

**BYLAWS OF
PARK SHORE ASSOCIATION, INC.
(as amended February 7, 2024)**

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**BYLAWS
OF
PARK SHORE ASSOCIATION, INC.
A Civic Association Under Section 501 C-4 of the
Internal Revenue Code, Naples, Florida**

ARTICLE I - NAME

The name of this association shall be the "PARK SHORE ASSOCIATION, INC." (PSA)

ARTICLE II - PURPOSES

A. Activities

To promote such activities as may be deemed to enhance the civic welfare of those persons residing in Park Shore Subdivisions, as defined in Article III, Section 1, and, where appropriate and incidental to such purpose, to appear before various governmental boards, commissions and agencies to represent the views of the association. It is an association not organized for profit and its net earnings are to be devoted exclusively to charitable, civic, educational, social welfare and recreational purposes.

B. Beach

To own, equip, control and maintain a park for the use of members of the Park Shore Association, Inc. and to maintain a contiguous beach area.

C. Membership

To solicit and accept memberships and membership fees in order to carry out the purposes set forth above.

ARTICLE III - MEMBERSHIP

Section 1. Active Membership

Any person or persons who are property owners of single family or multi-family residential property within the boundaries of the following recorded plats:

Park Shore Unit #1, filed in Plat Book 8, pages 43 & 44;

Park Shore Unit #2, filed in Plat Book 8, pages 54 & 55;

Park Shore Unit #3, filed in Plat Book 8, pages 59 & 60;

Park Shore Unit #4, filed in Plat Book 8, pages 101, 102 and 103; and

Park Shore Unit #5, filed in Plat Book 12, pages 39 and 40

(herein referred to as Park Shore), known as Park Shore in Naples, Collier County, Florida, may become an active member upon compliance with Section 3 hereinafter set forth. The owner or owners of an apartment in a condominium or in a cooperative building, including the owner of the Fee, if any, may be an active member. Boat docks are not considered residential property for the purposes of membership in the association.

Section 2. Voting Members

In the case of joint or several ownerships of property, there shall be only one vote per household unit.

Section 3. Admission and Rejection of Candidates for Membership

A. Control by the Board of Directors

The control of the admission or rejection of candidates for active membership in the association and of the suspension or expulsion of members thereof shall, except as hereinafter qualified, vest in the Board of Directors.

B. Application

All applications for active membership in the association shall be initiated by completing either a paper application form or the on-line application found on the association's website. All applications shall be accompanied by payment of an initiation fee and full annual dues as established by the board of directors each year. Dues are not pro-rated.

C. Appeal

Any candidate rejected or any member suspended or expelled shall have the right to appeal to the association at the next regular meeting of the association, at which the decision of the Board of Directors may be approved, modified or reversed.

Section 4. Dues

Each person now enrolled or who may become an active member of the association shall pay such annual dues as the Board of Directors shall determine. Any member failing to pay his dues by February 1st in each year shall be liable to have his membership forfeited by the Board of Directors. Dues are not refunded when the property is sold before the end of a fiscal year. The Board of Directors retains the authority to levy fees for late dues payments.

Section 5. Fiscal Year (Annual/January 1 to December 31)

The fiscal year of the association shall start on January 1st of each year and dues shall be due on or before December 31 of the preceding year.

ARTICLE IV - MEETINGS

Section 1. Annual Meetings

The regular annual meeting of this association shall be held in January or February of each year for the purpose of electing members of the Board of Directors and for the transaction of such other business as may be brought before the meeting. The time and place for the meeting to be held shall be fixed and announced by the Board of Directors.

Section 2. Special Meetings

Special Meetings of the association may be called by the President at any time at the President's discretion or must be called by the President within twenty days after a written application has been filed with the Secretary signed by 20% of the active members who are qualified to vote at a meeting of the association, which application shall state the purpose of and the nature of the business to be presented for consideration, and no other business than that stated in the notice shall be transacted at such meeting.

Section 3. Notices

At least thirty (30) days written notice by mail shall be given to each member of the association of annual meetings of this association, and at least 10 days' notice of special meetings. Said notices shall be sent to the last known address of the members and it shall be the duty of the members to advise the association of any change in address. Notices will also be sent electronically to each member household utilizing the email on record.

Section 4. Quorum

At all annual meetings of the association, 10% of the members qualified to vote thereat, in person or by proxy, shall constitute a quorum for the transaction of business but a lesser number may adjourn the meeting from time to time until a quorum is present.

Section 5. Board Meetings

A. Regular Board Meetings

The Board of Directors shall hold meetings on the second Monday of each month or at such other time as the President shall deem necessary. Written notices of the meetings of the Board of Directors stating the hour and place of meeting shall be given to the members of the Board at least three days prior to the date of said meetings, and where the meeting is held pursuant to the call of the President, the notice shall state the particular business to be transacted at such meeting. Members of the Board of Directors may attend meetings either in- person or electronically. A member of the Board who misses three (3) meetings in a calendar year will no longer be a member of the Board unless they are excused absences.

