

PINE RIDGE CIVIC ASSOCIATION OF NAPLES, Inc.

BY-LAWS

ARTICLE I

The name of the corporation shall be PINE RIDGE CIVIC ASSOCIATION OF NAPLES, Inc. Its principal office shall be in Collier County, Florida.

ARTICLE II

PURPOSE:

Section 1. Wherefore, it is recognized that Pine Ridge, as an area of property ownership, represents an area unique in Collier County. This area is made up of home sites which, zoning-wise, are a minimum of one acre, but in actuality are usually an acre and 1/8, up to, and in some cases exceeding, five acres with some parts of the area having agricultural zoning at present. Nowhere else in the county will a developed area have such a low density. As the area matures, street and vacant lot maintenance and enforcement of deed and zoning restrictions will become more important to preserve and enhance property values. This can best be done by those most interested and involved, the property owners themselves. Therefore, the purposes of this corporation shall be to study and promote ways and means to improve and maintain on a high level the neighborhood known as Pine Ridge; to further take an active interest in all matters of improvement, administration and legislation as they effect ownership and living in Pine Ridge.

Section 2. The corporation shall be empowered to do and perform all acts and things allowed by the laws of the State of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide.

Article III

MEMBERSHIP:

Section 1. Membership is open to each entity who owns in his own right or in common with another or others a domicile on an individually numbered lot in Pine Ridge. Ownership of additional lots or additional domiciles in Pine Ridge shall not merit additional memberships. Additionally, membership is restricted to persons who are current in their dues.

Section 2. Voting: one vote per current member, and under no conditions shall a domicile merit more than one voting member or shall any specific member merit more than one vote.

Section 3. Membership shall terminate only upon resignation in writing or termination of qualifications as stated in Section 1.

Article IV

BOARD OF DIRECTORS:

Section 1. There shall be a Board of Directors consisting of nine (9) members. It shall be comprised of the President, Vice President, Secretary, Treasurer, Past President, and four (4) persons elected from the general membership.

Section 2. The term of office of the elected members of the Board of Directors shall be for three (3) years. The other members' terms shall last for the term of office in the corporation.

Section 3. Initially, upon formation of the corporation, and at the first election, one (1) elected member of the Board of Directors shall serve for a term of one (1) year; one (1) elected member shall serve a term of two (2) years; and two (2) members for a term of three (3) years.

Section 4. At each annual meeting of the members, thereafter, such Directors shall be elected for terms of three (3) years to succeed those Directors whose terms have expired.

Section 5. Directors of the corporation may serve consecutive terms of office, provided that such consecutive terms shall be limited to two. Any Director may be re-elected to more than two (2) non-consecutive terms.

Section 6. The duties of the Board of Directors shall be to formulate the general policies and programs of the corporation and to execute those policies and programs through officers and such committees as hereinafter outlined.

In addition to the powers conferred upon and delegated to the Board by the Articles of Incorporation and these By-Laws, the power to hire, engage, employ, and compensate experts and professionals of any and all fields of endeavor in order to further the objects and purposes of the corporation shall rest in the full, absolute, and complete discretion of the Board, to which such power is hereby specifically delegated.

Section 7. The Board shall fill any vacancy among the Directors for the unexpired term by a vote of the majority of those present at any regular or special meeting of the Board. In the event of a tie, the President shall have the deciding vote.

Section 8. The Board shall have an organizational meeting after the annual meeting of the members and shall meet once each month on a date which the Board members shall select. The Board shall meet at such other times when called by the President or upon call of any three (3) members of the Board. Notice of any special meeting of the Board shall be mailed to each Board member by the Secretary at least five (5) days before the date of the meeting. If all members of the Board of Directors are present, however, in person or proxy, such requirement may be waived in writing. A majority of the members of the Board shall constitute a quorum at any meeting. The order of regular meetings of the Board shall be:

1. Minutes of previous meeting
2. Reports of Officers
3. Reports of Committees
4. Unfinished business
5. New business

Section 9. Satisfactory attendance at Board meetings will be a requirement for continuance in office. Failing to attend a third meeting in the same fiscal year shall be deemed a submission of resignation by the individual officer or director and for the Board to accept or reject at the next meeting and at its option and upon the review of the reasons for the three absences.

Article V

OFFICERS:

Section 1. The Officers of the corporation shall be a President, Vice President, Secretary and a Treasurer. They shall be elected annually by the members at the annual meeting and shall be members of the Association, and shall serve without compensation.

Section 2. The President shall be executive officer of the corporation. He shall appoint all committees, subject to the approval of the Board, and shall be ex officio member of each committee. As ex officio member he shall be permitted, but not required, to attend any committee meeting.

Section 3. The Vice President shall perform the President's duties in his absence. In the event of the resignation or disability of the President, the Vice President shall fill the unexpired term of office. In the absence of both the President and the Vice President, the Board shall select a chairman to perform the duties of the President.

Section 4. The Secretary shall issue all required notices of Directors' meetings and meetings of the members and shall attend and keep the minutes of the same. He shall have charge of all corporate books, records, and papers other than those usually maintained by the Treasurer; shall be custodian of the corporate seal; shall keep all written contracts of the corporation; and shall perform all other duties as are incident to his office or as assigned to him by the Board of Directors.

