

BY LAWS
PARK SHORE ASSOCIATION, INC.
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**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.”

ARTICLE II - PURPOSE

A. Activities

To carry on 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. 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. 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

A. Active Membership

Any person or persons who are property owners 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.

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 unit.

Section 3. Admission and Rejection of Candidates for Membership

A. Control

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.

C. Appeal

Any candidate rejected or any member suspended or expelled shall have the right to appeal to the Association at the next regular meeting of the 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 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.

Section 5. Fiscal Year

The fiscal year of the Association shall start on January 1st of each year and dues shall be due on January 1st of each year.

ARTICLE IV - MEETINGS

Section 1. Time of Annual Meetings

The regular annual meeting of this 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 may be called by the President at any time at his discretion or must be called by him within fifteen 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, 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' written notice by mail shall be given to each member of the Association of regular meetings of this 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, in writing, of any change in address.

Section 4. Quorum

At all meetings of the Association, 10% of the members qualified to vote thereat 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.

Section 5. Board Meetings

A. First Monday

The Board of Directors shall hold meetings on the first 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.

B. 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 - EXPENDITURE OF CORPORATE FUNDS

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

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.

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 ballot or by voice vote.

Section 2.

A. Number of Directors

The number of Directors of the Association shall be twelve, four of whom shall be the President, two Vice Presidents, and the Treasurer of the 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.

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.

C. At Least Nine Members

The Board shall at all times be composed of at least nine members who are legal residents of the Park Shore subdivisions. Other members of the Board need only be 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, and shall have the power to take such action and make such rules and regulations as shall be necessary to promote the interest of the 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 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 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 shall be active members thereof and shall serve without compensation.

Section 6. Indemnifications

A. Each director and officer of the corporation now or hereafter serving as such, shall be indemnified by the corporation 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 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 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.

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

ARTICLE VII - DUTIES OF OFFICERS

Section 1. President

The President shall preside at all meetings of the Association and of the Board of Directors and shall be ex-officio member of all committees except the Committee on

Nominations. He shall have general charge of and control over the affairs of the Association subject to the Board of Directors. He shall be empowered to sign all documents on behalf of the Association which have been approved by the Board.

Section 2. Vice President

A Vice President shall preside at all meetings of the 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 Presidents the Board of Directors shall select a chairman to preside at such meetings.

Section 4. Secretary

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 dues from all members and all monies due the Association and, under the direction of the Board of Directors, disburse all funds of the

Association. The funds of the 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 Association's funds by reason of insolvency of such depository. He shall keep regular accounts in books of the 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 shall file timely all tax reports or returns required by federal, state, and local governments.

- B. The Treasurer shall make a financial report at each meeting of the Association and of the Board of Directors. At the annual meeting he shall 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 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

- A. The Committee on Nominations shall consist of seven members 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 Committee on Nominations to nominate candidates for Directors of the Association to be elected at its annual meeting. Said Committee shall

notify the Secretary of the Association, in writing at least 40 days before the annual meeting of the Association, of the names and addresses of such candidates to be nominated and the Secretary shall mail to each active member of the Association within two weeks after such notification, a statement setting forth the names and addresses of such candidates.

C. The 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 days prior to the annual meeting of the Association by filing with the Secretary 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 shall mail to each member of the Association at least seven 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 is elected as is feasible, appoint the following standing operating committees to consist of as many members as to him seems advisable and he 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. The standing committees of the 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

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 Presidents 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 order of business:

1. Reading the minutes of the preceding meeting or meetings

2. Report of the President
3. Report of the Treasurer
4. Report of the Standing Committees
5. Report of Special Committees
6. Election of new members
7. Election of Directors
8. Unfinished business
9. New business
10. 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 and of the Board of Directors.

ARTICLE X - AMENDMENT TO BYLAWS

A. Twenty (20%) percent of the active members of the Association 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 Association not less than 30 days before any regular meeting of the Association.

B. The Secretary shall forthwith, upon the receipt of any such amendment or amendments, other than those proposed by the 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 advise the members of the action taken by the Board thereon and submit the same to the vote of the membership.

D. The Secretary shall give notice of any and all such proposed amendments and of the next regular meeting of the Association at which any such proposed amendment shall be voted on, and shall send proxy forms to each active member of the Association at least seven days prior to said meeting of the Association. If at such meeting of said 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.