

**BY LAWS OF THE
PARK SHORE ASSOCIATION, INC.
(As Amended Month and Day, Year)**

INDEX

- I. ARTICLE I - Name

- I. ARTICLE II - Purposes
 - A. Activities
 - B. ~~Membership~~ Beach
 - C. ~~Beach~~ Membership

- III. ARTICLE III - Membership
 - Section 1. ~~Classes of Membership~~ Active Membership
 - A. ~~Active~~
 - B. ~~Associate~~

 - Section 2. Voting Members

 - Section 3. Admission and Rejection of Candidates for Membership
 - A. Control by the Board of Directors
 - B. Application
 - C. Appeal

 - Section 4. Dues

 - Section 5. Fiscal Year (Annual/January 1 to December 31)

- IV. ARTICLE IV - MEETINGS
 - Section 1. Time Annual Meetings

 - Section 2. Special Meetings

 - Section 3. Notices

 - Section 4. Quorum

 - Section 5. Board Meetings

- V. ARTICLE V - EXPENDITURES

- A. ~~Limitations~~
- B. ~~Other Than Limitations~~

VI. ARTICLE VI - ~~OFFICERS, DIRECTORS~~ BOARD OF DIRECTORS AND EXECUTIVE DIRECTOR

Section 1.

- A. Annual Meeting ~~– Fill all vacancies~~
- B. Holding Office (Directors)

Section 2.

- A. Number of Directors (12)
- B. Nominations
- C. At Least Nine ~~Members~~ Legally Domiciled
- D. Control by Board

Section 3. Vacancies

Section 4. Time in Office – Directors

Section 5. Director Compensation

Section 6. Indemnification

VII. ARTICLE VII - DUTIES OF OFFICERS

Section 1. President

Section 2. Vice President

Section 3. Absence of President & Vice President

Section 4. Secretary

Section 5. Treasurer

VIII. ARTICLE VIII- COMMITTEES

Section 1. ~~Nominations~~ Nominating Committee

Section 2. Other Committees

Section 3. Special Committees

Section 4. Committee Vacancies

Section 5. **Executive** Committee (~~Executive~~)

IX. ARTICLE IX - ORDER OF BUSINESS

X. ARTICLE X - AMENDMENTS TO BYLAWS

**BYLAWS
OF
PARK SHORE ASSOCIATION, INC.
A Civic Association Under Section 501 C-4 of the Internal
Revenue Code, Naples, Florida**

ARTICLE I - NAME

The name of this association shall be the “PARK SHORE ASSOCIATION, INC.” (PSA)

ARTICLE II - PURPOSES

A. Activities

To ~~carry on~~ **promote** such activities as may be deemed to enhance the civic welfare of those persons residing in Park Shore Subdivisions, as defined in Article III, Sub-paragraph (2), and, where appropriate and incidental to such purpose, to appear before various governmental boards, commissions and agencies to represent the views of the ~~corporation~~ **association**. It is an association not organized for profit and its net earnings are to be devoted exclusively to charitable, civic, educational, social welfare and recreational purposes.

B. Beach

To own, equip, control and maintain a park for the use of members of the Park Shore Association, Inc. and to maintain a contiguous beach area.

C. Membership

To solicit and accept memberships and membership fees in order to carry out the purposes set forth above.

~~C. Beach~~

~~To own, equip, control and maintain a park for the use of members of the Park Shore~~

~~Association, Inc. and to maintain a contiguous beach area.~~

-ARTICLE III - MEMBERSHIP

Section 1. Classes of Membership **Active Membership**

A. Active Membership

Any person or persons who are property owners **of single family or multi-family residential property** within the boundaries of the following recorded plats:

Park Shore Unit #1, filed in Plat Book 8, pages 43 & 44;

Park Shore Unit #2, filed in Plat Book 8, pages 54 & 55;

Park Shore Unit #3, filed in Plat Book 8, pages 59 & 60;

Park Shore Unit #4, filed in Plat Book 8, pages 101, 102 and 103; and

Park Shore Unit #5, filed in Plat Book 12, pages 39 and 40

(herein referred to as Park Shore), known as Park Shore in Naples, Collier County, Florida, may become an active member upon compliance with Section 3 hereinafter set forth. The owner or owners of an apartment in a condominium or in a cooperative building, including the owner of the Fee, if any, may be an active member. **Boat docks are not considered residential property for the purposes of membership in the association.**

B. Associate Membership

~~A corporation or other business entity owning property within Park Shore is eligible for associate membership in the Association and is required to designate a representative whose name shall be kept on file by the Secretary. Employees of such corporation or other business entity are not entitled to membership in the Association or use of the Park~~

~~Shore Beach Park by virtue of their employment.~~

~~A person is eligible for associate membership in the Association provided such person is a tenant occupying improved property in Park Shore. Associate members shall be entitled to all the privileges of the Association, except the privilege of voting at the meetings thereof.~~

Section 2. Voting Members

In the case of joint or several ownership of property, there shall be only one vote per ~~property~~ **household** unit.

