

BYLAWS OF
MELROSE BUSINESS AND COMMUNITY ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

ARTICLE I: NAME

The name of this organization shall be MELROSE BUSINESS AND COMMUNITY ASSOCIATION, INC., also known as *MBCA* or the *corporation*.

ARTICLE II: PURPOSE

Section One. Primary Purpose. The specific and primary purpose for which this corporation is organized is to promote the betterment of the community of Melrose and the betterment of the quality of life of its residents.

Section Two. General Purpose. The general purpose for which this corporation is formed is to raise money to fund projects for the benefit of the community as a whole or any part thereof or to benefit individuals or families who are in need and deserve such help.

Section Three. To do all things incidental or conducive to the attainment of the above objectives and purposes and generally to exercise all powers authorized for corporations not for profit under the laws of the State of Florida now or hereafter in effect.

ARTICLE III: INCOME

No part of the income derived from membership dues or otherwise of this corporation shall be distributed to its members, directors, or officers although this shall not preclude the corporation from hiring employees to fulfill and perform its duties and responsibilities.

ARTICLE IV: GENERAL POWERS

This corporation shall have all the powers conferred upon a corporation not for profit by the laws of the State of Florida, now or hereafter in effect, except as prohibited herein.

ARTICLE V: OFFICES

Section One. Principal Office. The principal office of the corporation in the State of Florida shall be located in the City of Melrose, County of Putnam.

Section Two. Other Offices. The corporation may have such other Offices, either within or without the County of Putnam, State of Florida, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE VI: MEMBERS

Section One. Classes of Members. The corporation shall have one class of members.

Section Two. Requirements of Applicant. Any interested individual or business that subscribes to the purpose of the Association and pays the required dues shall be eligible for membership.

Section Three. Manner of Admission. An eligible individual or business shall become a member by payment of the yearly dues and fees as hereinafter set forth.

Section Four. Voting Rights. Each individual or business that is a member shall be entitled to one vote on each matter submitted to a vote of the members regardless of the number of persons who attend meetings or participate in projects representing that business.

ARTICLE VII: DUES

Section One. Annual Dues. Annual dues for voting membership shall be \$20.00 per member or member business per year. These annual dues shall become due in January of each year and shall not be prorated. These dues may be waived by the Board of Directors for any member if in the judgment of the Board of Directors it is appropriate and in the best interests of the organization to do so.

Section Two. Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of three (3) months from the beginning of the fiscal year or period in which such dues become payable, his/her membership may thereupon be terminated by the Board of Directors upon notice to the member that his/her membership will be terminated for failure to pay dues, if his/her dues are not brought current within 30 days of said notice.

ARTICLE VIII: MEETING OF MEMBERS

Section One. Annual Meeting. An annual meeting of the members shall be held in the month of October in each year, beginning with the year 2001, at a time agreed upon in advance by a majority of members, for the purpose of electing officers and directors at large and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Florida, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section Two. Regular Meetings. Monthly meetings of the members shall be held the 2nd week of each month (except July and August) at such place as shall be determined from time to time. Meetings are held the 2nd Tuesday starting at noon, except for March, June, September, and December when there will be an evening meeting on a day following the 2nd Tuesday at such place and time as shall be determined.

Section Three. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than ten percent (10%) of the members having voting rights.

Section Four. Place of Meeting. The Board of directors may designate any place, either within or without the State of Florida, as the place of meeting for any annual meeting, regular meeting or any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Florida, but if all the members shall meet at any time and place, either within or without the State of Florida, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section Five. Notice of Meetings. Written or printed notice stating the place, day and hour of any annual or special meeting of members shall be communicated to each member entitled to a vote at such meeting in advance of the meeting either personally or by mail, telephone, or e-mail, by or at the direction of the President or the Secretary, or the officers, or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepaid.

Section Six. Informal Action Taken by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of the members entitled to vote with respect to the subject matter thereof.

Section Seven. Quorum. Ten (10) of the members entitled to vote shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

Section Eight. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his/her duly authorized attorney in fact. No proxy shall be valid after 90 days from the date of its execution, unless otherwise provided in the proxy.

ARTICLE IX: BOARD OF DIRECTORS

Section One. General Powers. The affairs of this corporation shall be managed by its Board of Directors.

Section Two: Number, Tenure and Qualifications. The number of directors shall be up to eleven (11) and shall consist of the President, Vice-President (President-Elect), Treasurer, Secretary, and up to seven (7) but no less than four (4) Directors at Large. All directors must be members of MBCA. All directors shall take office at the regular January meeting that follows their election to the Board.

