

BY-LAWS OF THE BABCOCK RANCH CIVIC BRCL

SECTION A - PURPOSE: The BABCOCK RANCH Civic BRCL, Inc. ("BRCL"), has been formed as a 501c3 non-profit, membership corporation for the purpose of fostering the common good and welfare of its members and providing an organization to take action on matters affecting the interests of its members in Babcock Ranch, and to otherwise represent its members, property owners and residents of Babcock Ranch in matters affecting their mutual interests.

SECTION B - MEMBERS: The membership of the BRCL shall consist of types.

1. Regular members shall be individuals eighteen (18) years of age or over, who reside or own residential real estate in Babcock Ranch. Each Regular member shall be entitled to vote and shall have all other privileges of membership. Annual dues for Regular members shall be established by the Board of Directors as part of the adoption of an annual budget.
2. Sustaining members shall be individuals eighteen (18) years of age or over, firms, partnerships, companies, or corporations without geographical limitations. Sustaining members shall be entitled to all privileges of membership except that they shall not be entitled to vote or hold elective office in the BRCL unless they are individuals as described in subsection 1. Annual dues of Sustaining members shall be established by the Board of Directors as part of the adoption of an annual budget.

SECTION C - PRIVILEGES OF MEMBERSHIP:

1. Regular members shall be entitled to vote at all regular and special meetings of the BRCL provided their dues for the year immediately preceding have been paid and may serve as directors, officers and members of committees of the BRCL.
2. Sustaining members shall be entitled to attend regular and special meetings of the BRCL.

SECTION D - PROXIES: Any Regular member may be represented at any regular or special meeting of the BRCL by a person eighteen (18) years of age or over, residing in the same neighborhood/Neighborhood as said Regular member, to whom they have given a signed proxy. The holder of the signed proxy shall be entitled to vote in the place and stead of the Regular member at the regular or special meeting of the BRCL during the time that the proxy is effective. The Secretary shall be responsible for issuing a blank proxy to any Regular member requesting such document. A proxy shall be valid for no more than thirty (30) days after its issuance. In order to use a proxy at any regular or special meeting, the proxy must be filed with the Secretary of the BRCL prior to the time for which the meeting is called.

SECTION E - PAYMENT OF DUES: All dues shall be due and payable as of the first day of the fiscal year, as defined in Article VIII. Any member whose dues are unpaid by the first day of the fiscal year shall be adjudged to be in arrears. Upon failure to pay such dues after having been sent a minimum of two notices, the member shall be deemed to have resigned from the BRCL. Payment of all outstanding dues prior to the opening of the annual meeting shall reinstate membership with all attendant privileges.

ARTICLE II - MEETING OF THE MEMBERSHIP

SECTION A - ANNUAL MEETING: There shall be an annual meeting of the BRCL to be held in December of each year, the time and place to be set by the Board of Directors. The purpose of the annual meeting shall be the election of the Directors who shall be the Officers and Neighborhood/Neighborhood Representatives of the BRCL, and the transaction of other business. All members of the BRCL shall be given notice by email of the time and place of the annual meeting, said notice to be sent to each member as it or they appear on the records of the BRCL.

SECTION B - SPECIAL MEETINGS: Special meetings of the BRCL shall be called by the BRCL Secretary at the request of the President, or pursuant to a majority vote of those present at any meeting of the Board of Directors, or in compliance with the request in writing of any twenty (20) percent of current members of the BRCL entitled to vote. Notice of any such special meeting shall be given to the membership by email at least five (5) days prior to said special meeting, stating the time, place and purpose of the meeting.

SECTION C - QUORUM: The presence in person or by proxy of a majority of members entitled to vote shall constitute a quorum at any meeting of the members of the BRCL.

SECTION D - RULES OF ORDER: Meetings of the BRCL shall be conducted according to current edition of *Robert's Rules of Order*, unless otherwise provided in these By-laws.

SECTION E - LIMITATIONS ON PRESENTATIONS: No members shall speak a question longer than five (5) minutes, or more than once on the same question, until all members desiring to speak on that question shall have spoken. This rule may be suspended at any time by majority vote.

SECTION F - MANNER OF VOTING: All voting shall be viva voce or by show of hands, except that the meeting chairman or twenty-five percent (25%) of the members present who are entitled to vote may require a vote by secret written ballot.

