



After Recording Return to:  
Palm-Aire Communities Council, Inc.  
P. O. Box 617  
Tallevast, FL 34270

**AMENDED AND RESTATED**  
**BYLAWS OF**  
**PALM-AIRE COMMUNITIES COUNCIL, INC.**

**1. IDENTITY**

These are the Amended and Restated Bylaws of PALM-AIRE COMMUNITIES COUNCIL, INC., a Florida corporation not for profit (hereinafter referred to as "Council"), formed for the purpose of providing one centralized management vehicle for the individual and separate corporate Condominium Associations (hereinafter referred as the "Association") comprising an area known as the greater PALM-AIRE area located in Manatee County, Florida. These Amended and Restated Bylaws replace in their entirety any previously approved Bylaws.

- (a) The provisions of these Bylaws are applicable to the COUNCIL and the terms and provisions hereof are expressly subject to the terms, provisions, conditions, and authorizations contained in the Articles of Incorporations of the COUNCIL.
- (b) Office. The Office of this Council shall be at such place designated by the Board of Directors of the Council.
- (c) Fiscal Year. The Fiscal Year of the Council shall be twelve (12) months beginning March 1.
- (d) Seal. The Seal of the Corporation shall bear the name of the Corporation, the word "Florida," the words "Corporation Not for Profit" and "2000," the year of incorporation.
- (e) Whenever the context so permits, the use of the singular shall include the plural, and the plural shall include the singular, and the use of any gender shall be deemed to include all genders.

## 2. **MEMBERSHIP, VOTING, QUORUM**

The Council shall have one class of membership.

- (a) **Members.** The Board of Directors of each Association shall appoint any member of its Association as its representative.
- (b) The business and affairs of the Council shall be managed by the members, who collectively shall constitute the Board of Directors of the Council.
- (c) Term of office for Director shall be one (1) year, or until a successor is appointed by his or her Association.
- (d) Voting power is limited to one (1) vote per **Association.**
- (e) **Quorum.** A Quorum at Regular or Special Meetings of the Board of Directors shall consist of not less than one-quarter (1/4) of the Directors.
- (f) **Vacancy.** In the event of a vacancy occurring during the term of office of any Director, a new member shall be appointed by that Association from which the vacancy occurred; resignations may be made at any time by notifying the President. Resignations shall take effect at the time specified and, if no time is specified, at the time of receipt by the President or Secretary of the Council.
- (g) **Approval or Disapproval of Matters.** A simple majority of the total votes of the Directors at a meeting at which there is a quorum present, shall decide any question, unless the Articles of Incorporation of these Bylaws otherwise provide.
- (h) **Removal of Director.** A member may be removed as a Director of the Council either with or without cause at any Regular or Special Meeting of the Board of Directors by an affirmative vote of at least seventy-five percent (75%) of the total membership of the Board of Directors; provided that before any Director is removed from office he shall be notified in writing that a motion to remove him is made, and such Director is given an opportunity to be heard at such meeting should he be present, prior to the vote on his removal.
- (i) Members of the Board, or any committee of the Board of Directors may participate in and act at any meeting of such Board or committee through the use of a conference electronic/telephone or other communications equipment during which all persons participating in the meeting can simultaneously communicate with all attendees. Electronic/telephonic participation at such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.
- (j) In the event an email vote is necessary, that vote shall be ratified and confirmed at the next regular meeting.

### **3. OFFICERS AND COMMITTEES.**

- (a) Officers will be elected as follows: President, Vice-President, Treasurer, and Secretary for a one-year term. They may be reelected for one consecutive term or until replaced.
- (b) If any of the officers elected are not performing in a manner satisfactory to the Board of Directors, said officer may be removed at any Regular or Special Meeting of the Board of Directors by an affirmative vote of no less than a majority of the total membership of the Board of Directors. The Board may fill any vacancy so created.
- (c) Committees as necessary shall be appointed by the President and approved by the Board of Directors, including but not limited to, standing committees such as landscape maintenance, security, airport, and government action.

### **4. MEETINGS.**

- (a) Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. Notice of regular meetings shall be given to each Director personally or by mail, e-mail, telephone, or facsimile, at least forty-eight (48) hours prior to the day named for such meeting.
- (b) Special Meetings. Special meetings of the Board of Directors may be called by the President and must be called by the Secretary at the written request of at least one-third (1/3) of the Board of Directors. Not less than forty-eight (48) hours notice of the meeting shall be given personally or by mail, e-mail, telephone, or facsimile, which notice shall state the time, place and purpose of the meeting.
- (c) Waiver of Notice. Any Director may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.
- (d) Adjourned Meetings. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present.
- (e) Presiding Officer. The presiding officer at meetings of the Board of Directors shall be the President. In the absence of the President, another officer may preside.
- (f) Open to Members. All meetings of the Board of Directors shall be open to residents of the Member communities.
- (g) Minutes. Minutes of all meetings shall be available for inspection by all members or their authorized representatives, after reasonable notice an at reasonable times.