B. Board of Directors Meeting

At a meeting of the Board of Directors, five members of said Board shall constitute a quorum for the transaction of business, but a lesser number may adjourn the meeting from time to time until a quorum is present.

ARTICLE V - EXPENDITURES

The Board of Directors will approve a budget for the forthcoming year in the fall of each year. Thereafter, any unbudgeted expenditure up to \$3,000 must be approved by the

President, with notification to the Treasurer and Executive Director. Unbudgeted expenditures above \$3,000 must be approved by the Board of Directors prior to payment.

ARTICLE VI- BOARD OF DIRECTORS AND EXECUTIVE DIRECTOR

The board of directors may hire an Executive Director to perform administrative responsibilities of the association.

Section 1.

A. Annual Meeting

All vacancies on the Board of Directors whether caused by termination of term of office by incumbent directors or by resignation or other cause, shall be filled by majority vote of active members at the association's annual meeting.

B. Holding Office (Directors)

Such Directors shall hold office for the period elected or until their successors have been elected and qualified. Said directors shall be elected by majority vote, either by proxy, by ballot or by voice vote.

Section 2.

A. Number of Directors (12)

The number of Directors of the association shall be twelve, four of whom shall be the President, Vice President, Secretary, and the Treasurer of the association. Said four officers shall be elected by the Board of Directors at the first meeting of the Board of Directors following the annual meeting and shall serve for a period of one year. A majority of votes of a quorum of the Board of

Directors shall be necessary to elect officers. The remaining Directors shall be encouraged to chair a standing or ad-hoc committee. The Board of Directors shall be a staggered board, with one-third of the Directors elected each year for a term of three (3) years. Directors may serve two consecutive terms.

B. Nominations

Each new Nominating Committee will select and propose names of Directors for a term of three years to fill vacancies caused by term expirations. Such nominations shall be reported at the annual meeting. Only members of the association may be nominated to the Board of Directors.

C. At Least Six Legally Domiciled

The Board shall at all times be composed of at least six members who are legally domiciled in one of the Park Shore subdivisions. Other members of the Board need only be single family or multi-family property owners in Park Shore.

D. Control by Board

The Board of Directors shall have general charge and control of the business and affairs of the association, and shall have the power to take such action and make such rules and regulations as shall be necessary to promote the interests of the association and shall have such other powers and responsibilities as may be imposed by law.

Section 3. Vacancies

All vacancies which may occur in the Board of Directors or among the officers of said association in the period between annual meetings shall be filled by a majority vote of the remaining members of the Board. Should the said Board of Directors elect one of its members

to fill a vacancy among the officers of the association, the said Board shall also elect a new Director to fill the vacancy thus caused in said Board so as not to disturb the ratio of either elected Directors or four officer-Directors. Such officers and Directors so elected by the Directors shall hold office until the meeting of the Directors following the next annual meeting.

Section 4. Time in Office - Directors

No Director, existing or future, who shall have held office for a total of six consecutive years, whether as a director or officer-director shall be eligible for election to a further consecutive term, either as an officer-director or as a director.

Section 5. Director Compensation

All directors and officers of the association shall be active members thereof and shall serve without compensation.

Section 6. Indemnifications

A. Each director and officer of the association now or hereafter serving as such, shall be indemnified by the association against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the association shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability.

B. The amount paid to any officer or director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved.

C. It is the intent of this section that the association indemnify and hold harmless each director and officer, from and against all claims, damages, losses and expenses, including reasonable attorney fees, in case it shall be necessary to file any action or in case an officer or director is named as a party in any lawsuit, in all matters directly or indirectly involving this association.

D. The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the association may otherwise be entitled by law.

ARTICLE VII - DUTIES OF OFFICERS

Section 1. President

The President shall preside at all meetings of the association and of the Board of Directors and shall be ex-officio member of all committees. The President shall have general charge of and control over the affairs of the association subject to the Board of Directors. The President shall be empowered to sign all documents on behalf of the association which have been approved by the Board.

Section 2. Vice President

A Vice President shall preside at all meetings of the association and the Board of Directors in the absence of the President and shall perform such other duties as the Board may prescribe.

Section 3. Absence of President & Vice President

In the absence of the President and Vice President, the Board of Directors shall select a chairman to preside at such meetings.

Section 4. Secretary

The secretary shall assure that all records of the association are properly maintained and that the membership is notified of all meetings. It shall be the duty of the secretary to assist the President in the preparation of legal notices and documents and perform such other duties as directed by the President.