SECTION G - NOMINATIONS: Proposed nominations for Directors shall be presented by the Nomination Committee to the Secretary of the BRCL in sufficient time for the Secretary to notify the membership of the BRCL of said proposed nominations via posting to a public forum at least ten (10) days prior to the annual meeting of the BRCL. At the annual meeting of the BRCL, the Nominating Committee shall make its nominations. In the event that a person who has been proposed to be nominated is unable to accept the nomination or wishes to withdraw his name, then another nomination may be made by the Nominating Committee at the annual meeting to fill that particular vacancy. Nominations for any or all vacancies on the Board of Directors may be made from the floor by any member entitled to vote.

SECTION H - ELECTION PROCEDURES: Election of Officers and Neighborhood/Neighborhood Representatives shall be by majority vote. In instances where there are no more than two candidates for a position, the one receiving the majority of the votes cast shall be deemed to have won. In the event that more than two candidates are presented for single position, if one candidate wins a majority of 50 percent or more of the votes, he shall be deemed to have won; if no candidate wins 50 percent or more of the votes, there will be a run-off ballot between the two candidates receiving the greatest number of votes.

SECTION I - REMOVAL OF DIRECTORS: At the annual meeting of the membership or at a special meeting called for that purpose and at which a quorum is present, members may, by the affirmative vote of a two-thirds majority of votes cast by those members entitled to vote, rescind the election of and remove any Director or Directors from office and may elect a successor or successors to fill any resulting vacancies for the unexpired terms of the removed Directors.

ARTICLE III - BOARD OF DIRECTORS

SECTION A - MEMBERS: There shall be five (5) Directors of the BRCL who shall compose the Board of Directors Executive Committee ("Executive Board") and one (1) Neighborhood Director from each neighborhood/Neighborhood whom shall be the Neighborhood/Neighborhood Representatives of the BRCL, each of whom shall have one vote on all matters that come before the Board.

SECTION B - POWERS: The Executive Board shall have the responsibility of conducting the business and other affairs of the BRCL between meetings of the membership.

SECTION C - MEETINGS:

1. The Board shall hold its first meeting in any fiscal year within forty-five (45) days after the annual meeting of the members of the BRCL. The time and place for such meeting shall be established by the President. Thereafter, the Board shall hold regular meetings at such times and at such places as the Board shall determine, from time to time, and publish on a public forum.
2. Special meetings of the Board of Directors may be called by the President or by any five (5) members of the Board.
3. A majority of the total number of Directors then holding membership on the Board shall constitute a quorum at any meeting of the Board.
4. Any action required or permitted to be taken at a meeting of the Directors, or at any committee meeting, may be taken without a meeting if all directors or committee members consent in writing, including email communication, to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

SECTION D - VACANCIES: Vacancies on the Board shall be filled in the manner prescribed in Article IV and Article V for the filling among the Officers and Neighborhood Representatives, respectively. The persons thus appointed to fill vacancies among the Officers and Neighborhood Representatives shall automatically become members of the Board for the unexpired term.

SECTION E - REMOVAL: If any of the Directors of the Board displays a lack of interest in the affairs of the BRCL, as evidenced by non-attendance at regularly called meetings of the Board or by failure to perform his assigned duties, the Board may notify such Director in writing that his qualifications will be considered by the Board. For the purpose of this clause, “non- attendance” means missing three consecutive regular BRCL meetings or six regular meetings over any eight-meeting period. The Director concerned shall be notified at least ten (10) days prior to the meeting of the Board at which his qualifications for continuance in office are to be considered, said notice to be mailed or delivered to the street address, or emailed to the email address, of the Director as it or they appear on the books of the BRCL. The Director will be given the opportunity to state his interest in the affairs of the BRCL and to make such other statements as may seem to him to be appropriate. Within forty-five (45) days, the Board shall meet and may vote upon the expulsion of the Director from the Board. A ballot to expel a Director from the Board shall require a two-thirds vote of the Directors present, provided such meeting is at quorum. Any action taken against the Director in question short of expulsion from the Board shall require a simple majority vote of the directors present, provided such meeting is at quorum.

SECTION F - TERM OF OFFICE: No Director shall serve more than six (6) consecutive years and shall not be eligible to serve as a Director until after the passage of one (1) year from the end of said sixth consecutive year.

SECTION G - INDEMNIFICATION: To the maximum extent permitted by Florida law in effect from time to time, the BRCL shall indemnify and shall pay or reimburse reasonable expenses to any present or former Director, Officer, employee or agent of the BRCL made a party to any proceeding by reason of service in that capacity so long as the activity giving rise to the proceeding was within the scope of duties of the Director, Officer, employee or agent and was done in good faith. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the Bylaws or charter of the BRCL inconsistent with this Article, shall apply to or affect in any respect the applicability of the indemnification contained herein with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

ARTICLE IV - OFFICERS OF THE BRCL

SECTION A - OFFICERS: The Officers of the BRCL shall be a member of the Executive Committee and will include President, First Vice- President, Second Vice-President, Secretary, and Treasurer.

