

BY-LAWS
OF
DOWNTOWN SARASOTA CONDOMINIUM ASSOCIATION

ARTICLE I: Name and Purpose

The name of this entity shall be DOWNTOWN SARASOTA CONDOMINIUM ASSOCIATION, herein called the Association. The Association is the fictitious name registered with the State of Florida of the Bayfront Condominium Association, Inc.

The purposes of this Association shall be as set forth in the Articles of Incorporation of the Bayfront Condominium Association, Inc.

ARTICLE II: Fiscal Year

The fiscal year shall be the calendar year.

ARTICLE III: General Membership

Regular membership as herein referred to is a member condominium or homeowner association of townhouses.

Regular membership shall be extended to any condominium association or homeowner association of townhouses which subscribes to the purposes of the Association, is located in the Association coverage area, or is approved by the Board of Directors, and upon paying the annual dues.

The defined "Association coverage area" is shown on the attached map. An associate non-voting membership may be extended by the Association to any institution, association, business or individual who subscribes to the purposes of the Association and who is approved by the Board of Directors.

ARTICLE IV: Membership Fees

Membership fees may be set by the Board of Directors at any meeting for which notice of such change has been posted in accordance with the notice provisions of these By-laws. All membership fees are due and payable by January 1st of each year.

ARTICLE V: Officers, Directors and Executive Committee

Section 1: The Association shall elect from 3 to 20 Directors, the number to be set annually by the membership. Between annual meetings, the Board of Directors may, at its discretion, appoint from one to five additional Directors, up to the maximum 20 allowed, subject to a confirming vote by the regular membership at the next Annual Meeting.

Section 2: The Directors shall carry out the purposes of the Association, and such policies as are adopted from time to time by the membership.

Section 3: The Association shall have the following officers, elected by the Board of Directors for one year terms: President, Vice- President, Secretary and Treasurer. Other officers may be elected by the Board of Directors. The offices of Secretary and Treasurer may be held by the same person. The President and Vice-president shall at all times be Members of the Board of Directors and the other officers do not need to be unit owners of a member association. There is no limit on the number of terms that an individual may serve as an Officer, however, it is desirable that no individual serve more than 2 consecutive 1 year terms in the same position. Any officer may be removed by the Board of Directors, with or without cause.

(a): President Emeritus/Emerita. From time to time the Board of Directors may bestow upon a retiring President of the Board the title *Emeritus* or *Emerita* in recognition of their outstanding contributions to the organization. The President Emeritus or Emerita is bestowed with all the privileges and rights of a Director of the Board and shall be a member with full voting privileges of the Executive Committee. The President Emeritus or Emerita

may be removed by the Board of Directors with or without cause.

(b.) In the event a member achieves *Emeritus/Emerita* status, such member shall not count toward the maximum twenty person Board member limit (Article V., Section 1); and a member Emeritus/Emerita shall not count as the elected representative of their condominium association unless specifically designated as such by that condominium association (Article VI, Section 2).

Section 4: Powers and Duties of Officers:

(a) President. The President shall be the chief executive officer of the Association, shall have the responsibility for the general management of the affairs of the Association, and shall carry out the resolutions and policies of the Board of Directors. The functions of the President or those delegated by him will include:

- 1) Setting the agenda
- 2) Preliminarily reviewing minutes, if any, before issuance
- 3) Reviewing requests for action by membership and making such recommendations as he feels appropriate
- 4) Establish and dissolve committees
- 5) Act as liaison with committees and settle questions of concern
- 6) Assign issues and appoint individuals to committees as appropriate
- 7) Appoint people to represent the Association before public and private organizations
- 8) Add agenda items after the agenda has been published if the matter must be considered on an emergency basis

9) All other actions necessary to implement the purposes of the Association, as delegated by the Board of Directors

(b) Vice President. The Vice President shall preside at all meetings in the absence of the President. The Vice President shall perform all duties as delegated by the Board of Directors.

(c) Secretary. The Secretary shall be responsible for oversight of the recording of the minutes, if any, of all meetings of the Association, shall keep accurate records of all proceedings of the Board of Directors and all committees thereof and shall discharge any other duties delegated by the Board of Directors or these By-Laws. In the absence of the Secretary, an Assistant Secretary or Secretary Pro Tempore designated by the person presiding at the meeting, shall perform the duties of the Secretary. .

(d) Treasurer. The Treasurer shall have the care and custody of all of the funds of the Association, and shall deposit said funds in the name of the Association in such bank accounts as the Board of Directors may designate from time to time. The Treasurer shall also make reports on the financial status of the Association to the Board of Directors at meetings as requested and at the Annual Membership Meeting.

Section 5: The Board of Directors at its discretion may establish an Executive Committee. The makeup of the Executive Committee, its duties and responsibilities will be determined by the Board of Directors in their reasonable judgment.

Section 6: Members of the Board of Directors and Officers of the Association shall not receive compensation for their services, but may be reimbursed for expenses incurred in the performance of their duties.

Section 7: Members of the Board of Directors, Officers of the Association and others who are acting on behalf of the Association within the scope of their authority, shall not be personally liable for the debts, liabilities or other obligations of the Association. The Association will acquire appropriate Directors and Officers liability coverage for these individuals.

ARTICLE VI: Election of Directors

Section 1: On or before the January meeting, or, if no January meeting is set, 60 days before the March meeting, a notice shall be sent to each regular member announcing the date and time of the March meeting, at which time the election will be held. Nominations may be made by a Nominating Committee, if established by the Board of Directors, by self-nominations, or nominations by another person if the nominee accepts. Nominations may be made in writing if received by the Secretary before or at the February meeting or from the floor at the February meeting. Ballots will be mailed or delivered about 10 days before the March meeting.

