

**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.

Section Three: Protecting Existing Assets. The corporation will strive to protect and preserve existing tangible and intangible assets under its control.

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 subcontractors to perform duties as needed.

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.

Section Two. Other Offices. The corporation may have such other Offices 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 submitting an Application for MBCA Membership and payment of yearly dues. Membership Applications will be developed by the Membership Committee.

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 set by the general membership for the calendar 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 his/her membership may 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 fall of each year, at a time agreed upon in advance by the Board of Directors, for the purpose of electing officers and directors at large and for the transaction of such other business as may come before the meeting. The date of the meeting may be changed by the Board of Directors due to unforeseen circumstances.

Section Two. General Meetings. Not less than four periodic meetings of the members shall be held.

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

Section Four. Place of Meeting. The Board may designate any place as the place of meeting for any annual meeting, general meeting or any special meeting.

Section Five. Notice of Meetings. Written or printed notice stating the place, day and hour of any general, annual or special meeting of members shall be communicated to each member in advance of the meeting either personally or by mail, telephone, or e-mail.

Section Six. 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 Seven. Email Voting. At any meeting of members, a member entitled to vote may vote by email executed in writing, sent to the MelroseFL.com website using their on-record email address. No ballot shall be valid before 30 days from the date of the scheduled vote.

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, 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. The Board of Directors of MBCA shall be elected annually by the members at the annual meeting of the membership and shall take office at the regular monthly meeting in January. If the election of the Board of Directors shall not be held at such meeting, such election shall be held as soon as possible. Each of the Board of Directors shall hold office until his/her successor shall have been duly elected and shall have been qualified. If a person elected to the Board of Directors fails to attend three consecutive meetings, then the office shall be deemed vacant and filled in accordance with these bylaws.

Section Three. Regular Meeting. A regular meeting of the Board of Directors shall be held monthly (except July, August and December). Meetings may coincide with any general member meeting.

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 as the place for holding any special meeting of the Board called by them.

Section Five. Notice. Notice of any meeting of the Board of Directors shall be given at least one week prior by written notice delivered personally or sent by mail or e-mail to all Board members and general members. All Board meetings will be open to the general membership.

Section Six. Quorum. A majority of the elected 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.

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.

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 general meeting or at a special meeting called for that purpose. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section Nine. Compensation. Directors shall not receive any salaries for their services.

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 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 as possible. 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, the members may remove any officer from office. Such removal shall be temporary pending ratification of such removal by the members at the next general 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.

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 general 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; keep a register of the post office address and/or email 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: STANDING COMMITTEES

The corporation will establish five standing committees: Nominating, Membership, Beach Park, Christmas Parade and Finance.

Section One. Nominating Committee. A nominating committee shall be appointed by the President before the September meeting. This committee shall consist of at least three (3) members 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 annual meeting at least one nominee for each office or position. The nominating committee should solicit biographical sketches of each nominee that states the nominee's background and how the nominee will contribute to the purpose of the MBCA. Biographical sketches will be provided in advance to all members prior the annual meeting.

Section Two. Membership Committee. The Membership Committee will develop appropriate forms for use in a variety of membership drives and focus on encouraging increased membership from the community and businesses. The Membership Committee, in coordination with the Secretary, will be responsible for communications with the general membership.

Section Three. Beach Park Committee. The Beach Park Committee will be organized to provide care and upkeep of the beach park, solicit membership on potential beach park improvements, and establish communication and interaction with neighbors of the beach park.

Section Four. Christmas Parade Committee. The Christmas Parade Committee will be responsible for the coordination and execution of the Merry Melrose Parade to include submitting the permit for DOT approval; coordinating the installation of the Christmas lights on State Road 26; selecting the theme for presentation to the membership; creating flyers, float application forms, etc; and, parade set up, execution, and clean-up on the day of the parade.

Section Five. Finance Committee. The Finance Committee will develop appropriate forms for use in the board review, membership approval, and reimbursement of MBCA funds for expenditures (see Article XII, Section III). In addition, the committee will develop an annual budget to be presented to the board and the membership for review and approval.

ARTICLE XII: CONTRACTS, CHECKS, DEPOSITS, & FUNDS

Section One. Contracts. The Board of Directors may authorize any officer or director of 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 of the corporation. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer, President or Vice President of the corporation.

Section Three. Expenditures. All expenditures over \$250, with the exception of routine expenses (port-a-potty, park electric bill, mowing service, etc.) must be submitted in writing using a MBCA Request for Expenditure form, which will be developed by the Finance Committee. The request will be submitted to the Treasurer, reviewed by the Board of Directors and then voted on by the members before any funds are distributed. In order to provide maximum deliberation for the expenditure of limited funds, the vote by members will occur at least 25 days after the initial discussion.

Section Four. 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 Five. 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: 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. Meeting minutes will be distributed to the members in a timely manner following each meeting and posted to the MBCA website. Individual committee meeting minutes will be included with the minutes.

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

ARTICLE XIV: 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 _____ day of _____, 2021.

Tom Germano, President

Linda Osborne, Secretary