

BYLAWS
OF
DON CE-SAR PROPERTY OWNERS CORPORATION
(Revised Effective February 21, 2022)

ARTICLE I. NAME, PURPOSE AND PRINCIPAL OFFICE.

Section 1.01. NAME. The name of this corporation is DON CE-SAR PROPERTY OWNERS CORPORATION. It is a not-for-profit corporation organized under the laws of the State of Florida.

Section 1.02. PURPOSE. The purpose of this Corporation is to create a public benefit, and, in addition to its general purpose, to preserve and enhance the character of the community located within the subdivision of Don Ce-Sar Place, including, without limitation, Blocks M and N described in the plat thereof as private property subject to the exclusive use and enjoyment by the property owners of the subdivision, to foster the well-being of the residents of the community, and to assist and cooperate with the City of St. Pete Beach, Florida, when consistent with the foregoing purposes.

Section 1.03. PRINCIPAL OFFICE. The principal office of this Corporation shall be located within St. Pete Beach, Florida, at the street address designated by the President of the Corporation.

ARTICLE II. MEMBERSHIP, DUES, EXEMPTION, VOTING RIGHTS.

Section 2.01. MEMBERSHIP. Any current owner of real property within Don Ce-Sar Place shall automatically be a member of the Corporation.

Section 2.02. DUES. The amount of annual dues shall be set by the Board of Directors (“Board”), but, if the Board proposes to increase dues by more than 20% a year, the proposed increase shall be submitted to a vote of the members eligible to vote (“voting membership”) at the regular November membership meeting. Dues must be paid on or before the date of the Corporation’s general membership meeting in February. Unpaid dues are not to be construed in any way whatsoever as an indebtedness.

Section 2.03. EXEMPTION. Property owners age 85 and older are exempt from payment of dues.

Section 2.04. VOTING RIGHTS. The payment of the annual dues by a member entitles the member to vote in all proceedings calling for a vote of the membership. However, only one vote per property shall be recognized, regardless of the form in which title is held.

ARTICLE III. OFFICERS.

Section 3.01. OFFICERS. The Corporation shall have the following Officers:

1. President,
2. First Vice-President,
3. Second Vice-President,
4. Third Vice-President,
5. Recording Secretary,
6. Corresponding Secretary,
7. Treasurer.

Section 3.02. ELECTION OF OFFICERS. Officers shall be elected by a majority vote of the voting membership at the February annual meeting, where both in-person and absentee votes will be recognized. No nominations may be made from the floor at this meeting. Election shall be by secret written ballot prepared by the Corresponding Secretary in consultation with the Election Committee and approved by the Board.

Section 3.03. ELIGIBILITY OF NOMINEES. Only members entitled to vote may be nominees for an Office.

Section 3.04. TERM OF OFFICE. Effective as of the date of the February 2023 general membership meeting, the Board shall be staggered into two groups of Directors. The First Vice-President, Third Vice-President, and Recording Secretary will be up for election at the February 2023 general membership meeting and every two years thereafter. The President, Second Vice-President, Treasurer, and Corresponding Secretary will be up for election at the February 2024 general membership meeting and every two years thereafter.

Section 3.05. DUTIES. The duties of the Officers are as follows:

a) The **President** shall preside over all meetings of the Corporation; represent it on public occasions; cause the timely filing of the Corporation's Annual Report with the State of Florida and other governmental filings required by law; establish committees with the Board's approval; serve as an ex-officio member of all committees (except for the Election Committee) or appoint, with the Board's approval, a Vice-President to serve on such as an ex-officio member; designate the Corporation's principal office and mailing address; select the Corporation's registered office and agent for the service of legal process; and, subject to Board approval, select legal counsel. If a vacancy occurs in the Offices of the Recording Secretary, Corresponding Secretary or the Treasurer, the President shall, with the Board's approval, appoint a replacement to serve for the remainder of the previous Officer's term.

b) The **First Vice-President** shall, among other duties the President may ask

the Vice-President to undertake, represent the Corporation on public occasions upon the President's request; chair or serve on committees as needed; attend, at the President's request, St. Pete Beach City Commission meetings and work sessions; and, in the absence or disability of the President, perform the duties and powers of the President. If the President resigns or is removed, the First Vice-President shall become the President, unless a majority of the Board (excluding the First Vice-President) objects or the First Vice-President declines the appointment. In that event, that Board majority must choose either the Second or Third Vice-President to serve as President.