1. **President:** The President shall be the executive officer of the BRCL. They shall preside at all meetings of the Board of Directors and of the membership of the BRCL. They shall have all powers ordinarily exercised by the president of a corporation. They shall appoint all committee members of the BRCL. They shall appoint persons to fill the positions of an Officer or a Neighborhood Representative when a vacancy occurs, said appointments to be subject to confirmation by the Board of Directors.

2. **First Vice-President:** The First Vice-President shall, in the absence of the President, perform the duties of the President and, in the event of a vacancy in the office of President, the First Vice-President shall become President for the remainder of President's term. They shall perform other duties as required by the President or by the Board of Directors.

3. **Second Vice-President:** The Second Vice-President shall, in the absence of the First Vice-President, perform the duties of the First Vice-President and, in the event of a vacancy in the office of the First Vice-President, shall become the First Vice-President for the remainder of the First Vice-President's term. They shall perform other duties as required by the President or by the Board of Directors.

4. **Secretary:** The Secretary shall maintain a roster of all members of the BRCL by neighborhoods/Neighborhoods, a record of all meetings of the Board and general membership, and preserve all official papers and reports of Directors, committees and members. They shall perform other duties as required by the President or the Board of Directors.

5. **Treasurer:** The Treasurer shall collect all dues and other payments due the BRCL. make all expenditures authorized by the Board of Directors or the members of the BRCL. They shall issue a current financial report at each regular meeting of the Board of Directors and of the membership of the BRCL, and perform other duties as requested by the President or the Board of Directors.

SECTION B - QUALIFICATIONS: No person shall be eligible to serve as an officer of the BRCL unless he is a member of the BRCL, his dues are currently paid and he has in the current year paid the full amount of the Babcock Ranch Roads and Maintenance service fee. No property owner shall be eligible to serve as an Officer or Director of the BRCL unless he or she has agreed to the restrictive covenants that apply to the majority of the Babcock Ranch properties, such agreement to be indicated by signing of covenant documents by property owners, and the filing of the signed document in the files of the Babcock Ranch Office and the recording of such document in the appropriate Baltimore City Records.

Nothing in this provision shall prevent persons who are not property owners from serving as an Officer or Director of the BRCL, provided they are resident in Babcock Ranch.

SECTION C - ELECTION AND TERM OF OFFICE: All Officers of the BRCL shall be elected by the members of the BRCL at the BRCL's annual meeting and shall serve for a term of one (1) year, or until their successors are elected. No person may serve more than three (3) consecutive elected terms in the same office of the BRCL, and shall not be eligible to serve as an Officer in that office until the passage of two (2) years from the end of said third consecutive term.

SECTION D - VACANCIES: Any vacancy occurring between annual meetings in the position of any Officer other than President shall be filled as soon as practicable by appointment by the President for the unexpired term. Such appointments shall be subject to confirmation by the Board of Directors at the next meeting of the Board following such appointment.

SECTION E - ADDITIONAL OFFICERS: The President may at any time appoint one or more assistant secretaries and/or assistant treasurers from the existing Directors as he may deem necessary for carrying out the proper business of the BRCL, subject to confirmation by the Board of Directors at the next regular meeting by the Board following such appointment(s).

ARTICLE V - NEIGHBORHOOD REPRESENTATIVES

SECTION A - NATURE OF OFFICE: There shall be twelve (12) neighborhood representatives who shall represent the residents and property owners in the various neighborhoods of Babcock Ranch, as follows:

SECTION B - QUALIFICATIONS: No one shall be elected as a Neighborhood Representative unless he is a member of the BRCL, his dues are currently paid and he has paid in the current year the full amount.

In addition, each Neighborhood Representative with a position representing one of the identified neighborhoods must live in the Neighborhood they represent during the time he is serving as a Neighborhood Representative. In the event that an individual so serving moves out of the neighborhood, he shall be considered to have resigned as Neighborhood Representative and their position shall be deemed to be vacant. The five at-large Neighborhood Representatives need not live in any particular neighborhood but, in the event that an individual so serving moves out of Babcock Ranch, they shall be considered to have resigned as Neighborhood Representative and their position shall be deemed to be vacant.

