

# **The Bylaws of the Coral Ridge Association**

Passed by vote at the October 25, 2018 General Meeting

## **ARTICLE I**

The name of this organization shall be "CORAL RIDGE ASSOCIATION," hereafter referred to as "Association." The purpose of the Association is to represent property owners, to protect their interests, and to aid and advance the development and improvement of the community. The Association may provide a forum for candidates or political issues but the Association shall not give political endorsements. The Coral Ridge Association members and their properties shall be located within the following boundaries:

ALL PROPERTIES NORTH OF SUNRISE BOULEVARD  
ALL PROPERTIES WEST OF THE INTRACOASTAL WATERWAY  
ALL PROPERTIES EAST OF MIDDLE RIVER AND FEDERAL HIGHWAY  
ALL PROPERTIES SOUTH OF OAKLAND PARK BOULEVARD

## **ARTICLE II      MEMBERSHIP**

### **Section 1**

Membership shall consist of all residents of Coral Ridge upon full payment of dues, with one vote per residence. The Board of Governors shall have absolute discretion as to eligibility and the right to continue membership of any individual in the Association.

### **Section 2**

Any member voting for the election of Board members must be a paid dues member not later than (the last day of the month preceding the month in which the election is held.) August 31st.

## **ARTICLE III      OFFICERS AND BOARD MEMBERS**

### **Section 1**

The officers of the Association shall be a PRESIDENT, VICE-PRESIDENT, SECRETARY and TREASURER.

### **Section 2**

There shall be a governing board of the Association consisting of the officers and a maximum of thirteen (13) additional members called "GOVERNORS." In total, the Board will be comprised of not greater than seventeen (17) members with no more than four (4) members from any single Multifamily Unit, Condominium Association or Cooperative Association or other similar residential entity and shall be called the Board of Governors. The Board of Governors shall have complete authority to represent the Association between meetings and shall determine all policies of the Association. No action of any officer or Board member shall be binding upon the Association without express approval of the Board. Board approval shall consist of a majority vote of the Board where a quorum is present. In the absence or inability of any Officer or Board Member to act for the remainder of his or her term, the Board of Governors by a majority vote of its members shall appoint a successor for the remaining term.

### **Section 3**

The term of Board members shall be one year commencing January 1st through December 31st. No Board member shall serve more than three consecutive terms. Board members shall be elected by mail-in ballot election, the results of which are to be announced at the General meeting in the month of October, and each Board member shall serve until a successor is elected.

### **Section 4**

A person receiving a nomination for Board membership must be a paid dues member of the Association not later than June 30th of the year in which they are nominated.

## **ARTICLE IV     DUTIES OF THE OFFICERS**

### **Section 1**

The President shall preside at all meetings of the Association and Governing Board and may call special meetings. The President shall also appoint all committees subject to the approval of the Board of Governors. In the President's absence or inability to act, the next senior officer shall preside and act in the President's behalf.

### **Section 2**

The Vice-President shall assume the duties of the President in the absence of the latter.

### **Section 3**

The Secretary shall keep the records of the organization and the minutes of all regular meetings, special and Board meetings. The minutes of the previous meeting, regular, special or Board shall be reviewed and approved at the next meeting. Copies of all board and general meetings will be kept for four years.

### **Section 4**

The Treasurer shall be responsible for receiving and depositing dues money. In addition, the Treasurer is responsible for receiving and maintaining bank deposit statements and any other money receipts that shall belong to the organization. The Treasurer is responsible for maintaining the Association's checkbook. The Treasurer shall keep an accounting system itemizing all receipts and disbursements, corresponding to an "Income Statement." The Treasurer shall present a complete and thorough report of the organization's financial status at each meeting.

The President, the Vice-President, the Treasurer, or any other Board member designated by the Board of Governors may be authorized to sign checks. Two signatures shall be required on all Association checks. All checks shall be supported by appropriate vouchers or invoices. The president shall have authority to expend up to \$500.00 per transaction on Association matters without prior Board approval. All other expenditures require prior board approval.

### **Section 5**

For the purpose of implementing seniority described in this article, the following is the ranking of the senior officers:

1. President
2. Vice-President
3. Secretary
4. Treasurer

## **ARTICLE V     MEETINGS**

### **Section 1     General Membership Meetings**

There shall be a minimum of two (2) general membership meetings each fiscal year at such time and place as shall be designated by the Board of Governors. A quorum shall consist of thirty (30) members.