Section 5. The Treasurer shall have custody of all money and securities of the corporation and shall give bond in such sum with such security as the Directors may require conditioned upon the faithful performance of the duties of his office. The amount of said bond shall be paid by the corporation. He shall keep regular books of account and shall submit them, together with all his vouchers, receipts, records and other papers to the Directors for their examination and approval as often as they may require; and he shall perform all such other duties as are incident to this office. At the annual meeting of the members, the Treasurer shall make a report of all receipts and disbursements for the preceding and current fiscal years, and of all outstanding obligations of the corporation. In the event of the absence or disability of the Treasurer, his duties shall be performed by such person as the Board of Directors shall select. The Treasurer will see to it that, except for postage costs for Association mailings authorized by its Board of Directors, no specific single expenditure exceeding \$75.00 shall be made without the prior approval of a majority of the Directors present to review the proposed expenditures.

Section 6. All Officers may serve only one term except for the Secretary and Treasurer, who may serve a total of two (2) consecutive terms. There is no limitation on the number of non-consecutive terms an Officer can hold.

Article VI

FINANCES:

Section 1. The amount of yearly membership dues shall be reviewed and set by the Board of Directors before the end of each fiscal year.

Section 2. The fiscal year of the corporation shall end on December 31.

Section 3. Members who are delinquent in paying their dues for three months shall be dropped from membership.

Section 4. In addition to dues, the corporation may receive funds from other sources, but no part of the income nor assets of the corporation of whatever nature shall be distributable to the members, Directors or Officers.

Section 5. At the end of each fiscal year the corporate books and accounts shall be audited by a C.P.A. and said report submitted at the annual meeting.

Section 6. At the end of each Treasurer's term, the final outgoing Treasurer's report shall be audited and approved by the Board of Directors. A report of the audit shall become a part of the permanent records of the corporation.

Section 7. The funds of the corporation shall all be deposited in such banks, trust companies or savings and loan associations as the Board shall from time to time designate, and may be withdrawn or disbursed only by checks or orders signed in the manner prescribed by resolutions of the Board.

Article VII

MEETINGS:

Section 1. The annual meetings of the members of the corporation shall be held at 8:00 p.m. on any suitable evening before January 15th of the new fiscal year. At each annual meeting, the members shall elect such Directors for a term of three (3) years to replace the Directors whose terms shall have expired in addition to the President, Vice President, Secretary and Treasurer. Annual meetings of the members shall be held in the County of Collier.

Notice of the meeting shall be mailed to each member not less than fifteen (15) days nor more than thirty (30) days before the time of the meeting. Such notice shall state the time and place of the meeting and, where the By-Laws so require, the substance of any business to be transacted at the meeting. Delivery of notice shall be deemed to have been made to each member when the notice has been deposited postpaid in the United States Mail, addressed to the member

as his address appears on the records of the corporation.

Section 2. Special meetings of the members may be called at any time by the President, or in his absence by the Vice President, or by a majority of the Board of Directors. It shall be obligatory to call such a meeting whenever so requested by twenty-five percent (25%) or more of the members. Notice of the time, place and object of all special meetings of the members shall be mailed by the Secretary to each member not less than fifteen (15) nor more than thirty (30) days before the date thereof. Delivery of notice shall be deemed to have been made to each member when the notice has been deposited postpaid in the United States Mail, addressed to each member as his address appears on the records of the corporation. At such special meeting no business except that which relates to the subject mentioned in the notice shall be transacted.

Section 3. At every annual and special meeting of the members, each member shall be entitled to vote as authorized in the By-Laws in which a vote may be cast by him either in person or by proxy. Where membership is based upon co-ownership or family ownership of a residential site, the member vote shall be cast by one of the co-owners or one of the adult family members. All proxies shall be in writing and be filed with the Secretary and by him recorded in the minutes of the meeting. At any annual or special meeting of the members where a majority of the members are present, either in person or by proxy, a quorum shall be deemed to exist and the vote of the majority of the members so present shall be deemed to be the act of all the members of the corporation.

Section 4. Conduct of the meetings of the members and of the Board shall be by Roberts Rules of Order.

ARTICLE VIII

INDEMNIFICATION:

Each Director and Officer of the corporation shall be indemnified by the corporation against all costs, damages, and expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a part by reason of his being or having been a Director or any Officer of the corporation. The corporation shall not, however, indemnify such Director or Officer with respect to matters as to which he shall be adjudged in any such action, suit or proceeding to have been liable for misconduct or negligence in the performance of his duties as such Director or Officer. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled under any By-Law, vote of members or otherwise.

ARTICLE IX

ELECTIONS:

A nominating committee shall submit a slate of candidates, one

(1) for each office and vacant Directorship. Nominations from the floor may be made by any member present after the report of the Nominating Committee has been submitted. In the event of more than one candidate for any vacancy, election shall be by written ballot. The election shall be conducted by the President. If necessary, the President may appoint additional members to expedite election proceedings. Votes shall be counted while the annual meeting is in order and in the presence of the membership.

ARTICLE X

AMENDMENTS:

Changes in the By-Laws may be proposed by the Board of Directors or by a committee of members constituting not less than ten percent (10%) of the membership. Such proposals for change in the By-Laws shall be presented in writing to the Secretary and read at any regular membership meeting and shall be voted on at the membership meeting following the reading of the proposed changes or at a later meeting. Copies of the proposed changes shall accompany the notices sent to members in advance of the meeting in which such changes shall be voted on.

CHANGES ACCEPTED BY THE BOARD ON 11/20/2012 :

in reference to Board Meetings
Article IV, section 8, change from "meet once each month" to meet regularly.

in reference to auditing the finances
Article VI, section 5, change from "audited by a C.P.A." to examined by officers

in reference to notification of Annual Meeting
Article VII, section 1, change from "be mailed" to to be mailed and / or emailed.

These revised By-Laws of the Pine Ridge Civic Association of Naples, Inc., were approved by vote of the general membership on April 30, 1992.