodic Meeting prior to the date of such meeting by mail, email or other means approved by the Board of Directors. Publication of such notice on the Association's website or on the website of the City of Wilton Manors shall satisfy the foregoing requirement.

Section 3. Special Meetings: Special Meetings may be called at any time by the President or a majority of the Board upon transmitting to all voting members a notice of the date and place

of each Special Meeting prior to or on the date of such meeting by mail, email or other means approved by the Board of Directors. Publication of such notice on the Association's website or on the website of the City of Wilton Manors shall satisfy the foregoing requirement.

Section 4. Quorum: At all membership meetings, the voting members present shall constitute a quorum and shall be able to conduct the business of CANA.

Section 5. Voting: At the Annual Meeting, in order to be eligible to vote, one must have been a paid voting member for at least ninety (90) days. At all other meetings, one must have current status as a paid voting member to be eligible to vote.

Section 6. Order of Business: The order of business at all membership meetings shall be as follows:

- 1) Distribution of Minutes from the preceding membership meeting, if recorded
- 2) President's Welcome and Special Acknowledgments
- 3) Reports of Officers and Special Committees
- 4) Unfinished Business
- 5) New Business
- 6) Election of Directors if such membership meeting is the Annual Meeting
- 7) Adjournment

Section 7. Invited Speakers: At the discretion of the presiding officer, the order of business outlined in Article V, Section 6, may be rearranged in order to accommodate the schedule of invited speakers.

Section 8. Restricted Attendance: The notice of meeting given pursuant to this Article V may restrict attendance to voting members, to voting and associate members, or to voting, associate and honorary members. Unless restricted in the related notice, attendance at meetings shall be open to voting members, associate members, honorary members and the general public.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Number: The Board of Directors, alternately referred to as the Board, shall consist of five (5) to nine (9) members. All directors shall be voting members and shall have maintained a principal residence within CANA's geographical area for at least six (6) months.

Section 2. Election of Directors: At each Annual Meeting, approximately half of the Directors, alternately, shall be elected by the voting members present to serve terms of two (2) years; provided, however, that at the first Annual Meeting convened after the amendment of these Bylaws in 2015 or 2016, approximately half of the Directors shall be elected by the voting members present to serve terms of one (1) year. The Directors to serve the shorter term shall be selected based upon the number of votes received or in such other manner as the then incumbent Board of Directors may determine. Individuals seeking a Board position

must notify the Secretary in writing, or other media conveyance, at least thirty (30) days prior to the Annual Meeting.

Section 3. Duties: The Board shall have control and management of the affairs and business of CANA. Within thirty (30) days after election, the Board shall meet to elect which of the Directors shall hold the offices of President, Vice-President, Secretary and Treasurer.

Section 4. Regular Meetings: The Board of Directors must meet at least four (4) times per year at a time and place agreed to by the Board. Notice of the date, time and place of such meetings shall be sent by mail or given by other means to each Director prior to the meeting.

Section 5. Special Meetings: The President or at least four (4) Directors may call a special meeting of the Board of Directors. Notice of the date, time and place of the special meetings shall be sent by mail or given by other means to each Director prior to the meeting. Notification shall state the purpose of the meeting and that no business other than that stated in the notice shall be transacted at that special meeting.

Section 6. Quorum: A majority of the Board of Directors shall constitute a quorum for transaction of business at any general or special meeting. Unless otherwise provided in these Bylaws, all action by the Board of Directors shall be sufficient if taken by a majority of the Directors present.

Section 7. Removal of Directors: The Board of Directors may remove any Director at any time and with or without cause. The general membership may remove any Director, with or without cause, by a vote of a majority of the voting members attending the applicable meeting.

Section 8. Vacancies: Board vacancies due to resignation, removal, incapacity or death may be filled by the Board for the unexpired portion of the term.

Section 9. No Compensation of Directors: No salary or any compensation shall be paid to any Director, except for reimbursement of out-of-pocket expenses incurred on behalf of the Association .

Section 10. Automatic Resignation of Directors: Any Director who becomes an elected public official of the City of Wilton Manors or assumes any appointed compensated position for the City of Wilton Manors or becomes an employee of the City of Wilton Manors shall relinquish automatically their status as a Director in the Association. Such change in status shall not affect their membership in the Association. Resignation is not required for Honorary Directors.

Section 11. Honorary Director: The Board may designate any individual the Board may choose to serve as an Honorary Director for such period of time as the Board may determine. Such Directors may attend Board meetings, but may not participate in any formal votes.

ARTICLE VII. OFFICERS

Section 1. Officers of the Association: The Officers of the Association shall consist of a President, Vice-President, Secretary and Treasurer, each of whom shall be appointed by the Board of Directors following the Annual Meeting. Each of the foregoing Officers shall be a voting member in good standing in the Association. The Board from time to time may appoint such additional Officers and agents as it may determine.

