

**BY-LAWS
OF
MAINLANDS SECTION 6
CIVIC ASSOCIATION, INC.**

(As most recently amended by the Membership on June 11, 2013)

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ARTICLE I - INTRODUCTION

These are the By-Laws of Mainlands Section 6 Civic Association, Inc.

The corporation has its offices located in the Mainlands of Tamarac Lakes Sixth Section, City of Tamarac, Broward County, Florida. The mailing address for the corporation is 4920 NW 51st Court, Tamarac, FL 33319-3233.

Throughout these By-Laws, the corporation may be referred to as the “Association”.

ARTICLE II - OBJECTIVES & PURPOSES

The Association shall:

- A. Be incorporated under the laws of the State of Florida as a not-for-profit corporation and operate exclusively for pleasure, recreation and other not-for-profit purposes;
- B. Be retained as a 55+ adult housing community;
- C. Work for the betterment of the community;
- D. Endeavor to promote a spirit of active participation among its Members;
- E. Actively protect the best interests of the Association with regard to community-related matters; and
- F. Endeavor to provide services and other amenities to the residents of the community.

ARTICLE III - MEMBERSHIP

- A. Membership in the Association shall be limited to the owners of the properties situated in Mainlands of Tamarac Lakes Sixth Section and the spouses of those owners.
- B. Any Member who owns more than one (1) property shall be entitled to one (1) Membership for each property owned.
- C. Member voting rights are limited to one (1) vote per property.

ARTICLE IV - THE BOARD OF DIRECTORS

- A. The Board of Directors shall consist of a President, a Vice-President, a Recording Secretary, a Treasurer, a Financial Secretary, a Civic Representative, an Irrigation Representative, a Social Director, and three (3) At-Large District Representatives.
- B. The normal term of office for each Board member shall be one (1) year, commencing on January 1st of each year.
- C. Any Association Member in good standing is eligible to serve on the Board of Directors.
- D. Any Board member removed from office shall not be eligible to hold any office or chair any committee within the Association until two (2) years have elapsed after the removal.
- E. The Association shall provide indemnification for its Board members who are authorized to act on behalf of the Association.

ARTICLE V - DUTIES OF THE BOARD OF DIRECTORS

The duties of the Board of Directors shall include, but not necessarily be limited to, the following:

- A. The President shall:
 - 1. Preside at all general and special meetings of the Membership and the Board of Directors;
 - 2. Maintain proper decorum and order at all meetings;
 - 3. Recommend Committee chairpersons for Board approval;
 - 4. Sign all contracts, directives and documents on behalf of the Association;
 - 5. Be custodian of the corporate seal; and
 - 6. Report to the Membership, at each General Meeting, those matters of importance to the Association which took place since the previous General Meeting of the Membership.
- B. The Vice-President shall:
 - 1. Conduct the business of the Association when the President is unavailable; and
 - 2. Assist the President, when requested, with Association-related matters.
- C. The Recording Secretary shall:
 - 1. Keep an accurate record of all General and Special Meetings of the membership and all meetings of the Board of Directors, transcribing the minutes of each meeting into typewritten form and submitting them to the

appropriate body for approval. These records shall be permanently retained by the Association;

2. Use appropriate and reliable means to facilitate the transcription of the minutes; and
3. Report all incoming correspondence received to the Board of Directors.

D) The Treasurer shall:

1. Restrictively endorse all checks and money orders upon receipt;
2. Promptly deposit all monies received into the appropriate banking account;
3. Pay all financial obligations when due;
4. Report monthly to the Board of Directors, and to the Membership, all significant transactions and month-end balances for each bank and reserve account; and
5. Maintain copies of all contracts on behalf of the Association.

E) The Financial Secretary shall:

1. Collect and receive all maintenance and special assessment payments;
2. Submit all such payments to the Treasurer within seventy-two (72) hours of receipt;
3. Maintain a current record of all accounts; and
4. Maintain a current list of those Members whose voting privileges have been revoked by the Board of Directors.