c) The **Second Vice-President** shall, among other duties the President may ask the Second Vice-President to undertake, attend, at the President's request, St. Pete Beach City Commission meetings and work sessions; store and maintain all corporate signs; chair or serve on committees as needed; and, in the absence or disability of the First Vice-President, perform the duties and powers of the First Vice-President. If the First Vice-President resigns or is removed, the Second Vice-President shall become the First Vice-President.

d) The **Third Vice-President** shall, among other duties the President may ask the Third Vice-President to undertake, attend, at the President's request, City Commission meetings and work sessions; chair or serve on committees as needed; and, in the absence or disability of the Second Vice-President, perform the duties and powers of the Second-Vice President. If the Second Vice-President resigns or is removed, the Third Vice-President shall become the Second Vice-President. In that event, or if the Third Vice-President resigns or is removed, and if there are at least six months remaining until the next general election, the Board may call a special meeting of the voting membership to elect a replacement for the Third Vice-President or it may opt to wait for the membership to elect a new Third Vice-President at the next general membership meeting.

e) The **Recording Secretary** shall record the proceedings of all membership and Board meetings and maintain adequate records of the corporation's activities.

f) The **Corresponding Secretary** shall prepare and publicize to the membership all Board-approved notices to the membership and maintain, to the extent possible, a record of all property owners in the subdivision.

g) The **Treasurer** shall keep a current record of all dues and other corporate revenues and expenditures, and this record shall be open to inspection by any voting member; prepare a summary financial statement each quarter and post it on the Corporation's website within two weeks after the quarter ends; and prepare an annual financial report and present it to the Board for posting on the Corporation's website within 20 days following the end of the Corporation's fiscal year ending December 31; and make disbursements upon the approval of the Board.

h) All Officers have a duty to preserve all documents, including, but not limited to, electronic documents (*e.g.*, e-mails), relating to the Corporation. When any Officer's term ends for any reason, the Officer must assist the successor to effectively transition to their new

position, including, but not limited to, turning over all records relating to the Corporation, helping with technical issues, transitioning the Officer's e-mail account to the successor, and fully explaining administrative and other requirements of the office.

Section 3.07. **POWERS OF OFFICERS.** Unless authorized by a vote of a majority of the Board, and unless otherwise provided in these Bylaws, no Officer shall have any power or authority to act on behalf of the Corporation, to bind the Corporation by any contract or engagement, to pledge its credit or to render it liable for any amount or purpose.

Section 3.08. **VACANCIES AND REMOVAL FROM OFFICE.** Any Officer may be removed by a majority vote of the voting membership (excluding the Officer to be removed).

ARTICLE IV. ELECTION COMMITTEE.

Section 4.01.

(a) Not less than 60 days before the scheduled election of officers, the Board shall form an Election Committee by selecting a Board member, who will chair the committee, and two voting members from the general membership.

(b) Within 5 days after the Election Committee is formed, it must notify members by e-mail and by publication on the Corporation's website that any member desiring to be a candidate for an Office must give written notice no later than 40 days before the election to the Election Committee chairperson of his or her desire to be a nominee for one of the Offices to be filled in the upcoming election.

(c) The Election Committee shall prepare a list of the nominees for each position. To the extent possible, the list of nominees should include candidates that would, if elected, achieve Board representation from each of the following areas of the subdivision: west of Gulf Blvd. and south of the Don CeSar Hotel; west of Gulf Blvd. and north of the Don CeSar Hotel; east of Gulf Blvd. and south of the Bayway; and east of Gulf Blvd. and north of the Bayway. However, the Committee may not exclude from the list of nominees appearing on the ballot any voting member who has notified the Committee of his or her desire to be listed as a nominee.

(d) Not less than 20 days before the election, the Election Committee shall e-mail notice of the election to all members for whom an email address is known to the Corporation, together with a ballot listing the candidates. This notice shall also include brief candidate profiles that each candidate shall submit to the Election Committee chairperson. Concurrently, the Election Committee shall cause such notice and ballot to be posted on the Corporation's website.

(e) Completed ballots may be submitted at the February annual membership meeting. They may also be delivered electronically, by hand-delivery, or by U.S. mail to the Chair of the Election Committee no later than 5 p.m. the day before the meeting. Until the election concludes, only the Election Committee may handle completed ballots.

(f) In the event only one candidate files notice of intent to run for a specific office, that candidate shall be awarded the office without the need for balloting or an election.

ARTICLE V. BOARD OF DIRECTORS.

Section 5.01. Composition. The Board of Directors shall consist of all seven Officers.