Section 3. Admission and Rejection of Candidates for Membership

A. Control **by the Board of Directors**

The control of the admission or rejection of candidates for active ~~or associate~~ membership in the association and of the suspension or expulsion of members thereof shall, except as hereinafter qualified, vest in the Board of Directors.

B. Application

All applications for ~~election to active membership or associate membership~~ in the Association shall be lodged with the Membership Committee on a form provided by the Association or with the Secretary of the Association and shall be referred to, and shall be acted upon by, the Board of Directors at its next meeting. All such applications shall be ~~accompanied by the payment of the proper amount of dues.~~ **initiated by completing either a paper application form or the on-line application found on the association's website. All applications shall be accompanied by payment of an initiation fee and full annual dues as**

established by the board of directors each year. Dues are not pro-rated.

C. Appeal

Any candidate rejected or any member suspended or expelled shall have the right to appeal to the ~~Association~~ **association** at the next regular meeting of the ~~Association~~ **association**, at which the decision of the Board of Directors may be approved, modified or reversed.

Section 4. Dues

Each person now enrolled or who may become an active member ~~or associate member~~ of the ~~Association~~ **association** shall pay such annual dues as the Board of Directors shall determine. Any member failing to pay his dues by February 1st in each year shall be liable to have his membership forfeited by the Board of Directors. **Dues are not refunded when the property is sold before the end of a fiscal year. The Board of Directors retains the authority to levy fees for late dues payments.**

Section 5. Fiscal Year (Annual/January 1 to December 31)

The fiscal year of the ~~Association~~ **association** shall start on January 1st of each year and dues shall be due on ~~January 1st~~ **or before December 31** of each year.

ARTICLE IV - MEETINGS

Section 1. ~~Time of~~ Annual Meetings

The regular annual meeting of this ~~A~~association shall be held in January or February of each year for the purpose of electing members of the Board of Directors and for the transaction of such other business as may be brought before the meeting. The time and

place for the meeting to be held shall be fixed and announced by the Board of Directors.

Section 2. Special Meetings

Special Meetings of the ~~Association~~ **association** may be called by the President at any time at ~~his~~ **the President's** discretion or must be called by ~~him~~ **the President** within ~~fifteen~~ **twenty** days after a written application has been filed with the Secretary signed by 20% of the active members who are qualified to vote at a meeting of the ~~Association,~~ **association,** which application shall state the purpose of and the nature of the business to be presented for consideration, and no other business than that stated in the notice shall be transacted at such meeting. ~~Fifty (50%) percent of the estimated cost of the Special Meeting shall be paid by applicants in advance of the meeting.~~

Section 3. Notices

At least ~~seven days'~~ **thirty (30) days** written notice by mail shall be given to each member of the ~~Association~~ **association** of ~~regular~~ **annual** meetings of this ~~Association~~ **association** , and at least 10 days' notice of special meetings. Said notices shall be sent to the last known address of the members and it shall be the duty of the members to advise the ~~Secretary~~ **association,** ~~in writing,~~ of any change in address. **Notices will also be sent electronically to each member household utilizing the email on record.**

Section 4. Quorum

At all **annual** meetings of the ~~Association~~ **association,** 10% of the members qualified to vote thereat, **in person or by proxy,** shall constitute a quorum for the transaction of business but a lesser number may adjourn the meeting from time to until a quorum is present.

Section 5. Board Meetings

A. ~~First Monday~~ Regular Board Meetings

The Board of Directors shall hold meetings on the ~~first~~ **second** Monday of each month or at such other time as the President shall deem necessary. Written notices of the meetings of the Board of Directors stating the hour and place of meeting shall be given to the members of the Board at least three days prior to the date of said meetings, and where the meeting is held pursuant to the call of the President, the notice shall state the particular business to be transacted at such meeting. **Members of the Board of Directors may attend meetings either in- person or electronically. A member of the Board who misses three (3) meetings in a calendar year will no longer be a member of the Board unless they are excused absences.**

B. Board of Directors Meeting ~~Five is a~~ Quorum

At a meeting of the Board of Directors, five members of said Board shall constitute a quorum for the transaction of business, but a lesser number may adjourn the meeting from time to time until a quorum is present.