F) The Civic Representative shall:

1. As practical, attend meetings of the Tamarac City Commission and other civic events to keep abreast of activities which could have a bearing on the Association;
2. Report monthly to the Board of Directors, and to the Membership, those civic matters concerning the Association which took place since the last report; and
3. Display within the Clubhouse all civic-related literature or data which may be of interest to the Membership.

G) The Irrigation Representative shall:

1. Act as the day-to-day liaison between customers of the Irrigation Corporation and the Board of Directors; and
2. Oversee the day-to-day operation activities of the Irrigation system, including the supervision of any and all contracted workers.

H) The Social Director shall:

1. Act as the primary liaison between all social committee chairs and the Board

of Directors; and

2. Manage any and all scheduling conflicts as may arise between social committee chairs.

I) The District Representatives shall:

1. Act as the liaison between Members and residents within districts and the Board of Directors.

ARTICLE VI - RESPONSIBILITIES OF THE BOARD

The Board of Directors shall:

- A. Be responsible for the general supervision of the Association between its business meetings, make recommendations to the Association, and perform such other duties as specified within these By-Laws;
- B. Ensure all actions and decisions occur at an appropriately-convened meeting at which a quorum exists;
- C. Be responsible for monitoring the adequacy of the Association's funds and income as related to expenses;
- D. Review bids, contracts, and other financial matters pertaining to the Association;
- E. Ensure the proper retention of Association records;
- F. Recommend when and what changes or additions should be made to the Clubhouse, Arts & Crafts building, and other recreational and common facilities or properties; and
- G. Have jurisdiction over the manner in which the Clubhouse, Arts & Crafts building, recreational facilities and properties, and parking areas may be used.

ARTICLE VII - COMMITTEES

- A. All Committees shall be established by the Board of Directors.
- B. The President shall recommend the Chairperson of each Committee for appointment.
- C. All appointments shall be subject to the approval of the Board of Directors.

ARTICLE VIII - MEETINGS

- A. Regular Membership Meetings
 1. Regular meetings of the Membership shall be held monthly, on the second Tuesday, at 7:00 pm in the Clubhouse.
 2. Voting by proxy will be allowed.

B. Special Membership Meetings

1. A Special Meeting of the Membership may be called by the President at any time, and must be held when called for by a majority of the Board of Directors;
2. A Special Meeting of the Membership must be called by the President if a written request, submitted to the Association's Recording Secretary, has been signed by a minimum of twenty (20) Members in good standing, each being from different households;
3. Notice of a Special Meeting shall be provided to all Members;
4. The notice shall specify the reason(s) for the meeting and the subject(s) to be covered; and
5. Voting by proxy will be allowed.

C. Annual Meeting

1. The Regular Membership Meeting in December is hereby designated as the Annual Meeting.
2. Floor nominations and election of the Board of Directors will occur at the Annual Meeting.
3. Voting by proxy will be allowed.

D. Board of Directors Meetings

1. The Board of Directors shall meet at least once each month.
2. Notice of all Regular Meetings of the Board shall be provided to all Members.
3. A Special Meeting of the Board of Directors may be called by the President, and must be called by the President if a written request is submitted to the Association's Secretary, provided such request has been signed by a minimum of two (2) members of the Board of Directors or six (6) Association Members in good standing, each being from different households.
4. Notice of all Special Meetings of the Board shall be provided to all Members.
5. Voting by proxy will not be allowed at any Board meeting, as per State statute.

E. Quorum

1. No business shall be conducted without a quorum.
2. Sixty (60) Members of the Association shall constitute a quorum for any meeting of that body.