SECTION C - ELECTION AND TERM OF OFFICE: All Neighborhood Representatives shall be elected by the members of the BRCL at their annual meeting, and shall serve for a term of three (3) years, or until their successors are elected.

SECTION D - DUTIES: It shall be the duty of each Neighborhood Representative to serve on the Board of Directors of the BRCL, to present to the Board the views of his Neighborhood or general neighborhood, and to deal with matters of purely local interest to his Neighborhood or general neighborhood in cases where action by the Board of Directors as a whole is unnecessary or not required.

SECTION E - VACANCIES: Any vacancy occurring between annual meetings of the membership in the position of any Neighborhood Representative shall be filled as soon as practicable by the President for the unexpired term, subject to confirmation by the Board of Directors at its next regular meeting following such appointment.

ARTICLE VI - COMMITTEES

SECTION A - NOMINATING COMMITTEE: There shall be a Nominating Committee consisting of at least five (5) persons, two (2) of whom are not current board members, and all of whom shall be appointed by the President, subject to confirmation by the Board, in sufficient time to comply with the requirements of Article II, Section G.

SECTION B - AUDITING COMMITTEE: There shall from time to time be an Auditing Committee consisting of at least two persons who are members of the BRCL but not members of the Board of Directors. The Auditing Committee shall be appointed by the President at the expiration of the term of office of the Treasurer, his removal or resignation, and such Committee may be appointed at any other time, to examine the books and accounts of the Treasurer and report to the Board of Directors of the BRCL.

SECTION C - EXECUTIVE COMMITTEE: The Board of Directors may create an Executive Committee consisting of the President and other officers of the BRCL, which Executive Committee shall have such powers and duties as the Board may delegate to it from time to time. If the Committee acts on matters requiring formal Board action, those acts shall be reported to the Board at its next meeting for ratification.

SECTION D – FINANCE COMMITTEE: There shall be a standing Finance Committee consisting of at least three (3) persons, all of whom shall be appointed by the President, subject to confirmation by the Board. The Finance Committee shall be responsible for the supervision and management of all BRCL business functions including the receipt of and disbursement of moneys to and from the BRCL.

SECTION I - OTHER COMMITTEES: The President or the Board of Directors may establish such other committees as are deemed appropriate from time to time.

SECTION J - COMMITTEE CHAIRPERSON: The chairperson of each committee shall be appointed by the BRCL President, subject to confirmation by the Board of Directors.

SECTION K - COMMITTEE MEMBERS: The non-chairman members of each committee shall be appointed by the BRCL President.

SECTION L - COMPOSITION OF COMMITTEE MEMBERSHIP: At least one member of the Board of Directors shall be appointed to serve on each committee except the Auditing Committee, and except in such cases as the President, with prior approval of the Board of Directors, shall otherwise direct.

SECTION M - QUALIFICATIONS OF COMMITTEE MEMBERS: Members of committees must be regular members of the BRCL, whose dues are currently paid or non-residents with specific professional skills directly related to the Committees issue and/or objectives. Such non-resident members shall be nominated by the BRCL President and approved by the Board.

SECTION N - TERMS: All committee chairmanships and memberships shall expire as of the close of the annual meeting of the BRCL or immediately after their successors have been appointed and duly confirmed.

ARTICLE VIII - MISCELLANEOUS PROVISIONS

SECTION A - FISCAL YEAR: The fiscal year of the BRCL shall begin January 1st and end December 31st.

SECTION B - AMENDMENTS TO BY-LAWS: These By-Laws may be amended by the affirmative vote of two-thirds (2/3) of the members of the BRCL who are entitled to vote and who are present at any meeting of the members of the BRCL, provided that notice of any proposed amendments shall have been given to all members in writing, at least ten (10) days in advance of such meeting, said notice to be mailed or delivered to the street address, or emailed to the email address, of each member as it or they appear on the books of the BRCL.

SECTION C – REIMBURSEMENT: Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the BRCL’s business are allowed to be reimbursed with documentation and prior Board approval.

SECTION D - CONFLICT OF INTEREST: Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will provide written notification to the Board and offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

SECTION E - BOOKS AND RECORDS: Correct books of account of the activities and transactions of the BRCL shall be kept at the office of the BRCL. These shall include a copy of the Certificate of Incorporation, financial records, a copy of these By-laws, and all minutes of meetings of the Board of Directors. Additionally, property files and correspondence shall be maintained at the office of the BRCL.

SECTION F - CHECKS, DEPOSITS, ACCOUNTS AND INVESTMENTS: All checks, orders for the payment of money and insurance certificates shall be signed or endorsed by such officers of the BRCL and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

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