Section 5. Treasurer

A. The Treasurer shall oversee the collection of dues from all members and all monies due the association and, under the direction of the Board of Directors, disburse all funds of the association. The funds of the association shall be kept in a depository designated by the Board of Directors and the Treasurer shall not be responsible for the loss of the association's funds by reason of insolvency of such depository. The Treasurer shall keep regular accounts in books of the association, which shall be open at all times to the inspection of any member of the Board of Directors. The Treasurer will assure that all tax reports or returns required by federal, state, and local governments are filed in a timely manner.

B. The Treasurer shall make a financial report at each annual meeting of the association and at each meeting of the Board of Directors. At the annual meeting the Treasurer shall submit a

financial report for the preceding fiscal year. The Treasurer's accounts shall be examined regularly by the Board of Directors at such times and in such manner as the Board determines, and the Board may order an audit of the records by an independent accountant if the Board determines such to be advisable.

C. All checks for payment of money shall be signed by such officers as are designated to do so by resolution of the Board of Directors.

ARTICLE VIII - COMMITTEES

Section 1. Nominating Committee

A. The Nominating Committee shall consist of at least of 5 members including the President and Executive Director appointed annually by the President with the approval of the Board of Directors.

B. It shall be the duty of the Nominating Committee to nominate candidates for Directors of the association to be elected at its annual meeting. Said Committee shall notify the Executive Director of the association, at least 45 days before the annual meeting of the association, of the names and addresses of such candidates to be nominated and the Executive Director shall mail to each active household of the association at least 30 days before the annual meeting, a statement setting forth the names and addresses of such candidates.

C. The Nominating Committee shall give consideration to the territorial location and distribution of the residences of those whom it places in nomination for Directors so as to equalize as far as practicable representation throughout the entire area. Nominations for Directors may also be made by any 25 active members of the association not later than 45 days

prior to the annual meeting of the association by filing with the Executive Director of the association a certificate signed by them setting forth the names and addresses of such person or persons so nominated by them for such offices. The Executive Director shall mail to each member of the association at least thirty days prior to said annual meeting a statement setting forth the names and addresses of the candidates.

Section 2. Other Committees

The President with the approval of the Board of Directors may annually, and as soon after the President is elected as is feasible, appoint the following standing operating committees to consist of as many members as the President seems advisable and the President shall, with the approval of the Board of Directors, confer upon such committees such powers and duties as they may deem for the best interests of the association. The standing committees of the association are:

- A. ANNUAL MEETING
- B. BEACH PARK
- C. BEAUTIFICATION/AWARDS
- D. CITY/COUNTY AFFAIRS
- E. COMMUNICATIONS
- F. EVENTS
- G. EXECUTIVE COMMITTEE
- H. MEMBERSHIP
- I. NOMINATING
- J. TRAFFIC
- K. WATERWAYS

Section 3. Special Committees

The President may appoint ad hoc committees on any subject for which there is not a standing committee of the association.

Section 4. Committee Vacancies

The President, with the approval of the Board of Directors, shall fill all interim vacancies in the membership of any committee.

Section 5. Executive Committee

The Executive Committee shall be limited to four members and shall consist of the President, Vice President, Secretary, and the Treasurer.

ARTICLE IX - ORDER OF BUSINESS

At each regular meeting of the Board of Directors of the association the following shall be the general order of business:

1. Call to Order
2. City of Naples Guests
3. Approval of the Minutes of the preceding meeting
4. Report of the Executive Director
5. Report of the Membership Chair
6. Report of the Treasurer
7. Report of the President
8. Report of Standing Committees

9. Report of Special Committees
10. Unfinished Business
11. New Business
12. Adjournment

This order of business may be modified or changed at any meeting at the discretion of the President. The parliamentary rules known as Roberts Rules of Order shall be followed, and govern at all meetings of the association and of the Board of Directors.

ARTICLE X - AMENDMENT TO BYLAWS

- A. Twenty (20%) percent of the active members of the association may propose an amendment or amendments in writing to these Bylaws by filing the proposed amendment or amendments, signed by them with the Secretary of the association not less than 30 days before any regular meeting of the association.
- B. The Executive Director shall forthwith, upon the receipt of any such amendment or amendments, other than those proposed by the Bylaws Committee, mail a copy thereof to each member of such committee, which committee shall consider such proposed amendment or amendments and shall make recommendations thereon to the Board of Directors at its regular or special meeting.

C. The Board of Directors shall at such meeting consider such proposed amendment or amendments, together with the recommendation of such committee, and the President shall at the next regular meeting of the association advise the members of the action taken by the Board thereon and submit the same to the vote of the membership.

D. The Executive Director and the Secretary shall give notice of any and all such proposed amendments and of the next regular annual meeting of the association at which any such proposed amendment shall be voted on, and shall send proxy forms to each active household of the association at least thirty (30) days prior to said meeting of the association. If at such meeting of said association a majority of the active members present, in person or by proxy, vote in favor of any such proposed amendment or amendments, then these Bylaws shall be amended accordingly.

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