ARTICLE V - EXPENDITURES ~~OF CORPORATE FUNDS~~

The Board of Directors will approve a budget for the forthcoming year in the fall of each year. Thereafter, any unbudgeted expenditure up to \$3,000 must be approved by the President, with notification to the Treasurer and Executive Director. Unbudgeted expenditures above \$3,000 must be approved by the Board of Directors prior to payment.

A. Limitations

~~Expenditures of the Association for the normal miscellaneous office and operating~~

~~expenses and landscape maintenance charges for beach property and the compensation for secretarial services shall be authorized by the vote of the Board of Directors, except that expenses of an emergency nature for beach maintenance up to \$200 may be incurred by the Chairman of Beaches and Waterways without reference to the Board of Directors.~~

B. Other Than Limitations

~~At any regular or special meeting of the Board of Directors expenditures of funds of the Association other than those covered in the preceding paragraph above may be voted, provided that the notice of said meeting has set forth the purpose and the amount thereof. In addition, the Secretary of the Association shall include in the notice of any meeting of the Association a notification of any proposed motion for the expenditure of funds of the Association of which he has received notice in writing at least 20 days prior to the date of such meeting, signed by at least 15 active members.~~

ARTICLE VI- OFFICERS, ~~AND DIRECTORS~~ BOARD OF DIRECTORS, OFFICERS, AND EXECUTIVE DIRECTOR

The board of directors may hire an Executive Director to perform administrative responsibilities of the association.

Section 1.

A. Annual Meeting — Fill All Vacancies

~~At the annual meeting of the Association there shall be filled by election by the active~~

~~members all the vacancies in the Board of Directors caused by termination of term of office by incumbent Directors, or by resignation or other cause.~~ All vacancies on the Board of Directors whether caused by termination of term of office by incumbent directors or by resignation or other cause, shall be filled by majority vote of active members at the association's annual meeting.

B. Holding Office (Directors)

Such Directors shall hold office for the period elected or until their successors have been elected and qualified. Said directors shall be elected by majority vote, either by proxy, by ballot or by voice vote.

Section 2.

A. Number of Directors (12)

The number of Directors of the ~~Association~~ association shall be twelve, four of whom shall be the President, ~~two~~ Vice President, Secretary, and the Treasurer of the ~~Association~~ association. Said four officers shall be elected by the Board of Directors at the first meeting of the Board of Directors following the annual meeting and shall serve for a period of one year. ~~The Directors shall also select a Secretary who shall be a member of the Board.~~ A majority of votes of a quorum of the Board of Directors shall be necessary to elect officers. The remaining Directors shall be encouraged to chair a standing or ad-hoc committee. The Board of Directors shall be a staggered board, with one-third of the Directors elected each year for a term of three (3) years. Directors may serve two consecutive terms.

B. Nominations

Each new Nominating Committee will select and propose names of Directors for a term of three years to fill vacancies caused by term expirations. Such nominations shall be reported at the annual meeting. **Only members of the association may be nominated to the Board of Directors.**

C. At Least Nine **Legally Domiciled**

The Board shall at all times be composed of at least ~~nine~~ **six** members who are ~~legal residents~~ **legally domiciled in one** of the Park Shore subdivisions. Other members of the Board need only be **single family or multi-family** property owners in Park Shore.

D. Control by Board

The Board of Directors shall have general charge and control of the business and affairs of the ~~Association~~ **association**, and shall have the power to take such action and make such rules and regulations as shall be necessary to promote the interests of the ~~Association~~ **association** and shall have such other powers and responsibilities as may be imposed by law.

Section 3. Vacancies

All vacancies which may occur in the Board of Directors or among the officers of said ~~Association~~ **association** in the period between annual meetings shall be filled by a majority vote of the remaining members of the Board. Should the said Board of Directors elect one of its members to fill a vacancy among the officers of the ~~Association~~ **association**, the said Board shall also elect a new Director to fill the vacancy

thus caused in said Board so as not to disturb the ratio of either elected Directors or four officer Directors. Such officers and Directors so elected by the Directors shall hold office until the meeting of the Directors following the next annual meeting.

Section 4. Time in Office - Directors

No Director, existing or future, who shall have held office for a total of six consecutive years, whether as a director or officer-director shall be eligible for election to a further consecutive term, either as an officer-director or as a director.

Section 5. Director Compensation

All directors and officers of the ~~Association~~ **association** shall be active members thereof and shall serve without compensation.

Section 6. Indemnifications

A. Each director and officer of the ~~corporation~~ **association** now or hereafter serving as such, shall be indemnified by the ~~corporation~~ **association** against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the ~~corporation~~ **association** shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability.

