

**INDIAN BEACH-SAPPHIRE SHORES NEIGHBORHOOD ASSOCIATION, INC.**

**BYLAWS**

**Rev. 11/13/1984**  
**Rev. 05/18/1994**  
**Rev. 12/05/1995**  
**Rev. 12/03/2002**  
**Rev. 12/01/2009**  
**Rev. 12/06/2011**  
**Rev. 12/12/2019**

**ARTICLE I – NAME**

Indian Beach-Sapphire Shores Neighborhood Association, Inc. (the Association).

**ARTICLE II – PURPOSE**

The Association is a non-profit and non-political Association whose purpose is to preserve and protect the environment, history, safety, and property interests of those who own property and/or reside in the area bounded on the west by Sarasota Bay, one the east by U.S. Highway 41, on the north by the Sarasota City limits, and on the south by Whitaker Bayou. A further objective shall be to promote good will and a sense of community among residents and property owners of the Indian Beach-Sapphire Shores neighborhood.

**ARTICLE III - MEMBERSHIP**

Membership in this Association shall be open to all persons who own real property and/or reside within the area stated in Article II.

Supporting Memberships are open to former members now living outside the Association's defined boundaries or businesses who have a continuing interest in the Indian Beach-Sapphire Shores neighborhood. Such persons may purchase an annual membership, receive communications, and attend IBSS events and meetings. Supporting Memberships do not include the right to vote at membership meetings or serve on the Board of Directors.

**ARTICLE IV - DUES**

Membership in the Association shall require the payment of dues, the amount of which shall be determined by the Board of Directors and shall be renewed yearly or as prescribed by the Board of Directors. Dues shall be assessed on a "per residence" basis as opposed to a "per individual" basis. The payment of one annual dues installment shall entitle all persons residing in the remitting residence to Membership in the Association. For existing or previous members, dues received on or after November 15 shall apply to the upcoming fiscal year (January 1-December 31); For new members, dues received on or after October 1 shall apply from the current fiscal year through the end of the upcoming fiscal year.

**ARTICLE V - OFFICERS AND DIRECTORS**

**Section 1.** The elective Officers of the Association shall be a President, one or more Vice-Presidents, a Treasurer, and a Secretary/Recorder. They shall serve for two (2) years or until their successors are elected. Each Officer shall be a Director as provided in Section 2.

**Section 2.** There shall be thirteen (13) Directors who shall be elected for two (2) year terms or until their successors are elected. Six shall be elected in even years and seven in odd years.

**Section 3.** The Officers and Directors shall be elected by ballot at the annual meeting, by a majority of those members present and voting per Article VII, Section 5. When there is only one candidate for each office, election shall be by voice vote. The terms of office shall begin at the close of the annual meeting.

**Section 4.** A Nominating Committee of three (3) members, at least one of whom shall be a non-Board member, shall be elected by the Board of Directors at least four (4) months before the annual meeting. The Board shall appoint the chairman. The Nominating Committee shall report the slate of nominees to the Board at one of the two regularly scheduled Board meetings prior to the annual meeting. The Nominating Committee shall submit one (1) nominee for each office to be filled in a report to be given at the annual meeting. Nominations may be made from the floor following the report of the Nominating Committee. No one shall be nominated for office whose consent has not been previously obtained.

**Section 5.** Vacancies occurring on the Board may be filled by appointment by the President, subject to approval by the Board. Such appointments shall be for the balance of the unexpired term.

**Section 6.** A transaction or vote in which a Director may have a direct or indirect conflict of interest may be approved by a vote of the Board if in advance of the vote by the Board all material facts of the transaction and the Director's interest are disclosed to the Board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized by single Director. If a majority of the Directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction, a quorum must be present for the purpose of taking action. The presence of, or vote cast by a Director with a direct or indirect interest in the transaction does not affect the validity of the action.

#### **ARTICLE VI – BOARD MEETINGS AND VOTING, DUTIES OF OFFICERS.**

**Section 1.** The President shall preside at all meetings of the Association and meetings of the Board of Directors and shall have general supervision over all the affairs of the organization. The President shall appoint any committees deemed necessary by the Board of Directors. The President shall be authorized to sign checks either alone or together with other officers as determined by the Board. The President shall be an ex-officio member of all committees except the Nominating Committee.

**Section 2.** The Vice-President shall assist the President in the discharge of duties, and shall perform the duties of the President in his or her absence. If a vacancy occurs in the office of the President, the Vice-President shall succeed to that office.

**Section 3.** The Treasurer shall be responsible for all funds and financial records, and shall deposit such funds in the depositories as may be designated by the Board of Directors. The Treasurer shall be authorized to sign Association checks.

**Section 4.** The Secretary/Recorder shall keep the minutes of the Association and the Board of Directors, shall be custodian of the records of the Association, and shall perform all duties incident to the office of the Secretary/Recorder. The Secretary/Recorder shall be authorized to sign checks.

**Section 5.** The Board of Directors shall have general supervision and manage the affairs for this Association in its best interest in accordance with the bylaws and policies set by the membership at any general or Annual Meeting. It shall meet at least four (4) times a year. The President or any three (3) Board members may call additional Board Meetings. A quorum of at least six (6) Directors is required to conduct business, with a majority vote of those present to authorize any action.

In special cases of a Board vote required between meetings, the vote on a motion moved by the President may be taken electronically.

**Section 6.** Directors failing to attend 65% of the Board Meetings held in a calendar year may be terminated from the Board of Directors upon written notice from the President.

#### **ARTICLE VII – MEMBERSHIP, MEETINGS, AND VOTING.**

**Section 1.** There shall be no fewer than two (2) general meetings of the Association during the year, one of which shall be the Annual Meeting.

**Section 2.** Special meetings may be called by the President or upon written request of 15% of the member residences. In the latter case, a meeting must be scheduled within 20 days of receipt of the written request.

**Section 3.** The Annual Meeting shall be held in the fall for the purpose of electing officers and directors and transacting any business that may arise.

**Section 4.** Twenty (20) member residences, as described in Section 5 of this Article shall constitute a quorum present at any general, special, or Annual Meeting.

**Section 5.** Each residence located within the Association boundaries described in Article II above for which dues have been paid current pursuant to Article IV above shall be entitled to a single vote on any matters coming before a general or special meeting of the Association for which a vote of the Association membership is required. Members owning multiple residences within the Association boundaries shall be limited to one vote, regardless of the number of individual residences owned.

#### **ARTICLE VIII - PARLIAMENTARY AUTHORITY.**

ROBERT'S RULES OF ORDER NEWLY REVISED shall govern the proceedings of this Association in all cases to which they are applicable and in which they are not inconsistent with the provisions of the Bylaws.

**ARTICLE IX - AMENDMENTS OF BYLAWS** These Bylaws may be amended at any general or special membership meeting by two-thirds (2/3) of those present and voting, provided the proposed amendments have been sent by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the Members at least ten (10) days before the meeting at which the vote is taken. Any amendments so approved shall take effect thirty (30) days thereafter unless an earlier or later date is indicated in the motion for approval.

#### **ARTICLE X – IBSSA OFFICIAL POSITIONS ON SPECIFIC ISSUES**

IBSSA officers, directors or members representing a neighborhood position at government or other official meetings must indicate if the position being represented is that of the Association membership or of the Board of Directors of the Association. No one shall represent the Association who has not been approved by vote of the Board.

#### **ARTICLE XI – NON-DISCRIMINATION**

The Association will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations or actions.