### **Section 2     Board of Governors Meetings**

The Board of Governors shall meet at a time, date, and place as called by the President subject to approval by the Board of Governors or in the President's absence or inability to act, the next senior officer subject to approval by the Board of Governors. A quorum shall consist of a majority of the current members of the Board of Governors. Individuals who are not officers or Board members may not address the Board except upon approval by a vote of the Board.

### **Section 3     Executive Sessions**

Executive Sessions may be called by the President, or in the President's absence or inability to act, by the next senior officer. These sessions shall consist of the Officers of the Association as described in Article III

## **ARTICLE VI     AMENDMENTS TO BYLAWS**

The Bylaws may be amended at any general membership meeting of the Association by a two-thirds vote of the members attending such meeting, provided the proposed amendment shall have been approved by a majority vote of the Governing Board and published to the general membership not later than thirty days prior to the general membership meeting.

## **ARTICLE VII     DUES**

Annual Dues for members will be determined by the Board of Governors at the June meeting of the Board.

## **ARTICLE VIII     ANNUAL EXAMINATION OF TREASURER'S RECORDS**

At the close of each calendar year, the treasurer's records for that year will be reviewed by a licensed accounting firm. They will provide a written report to the board concerning the accuracy thereof.

## **ARTICLE IX     COMMITTEES**

### **Section 1**

The President, subject to the approval of the Board of Governors, may designate such standing committees and special committees as may be required to further the interests and objectives of the Association and its members.

**Section 2** The President, subject to the approval of the Governing Board, shall appoint members and the Chair to each committee.

## **ARTICLE X     ATTENDANCE**

Any Board member who is absent without excuse from three (3) Board meetings during any one year term shall forfeit his or her position on the Board subject to consideration and approval of the Board of Governors. The President, or in his or her absence, the senior officer of the Association as specified in Article IV, Section 5, shall in the exercise of his or her sound discretion determine whether to excuse the attendance of any Board member at any Board meeting. Each Board member shall have the responsibility of bringing to the attention of the President or next senior officer as appropriate, prior to the Board meeting, the fact of an anticipated absence from the Board meeting and the reason therefore. The Board of Governors may give consideration to any extenuating circumstances leading to the excess absences of the member of the Board and the Board of Governors may, in its discretion, excuse the absences of the member based upon those extenuating circumstances. Vacancies on the Board of Governors created by excess absences or any other reasons shall be filled by a majority vote of the Board of Governors.

## **ARTICLE XI     INDEMNIFICATION**

Any person served with process and made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he or she is or was a Governor, Officer, or employee of the Association, shall be and hereby is indemnified by the Association against all judgments, fines, amounts paid in settlement and reasonable expenses including attorney's fees actually and necessarily incurred as a result of any such action or proceeding, or any appeal therein, to the full extent permitted and in the manner prescribed by law.

## **ARTICLE XII     PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

## **ARTICLE XIII NOMINATION AND ELECTION OF OFFICERS AND GOVERNORS**

### **Section 1**

The Board of Governors shall elect a nominating committee each year at its June meeting. The membership of said committee shall exclude the sitting President and shall consist of not less than five (5) members who presently serve on the Board of Governors or have previously served on the Board of Governors. The nominating committee shall nominate not less than seventeen (17) individuals to serve on the Board of Governors. The nominating committee shall submit its list of nominees to the Board of Governors by report not later than August 21<sup>st</sup>. (Said report shall thereupon be submitted to the General Membership not later than September 30 by mail or by publishing said report in the Association Newsletter.)

### **Section 2**

Election of Governors shall be by mail-in ballot. Said ballots shall be provided to the membership not later than ten (10) days following the September Board meeting. Ballots shall contain the names of those individuals nominated by the nominating committee and any additional nominees nominated from the floor at the September Board meeting. Members shall return the mail-in ballots to an independent auditor to be designed by the Board of Governors and whose address shall be indicated on the ballot or accompanying instructions. Mail-in ballots shall be returned by members by U.S. Mail in time to arrive at the independent auditor's address not later than a date to be specified by the Board of Governors and indicated on the ballot or accompanying instructions. Members voting must meet the qualifications set forth in Article II, Section 2 of these Bylaws. Board members shall be elected solely from the mail-in ballots which shall be counted by the independent auditor who shall immediately report said count to the president and secretary in writing. The results of the election shall be announced by the president or presiding officer at the general meeting in October. Those individuals receiving a majority of the votes cast shall be elected and shall assume office at the January meeting following the election. In the event of a tie vote for the seventeenth Board seat, the presently existing Board shall select from the tying nominees the seventeenth member.