B. The amount paid to any officer or director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved.

C. It is the intent of this section that the ~~corporation~~ **association** indemnify and hold harmless each director and officer, from and against all claims, damages, losses and expenses, including reasonable attorney fees, in case it shall be necessary to file any action or in case an officer or director is named as a party in any lawsuit, in all matters directly or indirectly involving this ~~corporation~~ **association**.

D. The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the ~~corporation~~ **association** may otherwise be entitled by law.

ARTICLE VII - DUTIES OF OFFICERS

Section 1. President

The President shall preside at all meetings of the ~~Association~~ **association** and of the Board of Directors and shall be ex-officio member of all committees ~~except the Committee on Nominations. He~~ **The President** shall have general charge of and control over the affairs of the ~~Association~~ **association** subject to the Board of Directors. ~~He~~ **The President** shall be empowered to sign all documents on behalf of the ~~Association~~ **association** which have been approved by the Board.

Section 2. Vice President

A Vice President shall preside at all meetings of the ~~Association~~ **association** and the Board of Directors in the absence of the President and shall perform such other duties as the Board may prescribe.

Section 3. Absence of President & Vice President

In the absence of the President and both Vice President the Board of Directors shall select a chairman to preside at such meetings.

Section 4. Secretary

The secretary shall assure that all records of the association are properly maintained and that the membership is notified of all meetings. It shall be the duty of the secretary to assist the President in the preparation of legal notices and documents and perform such other duties as directed by the President.

~~The secretary shall keep a record of the proceedings of all meetings of the members and of the Board of Directors and of all other matters where a record shall be ordered. He shall notify the officers and all members of committees of their election or appointment, and shall issue notices of all meetings. With the approval of the Board he may employ at the expense of the Corporation an Assistant Secretary who need not be a Director or a member of the Corporation, at a salary to be fixed by the Board of Directors. The Secretary shall file timely the Association's annual Uniform Business Report with the Florida Department of State, Division of Corporations, and such other reports of Nonprofit Corporations as the Division may require.~~

Section 5. Treasurer

A. The Treasurer shall ~~collect~~ **oversee the collection of** dues from all members and all monies due the ~~A~~association and, under the direction of the Board of Directors, disburse all funds of the ~~A~~association. The funds of the ~~A~~association shall be kept in a depository designated by the Board of Directors and the Treasurer shall not be responsible for the loss of the ~~A~~association's funds by reason of insolvency of such depository. ~~He~~ **The Treasurer** shall keep regular accounts in books of the ~~A~~association, which shall be open at all times to the inspection of any member of the Board of Directors. ~~and shall furnish a bond at the expense of the Association if the same be required by the Board of Directors.~~ **The Treasurer will assure that** ~~shall file timely~~ all tax reports or returns required by federal, state, and local governments **are filed in a timely manner.**

B. The Treasurer shall make a financial report at each **annual** meeting of the ~~A~~association and **at each meeting** of the Board of Directors. At the annual meeting ~~he~~ **the Treasurer shall submit a financial report for the preceding fiscal year.** ~~make a report of all receipts and disbursements for the preceding year, and all outstanding obligations of the Association, together with suggestions in respect thereto which he may deem proper.~~ ~~His~~ **The Treasurer's** accounts shall be examined regularly by the Board of Directors at such times and in such manner as the Board determines, and the Board may order an audit of the records by an independent accountant if the Board determines such to be advisable.

C. All checks for payment of money shall be signed by such officers as are designated to do so by resolution of the Board of Directors.

ARTICLE VIII - COMMITTEES

Section 1. ~~Nominations~~ **Nominating Committee**

A. The **Nominating** Committee shall consist of ~~seven~~ **at least of 5** members **including the President and Executive Director** appointed annually by the President with the approval of the Board of Directors. ~~At least four of such members shall not be a director.~~

B. It shall be the duty of the **Nominating** Committee ~~on Nominations~~ to nominate candidates for Directors of the ~~A~~association to be elected at its annual meeting. Said Committee shall notify the ~~Secretary~~ **Executive Director** of the ~~A~~association, ~~in writing~~ at least ~~40~~ **45** days before the annual meeting of the ~~A~~association, of the names and addresses of such candidates to be nominated and the **Executive Director** ~~Secretary~~ shall mail to each active ~~member~~ **household** of the **association** ~~Association~~ ~~within two weeks after such notification~~ **at least 30 days before the annual meeting**, a statement setting forth the names and addresses of such candidates.

C. The Nominating Committee ~~on Nominations~~ shall give consideration to the territorial location and distribution of the residences of those whom it places in nomination for Directors so as to equalize as far as practicable representation throughout the entire area.