The Directors at Large shall be elected at each annual meeting of members and shall hold office for one year until his/her successor shall have been elected and qualified.

The President and Secretary shall be elected at the annual meeting of members on odd-numbered years (2017, 2019, etc.) and shall hold office for two consecutive years until his/her successor shall have been elected and qualified.

The Vice-President and Treasurer shall be elected at the annual meeting of members on even-numbered years (2018, 2020, etc.) and shall hold office for two consecutive years until his/her successor shall have been elected and qualified.

Section Three. Regular Meeting. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Florida, for the holding of additional regular meetings of the Board, without other notice than such resolution.

Section Four. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the state, as the place for holding any special meeting of the Board called by them.

Section Five. Notice. Notice of any special meeting of the -Board of Directors shall be given at least two (2) days prior thereto by written notice delivered personally or sent by mail, fax, or e-mail to each director at his/her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by fax or e-mail, such notice shall be deemed to be delivered when the fax or e-mail is delivered to the director's address for fax or e-mail. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section Six. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section Seven. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section Eight. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by election of the membership at the next occurring regular meeting or at a special meeting called for that purpose. A director elected to fill a vacancy shall be elected for the un-expired term of his/her predecessor in office.

Section Nine. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor

ARTICLE X: OFFICERS

Section One. Officers. The officers of the corporation shall be a President, Vice-President, Secretary, and Treasurer, and such other officers as may be elected in accordance with the provision of this bylaw. Any two or more offices may be held by the same person, except the office of President and Secretary.

Section Two. Election and Term of Office. The officers of MBCA shall be elected annually by the members at the regular annual meeting of the membership and shall take office at the regular monthly meeting in January. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected and shall have been qualified. If an officer fails to attend three consecutive meetings, then the office shall be deemed vacant and filled in accordance with these bylaws.

Section Three. Removal. Whenever in its judgment the best interest of the corporation would be served thereby, the Board of Directors may remove any officer from office. Such removal shall be temporary pending ratification of such removal by the members at the next regular meeting or at a special meeting called for that purpose. If such approval is not subsequently approved by the members, then the officer shall resume his/her office. Any removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section Four. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, shall be filled by election of the membership at the next regular meeting of the members or at a special meeting called for that purpose.

Section Five. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He/she shall preside at all meetings of the members and of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officers or agent of the corporation; and in general he/she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section Six. Vice President. In the absence of the president or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section Seven. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever; and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and, in general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section Eight. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and, in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section Nine. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bond for the faithful performance of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE XI: NOMINATING COMMITTEE

A nominating committee shall be appointed by the President at the regular September meeting. This committee shall consist of at least three (3) people but may have as many as desired. This committee shall screen the members and determine if they are available to serve as officers or directors and shall report at the October Annual meeting at least one nominee for each office or position.

ARTICLE XII: CONTRACTS, CHECKS, DEPOSITS, & FUNDS

Section One. Contracts. The Board of Directors may authorize any officer or officers or agent or agents or the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section Two. Checks, Drafts, and Other Orders for Payment. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers or agent or agents of the corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Section Three. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section Four. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

ARTICLE XIII: CERTIFICATES OF MEMBERSHIP

Section One. Certificate of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which certificates shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice-President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation.

The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate become lost, mutilated, or destroyed, a new certificate may be issued therefore on such terms and conditions as the Board of Directors may determine.

Section Two. Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may be required, a certificate of membership shall be issued in his/her name and delivered to him/her by the secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section One of this Bylaw.

ARTICLE XIV: MISCELLANEOUS

Section One. Books and Records. This corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and records of the corporation which may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

Section Two. Fiscal Year. The corporation shall operate on a calendar year basis.

Section Three. Corporate Seal. The Corporate Seal shall have the name of the corporation and the words "seal" and "a corporation not for profit" inscribed thereon, and may be facsimile, engraved, printed or an impression seal.

Section Four. Waiver of Notice. Whenever any notice is required to be given under the provisions of the articles of incorporation or the bylaws of the corporation, a written waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV: ADMENDMENTS

Section One. Power of Members to Amend Bylaws. The bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted by the vote of a majority of the members entitled to vote or by the vote of a majority of a quorum at a meeting duly called for the purpose according to the articles or bylaws.

Revised this 12th day of January, 2017.

Joe Rush

President

Stasia Rudolph

Secretary