Section 5.02. Board Powers. Subject to any limitation set forth in the Charter or these Bylaws, the Corporation shall be managed by the Board of Directors. The Board may reject the President's appointment of a committee chairperson, adopt the Corporation's policies, authorize the President to contractually obligate the Corporation and, on advice of an attorney, institute any legal action on behalf of the Corporation that may be necessary or desirable. Requests for the adoption of a policy or course of action to be undertaken by the Corporation may be made to the Board by any Officer, committee chairperson or member. If the Board denies the request, it shall consider the appropriateness of submitting the issue to a vote of the membership in accordance with Section 5.04.

Section 5.03. The presence of four Officers shall constitute a quorum at any meeting of the Board of Directors.

Section 5.04. Submission of Issues to Vote of the Membership. The Board may submit any issue to a vote of the general membership at any regular or special meeting if at least four members of the Board consent to the submission.

Section 5.05. Limitation on Financial Obligations. Notwithstanding anything in these Bylaws to the contrary, the Board shall not cause the Corporation to become financially obligated for any amount that is not fully funded by money in the Treasury.

ARTICLE VI. MEMBERSHIP MEETINGS.

Section 6.01. REGULAR MEETINGS. A regular meeting of the membership shall be held in the months of May, August, November, and February of each year at a time and place designated by the President. The February meeting shall constitute the Corporation's annual meeting. No membership votes may be taken at the May or August meetings.

Section 6.02. SPECIAL MEETINGS. Special meetings of the membership may be called by a vote of a majority of the Board or by the written request of 15% of voting members.

Section 6.03. NOTICE OF MEETINGS. A written notice of any meeting of the membership shall be given by the Corresponding Secretary to all voting members by hand-delivery, U.S. mail or e-mail. The notice shall be given at least 15 days before the meeting and describe all matters to be voted upon. The Corresponding Secretary shall cause concurrently such notice to be published in at least one print publication with a customary circulation within the subdivision and no less than ten signs announcing the meeting to be placed conspicuously throughout the

subdivision at least five days prior to that meeting. DCPOC shall include the City of St. Pete Beach on the distribution list for all membership meeting notices and permit a City representative to attend all membership meetings.

Section 6.04. QUORUM. The presence of 20% of voting members shall constitute a quorum of any properly noticed meeting of the membership. Members submitting a timely absentee vote shall be recognized in determining the existence of a quorum.

Section 6.05. VOTING. Except as otherwise provided in these Bylaws, all issues shall be decided by a majority vote of the voting membership (or the Officers as the case may be). Voting by proxy shall not be recognized.

Section 6.06. ABSENTEE VOTING. Absentee voting shall be permitted for all matters submitted to a vote of the membership.

ARTICLE VII. AMENDMENTS TO CHARTER AND BYLAWS

Section 7.01. These Bylaws and the Corporation's Charter may be amended by the Board conditioned upon the approval of the Board's proposed amendments by a vote of two-thirds of the voting membership casting a ballot at the Corporation's February meeting.

Section 7.02. The initial form of the proposed amendments shall be e-mailed to the voting membership and simultaneously published on the Corporation's website at least 15 days before the Corporation's November meeting. In both instances, the Board shall include a plain-language summary of the proposed amendments and their effect if approved and shall invite members to comment on the proposed amendments at or before the November meeting.

Section 7.03. After the Board has given due consideration to the member comments, it shall, at least 15 days before the Corporation's February meeting, e-mail the final form of the proposed amendments to the voting membership and simultaneously cause them to be published on the Corporation's website.

ARTICLE VIII. INDEMNIFICATION.

Section 8.01. INDEMNIFICATION. The Corporation shall indemnify its Officers, Committee members, and agents to the fullest extent permitted by law.

ARTICLE IX. NON-COMPLIANCE WITH BYLAWS.

Section 9.01. NON-COMPLIANCE. Under no circumstance will non-compliance with any section of these Bylaws constitute a waiver by or a forfeiture of the Corporation's rights to enforce the Bylaws.

ARTICLE X. RULES OF ORDER.

Section 10.01. Robert's Rules of Order shall govern the Corporation in all cases in which they are applicable and in which they are not inconsistent with the Corporation's Charter and these Bylaws. In the case of any conflict, the laws of the State of Florida, the Corporation's Charter, and these Bylaws shall prevail in this order.

ARTICLE XI. WEBSITE.

Section 11.01. The Corporation shall maintain a website accessible over the internet to all members at <https://www.DCPOC.org>.

Section 11.02. The member portal on the website shall contain, at a minimum, the following records:

The Corporation's original Charter and all subsequent amendments.

The Corporation's current Bylaws.

All minutes of the meetings of the general membership and of the Board as soon as they are approved.

All notices of general membership meetings, along with agendas, posted no less than 15 days before the scheduled meeting.