Nominations for Directors may also be made by any 25 active members of the

Association not later than 20 45 days prior to the annual meeting of the Association by filing with the Secretary Executive Director of the Association a certificate signed by them setting forth the names and addresses of such person or persons so nominated by them for such offices. The Secretary Executive Director shall mail to each member of the Association at least seven thirty days prior to said annual meeting a statement setting forth the names and addresses of the candidates.

Section 2. Other Committees

The President with the approval of the Board of Directors may annually, and as soon after he the President is elected as is feasible, appoint the following standing operating committees to consist of as many members as to him the President seems advisable and he the President shall, with the approval of the Board of Directors, confer upon such committees such powers and duties as they may deem for the best interests of the Association association. The standing committees of the Association association are:

- A. PUBLIC RELATIONS
- B. FINANCE
- C. MEMBERSHIP
- D. BEACH PARK
- E. ARCHITECTURAL REVIEW
- F. TRAFFIC & WATERWAYS
- G. BEACH PARTY
- H. CITY/COUNTY AFFAIRS

~~I. BYLAWS~~

~~J. EXECUTIVE COMMITTEE~~

~~K. BEAUTIFICATION/AWARDS~~

~~L. CONDOMINIUM LIAISON~~

A. ANNUAL MEETING

B. BEACH PARK

C. BEAUTIFICATION/AWARDS

D. CITY/COUNTY AFFAIRS

E. COMMUNICATIONS

F. EVENTS

G. EXECUTIVE COMMITTEE

H. MEMBERSHIP

I. NOMINATING

J. TRAFFIC

K. WATERWAYS

Section 3. Special Committees

The President may appoint ad hoc committees on any subject for which there is not a standing committee of the Association.

Section 4. Committee Vacancies

The President, with the approval of the Board of Directors, shall fill all interim vacancies in the membership of any committee.

Section 5. Executive Committee

The Executive Committee shall be limited to four members and shall consist of the President, ~~both~~ Vice President, **Secretary**, and the Treasurer.

ARTICLE IX - ORDER OF BUSINESS

At each regular meeting of the Board of Directors of the Association the following shall be the **general** order of business:

1. **Call to Order**
2. **City of Naples Guests**
3. **Approval of the Minutes of the preceding meeting**
4. **Report of the Executive Director**
5. **Report of the Membership Chair**
6. **Report of the Treasurer**
7. **Report of the President**
8. **Report of Standing Committees**
9. **Report of Special Committees**
10. **Unfinished Business**
11. **New Business**
12. **Adjournment**

~~Reading the minutes of the preceding meeting or meetings~~

~~Report of the President~~

~~Report of the Treasurer~~

~~Report of the Standing Committees~~

~~Report of Special Committees~~

~~Election of new members~~

~~Election of Directors~~

~~Unfinished business~~

~~New business~~

~~Adjournment~~

This order of business may be modified or changed at any meeting at the discretion of the President. The parliamentary rules known as Roberts Rules of Order shall be followed, and govern at all meetings of the ~~Association~~ **association** and of the Board of Directors.

ARTICLE X - AMENDMENT TO BYLAWS

A. Twenty (20%) percent of the active members of the ~~A~~**a**ssociation may propose an amendment or amendments in writing to these Bylaws by filing the proposed amendment or amendments, signed by them with the Secretary of the ~~A~~**a**ssociation not less than 30 days before any regular meeting of the ~~A~~**a**ssociation.

B. The ~~Secretary~~ **Executive Director** shall forthwith, upon the receipt of any such amendment or amendments, other than those proposed by the Bylaws Committee ~~on~~ ~~Constitution and Bylaws~~, mail a copy thereof to each member of such committee, which committee shall consider such proposed amendment or amendments and shall make recommendations thereon to the Board of Directors at its regular or special meeting.

C. The Board of Directors shall at such meeting consider such proposed amendment or amendments, together with the recommendation of such committee, and the President shall at the next regular meeting of the **association** ~~Association~~ advise the members of

the action taken by the Board thereon and submit the same to the vote of the membership.

D. The **Executive Director and** the Secretary shall give notice of any and all such proposed amendments and of the next regular **annual** meeting of the **association** ~~Association~~ at which any such proposed amendment shall be voted on, and shall send proxy forms to each active **household member** of the ~~A~~association at least ~~seven~~ **thirty (30)** days prior to said meeting of the ~~A~~association. If at such meeting of said ~~Association~~ **association** a majority of the active members present in person or by proxy vote in favor of any such proposed amendment or amendments, then these Bylaws shall be amended accordingly.