3. A majority of the Board of Directors shall constitute a quorum for any meeting of that body.

ARTICLE IX - BOARD NOMINATION AND ELECTION

- A. The Nominating Committee Chairperson must be approved by the Board of Directors during the October Board meeting. The Chairperson should select two (2) other Members in good standing to serve on that committee. These appointments shall be announced publicly at the October meeting of the Membership.
- B. At the November meeting of the Membership, the Nominating Committee Chairperson shall announce the Committee's recommendation of (preferably) a minimum of two (2) candidates for each office, other than that of Vice-President, who shall be selected by each nominee for the office of President prior to any election vote.
- C. At the Annual Meeting, further nominations shall be solicited from the floor, after which time the incoming Board of Directors will be elected by a Meeting Ballot.
- D. Each ballot shall include the names of all nominees as recommended by the Nominating Committee, space for a write-in candidate as may have been nominated from the floor, and the option to vote for "None of the above".
- E. A simple majority shall dictate the elected member for each office.
- F. A "None of the above" majority vote will result in a vacant office pending a temporary appointment by the President. Nominations from the floor and election of a permanent office holder shall occur at the next scheduled Regular Membership Meeting.
- G. Member voting rights shall be limited to one (1) vote per property.
- H. Voting by proxy will be allowed.

ARTICLE X - FEES AND SPECIAL ASSESSMENTS

- A. All maintenance fees are due and payable on the first day of each quarter throughout the calendar year.
- B. All special assessments are due and payable as prescribed when approved.
- C. It is the duty and responsibility of the Board of Directors to recommend to the Membership the need for an increase or a decrease in the maintenance fee, or a special assessment.
- D. Any change in the maintenance fee and/or the imposition of a special assessment may be affected only if approved by a 2/3 affirmative vote of the votes cast by Members voting via a Full Secret Ballot.

ARTICLE XI - FINANCES

A. General

1. Association Members or Board Members shall not, either individually or collectively, make any commitment in the name of the Association, or use any of its funds or assets, without prior approval of the Board of Directors, except as provided for in these By-Laws.

B. Contracts

1. Finalization of contracts on behalf of the Association or a Committee will require the signature of the President or his/her designee.

C. Funds of the Association

1. All Association monies shall be deposited only in such banks, trust companies or institutions as previously designated by the Board of Directors.
2. Persons authorized to sign checks shall be proposed by the President and approved by the Board of Directors during their organization meeting. All checks shall require two authorized signatures. All withdrawals shall require Board approval.
3. All unusual and/or non-recurring expenses authorized by the President or the Board are to be reported to the Membership at the next regularly-scheduled meeting of the Membership.

ARTICLE XII - GOVERNMENT

- A. The Board of Directors shall have only such powers as are delegated to it through these By-Laws, other governing documents, or by a vote of the Membership. The Board may not enact unto itself any rules or regulations not sanctioned by the Membership.
- B. The Association shall operate under a calendar year basis for terms of office, financial operations and annual reporting.
- C. Unless otherwise called for within the Association's current governing documents, the Association shall refer to, and rely upon, the most current edition of Robert's Rules of Order to guide itself in the administration of Association actions and activities.

ARTICLE XIII - ADMINISTRATION

The Board of Directors has the responsibility and authority to adopt, repeal and amend rules, regulations, policies and procedures regarding the use, repair and maintenance of the recreational facilities and any other property, tangible or intellectual, owned, controlled or administered by the Association.

ARTICLE XIV - AMENDMENTS

- A. These By-Laws may only be amended by an affirmative two-thirds vote of the Members voting at any Regular or Special Meeting of the Membership.
- B. The notice for any such meeting at which amendments to these By-Laws are to be considered shall also contain a statement detailing the amendment(s).
- C. This notice shall be delivered to all Members at least thirty (30) days prior to the meeting, with one vote allowed per property.
- D. Approved amendments shall be effective immediately upon conclusion of a favorable vote unless otherwise stipulated.

*This edition of the Mainlands Section 6 By-Laws is
the result of a comprehensive two-year effort by
the 2012 & 2013 Governance Committees.*

*Appreciation is extended to the following Members
who volunteered numerous hours on this project:*

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Daniel Trahan

Kathleen Turner-Stephenson