- (h) Annual Meeting of the Council. The annual meeting of the Council shall be held at a time and date in the month of March at a place designated by the Board of Directors for the purpose of certifying the members and transacting any business authorized to be transacted by the members.
- (i) Nominating Committee. Two months prior to the scheduled Annual Meeting, the Board of Directors shall appoint a Nominating Committee for the purpose of recommending a slate of officers to be voted upon the Annual Meeting. Nominations will also be accepted from the floor.
- (j) Notice of Annual Meeting. Written notice of the Annual Meeting shall be given to each director.
- (k) Order of Business. The order of business at the Annual Meeting shall be:
  - (I) Calling the Roll
  - (II) Proof of Notice of Meeting or Waiver of Notice
  - (III) Reading of Minutes
  - (IV) Report of Officers
  - (V) Report of Committees
  - (VI) Certification of the Members
  - (VII) Old Business
  - (VIII) New Business
  - (IX) Election of Officers
  - (X) Adjournment

**5. POWERS AND DUTIES OF COUNCIL AND THE EXERCISE THEREOF.**

The Council shall have all common-law and statutory powers permitted a Corporation not-for-profit under Florida law, and the Articles of Incorporation, all of which powers may be exercised by its Board of Directors unless the exercise thereof is otherwise restricted in these Bylaws. The Council shall have the power to accept, assume, exercise, use, perform and carry out any and all powers rights, duties, and obligations which are assigned transferred, directed, conveyed, transmitted or given to it by any member Association. The aforementioned powers of the Council shall include but not be limited to the following:

- (a) The power to collect dues,
- (b) The power to purchase equipment, supplies and material.
- (c) The power to employ personnel or hire independent contractors.
- (d) The power to enforce by any legal means the provisions of the Articles of Incorporation and the Bylaws.

- (e) The power to select depositories for Council funds, and to determine the manner of receiving, depositing, and disbursing corporate funds and the form of check and the person or persons by whom the same shall be signed.
- (f) The power to subscribe to and enter into a contract with any person, firm, corporation, or real estate management agent of any nature to fulfill its purposes.

## **6. DUTIES OF OFFICERS**

- (a) President. The President shall be the chief executive officer of the Council. He shall have all the powers and duties which are usually vested in the office of the President.
- (b) Vice-President. The Vice-President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Directors.
- (c) Secretary. The Secretary shall keep the minutes of all proceedings of the Directors, and other such notices required by law. He shall have custody of the seal of the council and affix the same to instruments requiring a seal when duly signed. He shall keep the records of the Council except those of the Treasurer and shall perform all other duties incident to the office of Secretary of an association and as may be required by the Directors or the President.
- (d) Treasurer. The Treasurer shall have custody of all of the property of the Council, including funds, securities, and evidences of indebtedness. He shall keep the assessment rolls and accounts of the members; he shall keep the books of the Council in accordance with good accounting practices; and he shall perform all other duties incident to the office of Treasurer. In the event the Council enters into a management agreement, it shall be proper to delegate such of the Treasurer's functions to the management as is deemed appropriate by the Board of Directors.
- (e) Compensation. No Director or officer of the Council shall be entitled to compensation for acting as a Director or officer.
- (f) Indemnification. The Council shall indemnify or provide Directors and officers coverage for every officer and every committee member, and their heirs, devisees and legal representatives, against all loss, cost and expenses reasonable incurred by him in connection with any action, suit or proceeding to which he may be made a part, by reason of his being or having been a Director, officer, or committee member of the Council, to be approved by the Council, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be guilty of willful misfeasance or malfeasance in the performances of his duties.

**7. FISCAL MANAGEMENT**

- (a) Depositories. The funds of the Council shall be deposited in a bank or banks in Manatee County or Sarasota County, Florida, in an account for the Council under the resolutions approved by the Board of Directors and shall be withdrawn as authorized by the Board of Directors.
- (b) Council Budget. The Treasurer shall prepare a proposed budget for the ensuing fiscal year and shall deliver or mail to each Director a copy of such proposed budget together with written notice of the time and place of a meeting of the Board of Directors at which the budget will be considered. The proposed budget must be approved by a majority of the Directors present at such meeting, provided that a quorum is present. In the event that the budget is not approved, additional proposals shall be considered until a budget is approved.
- (c) Records. The Council shall maintain accounting records, according to good accounting practice which shall be open to inspection by members after reasonable notice and at reasonable times.

**8. PARLIAMENTARY RULES**

Robert's Rules of Order (latest edition) may guide the conduct of Council proceedings when not in conflict with the Articles of Incorporation and these Bylaws or with Statutes of the State of Florida.

**9. AMENDMENTS OF BYLAWS**

These Bylaws may be amended, modified, or rescinded by a resolution adopted by the affirmative vote of not less than a majority of all members of the Board of Directors present at a meeting. Any Director may propose an amendment. Written notices of all meetings to consider proposed amendments shall be provided at least fourteen (14) days prior to the meeting by email or in writing and shall set forth a brief summary of the amendments proposed.



**10. DISSOLUTION**

Upon dissolution, liquidation or winding up of the Corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, and to such organizations formed and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Service Code of 1986, as amended, as the Board may determine.

This Amended and Restated Bylaws were approved by a majority of the Board of Directors present at the meeting on this 16 day of FEBRUARY, 2022

IN WITNESS WHEREOF, the undersigned authorized officer of the Council has signed these Amended and Restated Bylaws on this 18<sup>th</sup> day of FEBRUARY, 2022.

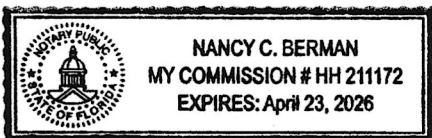
By: Barbara Robinson  
Barbara Robinson, President

ATTEST:

Marguerite Puca  
Marguerite Puca, Secretary

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of FEBRUARY, 2022, by Barbara Robinson, President of the Palm-Aire Communities Council, Inc., a Florida corporation not-for-profit, on behalf of said corporation. She is/is not personally known to me.



Nancy C. Berman  
Notary Public  
Comm. # HH 211172  
EXP. 04-23-2026