Section 2: Directors may be elected from among the unit owners of regular member associations. No more than one Director can be elected from the same regular member association.

Section 3: Balloting will be by secret ballot.

Section 4: Ballots will be counted at the time of the election by 3 people not on the ballot, with the results announced upon completion. New Directors assume their responsibilities when the election is announced. The Directors will elect the officers of the Association at the first Board of Director's meeting.

Section 5: A member of the Board of Directors shall be appointed to serve for a term of the shorter of 1 year from such appointment or until the next Annual Membership Meeting

Section 6: Any Director may be removed by a majority vote of all the regular members at a members meeting, with or without cause.

Section 7: In the event of a vacancy due to resignation, death or removal of a Director, the vacancy may be filled by appointment of a replacement Director by the remaining Directors for the remainder of the term.

ARTICLE VII: Quorum

A quorum shall consist of a majority of the regular members of the Association, Executive Committee, if established, or Board of Directors, as appropriate.

ARTICLE VIII: Voting

Other than as noted in Article XI, each regular member will have one vote, and decisions will be based upon a majority vote of those present and voting. Whenever possible, positions should be reached upon the basis of a consensus, but where consensus cannot be reached, positions may be taken on the vote of the majority of the regular members. In any case, any regular member may request that they be disassociated with a specific position at the request of that member's representative at the Association's meetings. Special consideration should be given to the views of those members most affected by the issue. In exigent circumstances, members may vote by telephone, e-mail or by proxy.

ARTICLE IX: Meetings and Notice

Section 1: The Association Board of Directors shall hold a meeting in the month of March at which time the officers shall be elected.

Section 2: Each regular member may only be represented at meetings by a representative approved by the Board of Directors or other governing body of that member. Any such member representative may attend any Association meeting and will be given an opportunity to speak. Associate members and guests, when guests are specifically invited, may also attend such meetings and may speak with permission of the presiding Officer. Regular members may appoint alternates to attend when the regular representatives are unable to attend. Regular members are encouraged to provide additional residents to serve on Association committees.

Section 3: The Association shall hold regular meetings not less than twice a year with not less than five days written notice of the date, time, place and

tentative agenda of the meeting to each Association member.

Section 4: Special Association meetings may be called by the President and may be called at the discretion of the President upon the request of any Association regular member, which request shall specify the reason for the meeting and the action sought. The President, in consultation with any member requesting the meeting, shall select a date, time and place which will encourage maximum participation. Not less than 48 hours notice of the date, time, place and purpose of the special Association meeting shall be given to each member representative by e-mail, telephone, personal delivery or facsimile transmission, provided that any such person may waive that notice requirement in any instance.

Section 5: Each member will provide an address, telephone number and e-mail address to which notice of meetings and other material will be sent.

Section 6: If any meeting cannot be held due to a quorum not in attendance, those members present may adjourn the meeting from time to time until a quorum is present.

ARTICLE X: Parliamentary Procedure

Section 1: Meetings will normally be conducted informally, if possible, by the person chairing the meeting. Should a question of procedure arise, the most recent edition of Robert's Rules of Order shall govern the issue, except where in conflict with the By-laws of the Association.

Section 2: The order of business at meetings will be as set down in the Agenda, but to the extent applicable shall be:

- a) Call the roll
- b) Reading and approval of minutes
- c) Reports of officers and committees

- d) Unfinished business
- e) New business
- f) Items added by the President after the agenda is published
- g) Adjournment

ARTICLE XI: Amendments

A resolution for amending these By-Laws or the Articles of Incorporation may be proposed by a majority of the Directors or any regular member. In the latter case, the member shall submit the proposal to the President or Secretary/Treasurer in writing and signed by not less than 30% of the regular members' representatives in good standing and within 10 days thereafter, the Secretary shall give written notice thereof to the members of the Association. Upon an amendment having been proposed as herein provided, the President (or in the event of his refusal to act, an officer next in turn) shall call a meeting of the membership to be held within 30 days for the purpose of considering the proposed amendment. Members not present in person may vote by general or limited proxy delivered to the Secretary prior to the meeting. The approval of any amendment shall require the affirmative vote of a majority of the entire regular membership, with one vote for each regular member.

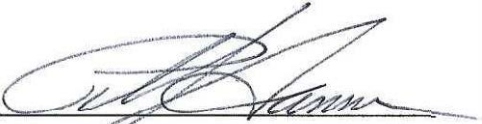
The above By-Laws of Downtown Sarasota Condominium Association were approved unanimously by the Board of Directors on **June 23, 2005**.

The above By-Laws of Downtown Sarasota Condominium Association were amended and approved by the Regular Members on **March 29, 2016** to include the following:

- Expand Regular Member to include a homeowner association of townhouses (Article III)
- Remove reference to specific membership dues amounts (Article IV)
- Clarify election of Officers (Article V, Section 3)
- Separate the duties of Secretary and Treasurer (Article V, Section 4)

- Delete reference to sending notice via fax (Article IX, Section 5)

The above By-Laws of Downtown Sarasota Condominium Association were amended and approved by the Regular Members on **April 1, 2020** to include a new section defining President Emeritus/Emerita (Article V, Section 3(a) & (b)).



Patrick J. Gannon, President



Downtown Sarasota Condominium Association