Section 2. Duties of Officers: The duties and powers of the Officers shall be as follows:

1) President: The president shall preside at all meetings. At each Annual Meeting, the President shall make a complete report on the current condition of the Association and on his/her conduct of affairs. The President shall call all membership meetings and all special meetings in accordance with these Bylaws. The President shall make and sign all contracts and agreements approved by the Board and/or general membership in the name of the Association. The President shall see that the books, reports, statements, and certificates required by law are properly kept, made and filed in accordance with the laws of the State of Florida. The President shall designate special or standing committees from the members. The President shall require that all meetings be conducted in an orderly manner and in accordance with Roberts Rule of Order.

2) Vice President: In the absence of the President, or in the event of the President's resignation, removal, incapacity, death, or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the power of and be subject to all the restrictions upon the President. The Vice President shall have the specific power conferred by these Bylaws. The Vice President shall also have such further powers and duties as may from time to time be conferred upon or assigned to the Vice President by the Board of Directors or the President.

3) Secretary: The Secretary shall keep the minutes of all meetings of the Board of Directors and, if requested by the President, of the general membership. The Secretary shall prepare and transmit notices to the Association. The Secretary shall be custodian of the records. The Secretary shall present to the Board of Directors at their meetings all communications addressed to the Association for action. The Secretary shall attend to all correspondence and shall have such further power and duties as may from time to time be conferred upon or assigned to the Secretary by the Board of Directors or by the President.

4) Treasurer: The Treasurer shall have the care and custody of and shall be responsible for all of the funds and securities of the Association. The Treasurer shall deposit all such funds in the name of the Association in such bank, banks, trust companies, or safe deposit boxes as the Board of Directors shall designate or specify. The Treasurer shall sign, make and endorse in the

name of the Association all checks, drafts, warrants, and orders for payment of money and pay out and dispose of same in receipt thereof under the direction of the President and/or Board of Directors. The Treasurer shall exhibit his or her books and accounts to any Director or member of the Association, when requested and during reasonable hours. The Treasurer shall render a statement of the condition of the finances of the Association at each Periodic Meeting of the membership and each meeting of the Board of Directors. The Treasurer shall include with such statement of condition such additional information as may be reasonably requested by any Director. The Treasurer shall keep correct books of account, as shall be required by the Board of Directors. The Treasurer shall also have such further powers and duties as may from time to time be conferred upon or assigned to him or her by the Board of Directors or the President.

Section 3. Appointment and Term of Office: The Officers of the Association shall be appointed by the Board following the Annual Meeting of the Association. Each Officer shall hold office for a term of one (1) year or until the earlier of (a) the date on which such Officer ceases to be a Director and (b) the appointment by the Board of a successor Officer.

Section 4. Removal of Officers: The Board of Directors may remove any Officer at any time and with or without cause. The general membership may remove any Officer, with or without cause, by a vote of a majority of the voting members attending the applicable meeting.

Section 5. Vacancies: A vacancy in any Office because of resignation, removal, incapacity or death may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Bond: The Treasurer shall, if required by the Board of Directors, give to the Association such security for the faithful discharge of his or her duties as the Board may require. The Association shall pay the cost of any such bond.

Section 7. No Compensation of Officers: No salary or other compensation shall be paid to any Officer, except for reimbursement of out-of-pocket expenses incurred on behalf of the Association.

Section 8. Automatic Resignation Of Officers: Any Officer who becomes an elected public official of the City of Wilton Manors or assumes any appointed compensated position for the City of Wilton Manors or becomes an employee of the City of Wilton Manors shall relinquish automatically their Officer status in the Association. Such change in status shall not affect their membership in the Association.

ARTICLE VIII. COMMITTEES

Section 1. Committee Creation: The Board of Directors may create such committees for such purposes as they deem necessary or appropriate. The President shall designate the Chairperson of these Board-approved committees. These committees shall report their findings and recommendations to the Board of Directors.

Section 2. Committee Votes: Except as otherwise required by law, by the Articles of Incorporation, or by these Bylaws, the affirmative vote of a majority of the committee members present at a meeting of any committee at which a quorum is present, shall be the act of such committee.

ARTICLE IX. AREA REPRESENTATIVES

Section 1. Area Representatives: The Board of Directors may appoint Area Representatives to serve a specific geographical area within the Association for such periods of time as the Board may determine.

Section 2. Duties of Area Representatives: The duties of the Area Representatives shall be as determined by the Board at the time of their appointment.

Section 3. Removal of Area Representatives: The Board of Directors may remove any Area Representative at any time, with or without cause. The general membership may remove any Area Representative, with or without cause, by a vote of a majority of the voting members attending the applicable meeting.

Section 4. Vacancies: Area Representative vacancies due to resignation, removal, incapacity or death may be filled by the Board.

Section 5. No Compensation of Area Representatives: No salary or other compensation shall be paid to any Area Representative, except for reimbursement of out-of-pocket expenses incurred on behalf of the Association and approved by the Treasurer.

Section 6. Automatic Resignation of Area Representatives: Any Area Representative who becomes an elected public official of the City of Wilton Manors or assumes any appointed compensated position for the City of Wilton Manors or becomes an employee of the city of Wilton Manors shall relinquish automatically their Area Representative status in the Association. Such change in status shall not affect their membership in the Association.

ARTICLE X. AMENDMENTS TO BYLAWS

These Bylaws may be amended from time to time by the Board of Directors.