

BY-LAWS FOR THE FRIENDS OF THE HEIGHTS OF JUPITER, INC.

- Article I** **Name**
The name of the Corporation shall be “The Friends of the Heights of Jupiter”
- Article II** **Purpose**
The purpose of the Corporation shall be:
a) To enhance and promote the livability of our neighborhood by establishing and maintaining an open line of communication between our neighborhood and government agencies.

b) To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.

c) To do and perform all of activities related to said purposes, to have and enjoy all of the powers granted and engage in any lawful activity for which corporations may be organized under the law.
- Article III** **Irrevocable Article**
The Corporation is not presently or at any time in the future to become a homeowners/property owners association. This is an irrevocable article of the by-laws and cannot be amended.
- Article IV** **Boundaries**
The boundaries of the Corporation shall be Donald Ross Road on the South, Interstate 95 on the West, Abacoa on the East and Egret Landing on the North.
- Article V** **Office**
The office or mailing address of the Corporation shall be located at Post Office Box, Jupiter, FL 33458.
- Article VI** **Membership**
Section 1 Qualifications: Membership in the Corporation shall be open to any person who reside and/or owns any real property within the recognized boundaries of the Corporation.

Section 2 Membership Voting: All residents who reside and/or own property located within the boundaries shall have one vote each to be cast during the attendance at any general or special meeting. Should a resident/property owner enter into marriage the spouse shall become a voting resident.
- Article VII** **Assessments**
There shall not be any mandatory membership fee or assessments; however, voluntary contributions will be accepted. Activities to raise funds for Corporations use may be held if appropriate.
- Article VIII** **Membership Meetings**
Section 1 General Membership Meetings: There shall be at least one general membership meeting yearly. The meeting shall be convened in the second quarter of every calendar year, (except for the initial meeting to take place upon incorporation which will take the place of the one next Spring) and upon any day decided upon by a majority vote of the Board of Directors. Notification for the general meetings shall require three (3) days advance public notice or e-mail notification to all active members. “Active members” is defined as one who has attended at least one of the last two (2) general or special meetings of the membership.

Section 2 Special Membership Meetings: The Board of Directors as deemed necessary may call special meetings of the membership. Notification and purpose of the special meeting shall require three (3) days advance public notice or e-mail notification to all active members.

Section 3 Agenda: Subject to the approval of the Board of Directors, the Chairperson or assigned board member shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by submitting the item in writing to the Board of Directors at least three (3) days in advance of the membership meeting. Any member of the Corporation may make

a motion to add an item to the Board, general or special agendas at those respective meetings. Adoption of that motion requires a second and majority vote.

- Section 4 Quorum: A quorum for any general or special meeting of the Corporation shall be the members in attendance. Unless otherwise in these by-laws, decisions of the Corporation shall be made by a majority of those members present at the meeting.
- Section 5 Participation: Any general, special board meeting or committee meeting is open to any person and that wishes to be heard. However, as stated in Article VI, Section 2, only those eligible for membership is entitled to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties.
- Section 6 Procedures: The Corporation shall follow Robert's Rules of Order in all areas not covered by the by-laws.

Article IX Board of Directors

- Section 1 Number of Board of Members: The Board of Directors shall determine the exact number of board positions annually. These shall be at least five (5) and no more that thirty-five (35) board members.
- Section 2 Terms of Office: Each Director shall hold office for a term of two (2) years; with the exception of the officers elected to Vice Chairperson and Treasurer, for which he/she is elected or appointed and until his/her successor shall be elected or appointed to take office. The Vice Chairperson and Treasurer shall have a term of one (1) year for the first election only. (The season in which a position is open for election will be indicated in parentheses following that positions duty description.)
- Section 3 Eligibility: For Board Service: Only persons eligible for Corporation voting membership, who live within the boundaries of the Corporation, shall be qualified to hold an elected or appointed position.
- Section 4 Duties of Board of Directors: The Board shall manage the affairs of the Corporation in the interim between general meetings. The Board shall be accountable to the membership; shall seek the views of those affected by any proposed policies or reactions before adopting any recommendations on behalf of the Corporation; and shall strictly comply with these by-laws.
- Section 5 Election of the Board of Directors: Board members shall be elected annually by a vote of the membership at its annual meeting. The names of all candidates for the Board shall be placed in nomination. At the Board's discretion, secret ballots maybe used for voting of Board members. Election requires a majority vote of the membership present.
- Section 6 Termination: Board of Directors may be terminated for nonattendance; failing to attend three (3) consecutive board meetings, or if he/she moves out of the boundaries of the Corporation. Should be a member of the Board of Directors move out of the boundaries of the Corporation it shall be deemed automatic resignation from the Board.
- Section 7 Board Vacancies: The Board may fill any vacancy on the board or a committee by a majority the Board in cases involving termination and/or resignation. A member appointed to fill a vacancy shall serve the remainder of the unexpired term until his/her successor is elected or appointed.
- Section 8 Duties of Board of Directors

a) Chairperson: The chairperson shall prepare the agenda and preside at all meetings of the Board and membership; shall appoint officers of committees at his/her own discretion, and shall create and dissolve said committees, with a majority of the Board, except for officers of the Grievance Committee.

b) Vice Chairperson: The first alternate shall assist the Chairperson. In the Chairperson's absence the Vice Chairperson shall function as Chairperson, and shall serve as an officer of the area Board of Directors representing the Corporation.

c) Secretary: The Secretary shall keep minutes and written records of majority and minority opinions expressed at all meetings; shall be responsible for all correspondence of the Corporation and shall make records of the Corporation available for inspection for any proper purpose at any reasonable time.

d) Treasurer: The Treasurer shall be held accountable for the Corporation; shall give an accounting at each general meeting; shall receive, records and disburse the Corporation funds, but such disbursement shall require the signature of one other board member, preferably the Chairperson.

e) Parliamentarian: The Parliamentarian shall be responsible for maintaining order at each meeting and shall make sure that each meeting is in compliance with Article VIII, Section 6.

Article X

Conflict of Interest

Section 1

Definition: A conflict of interest exists for a member or an officer or board member whenever that person's personal financial interest will be impacted by the action or inaction by the Corporation on a proposal before the membership or Board. A personal financial interest above 5% of a business that will be impacted by the decision of the Corporation. Examples of personal financial would include: Employment by the Corporation; ownership of property the use of which is being considered by the Corporation; plans to purchase property the use or control of which is under discussion by the Corporation.

Section 2

Declaring the Conflict of Interest: Whenever a member or board of director determines that they have a conflict of interest relating to an item under discussion, they must inform the body (membership and board) hearing the proposal that the conflict of interest exists.

Section 3

Abstention for Voting: Members or Board of Directors shall not vote on matters in which they have a conflict of interest.

Article XI

Grievance Procedures

Section 1

Eligibility to Grieve: A person or group adversely affected by a decision or policy of the Corporation may submit in writing a complaint to any officer of the Board of Directors.

Section 2

Complaint Receipt: Within seven (7) days of receipt of the complaint, the committee shall arrange with the petitioner a mutually acceptable place, day and hour for a review of the complaint, and will, in writing, within thirty (30) days, recommend a resolution of the grievance to the board.

Section 3

Final Resolution: The committee shall attempt to resolve the complaint and shall submit a report of their recommendation and/or action to the complaint, board and membership. If the committee, board and petitioner cannot reach agreement, final resolution of the complaint shall be voted of a majority if the membership at a general or special meeting.

Article XII

Procedure for Consideration of Proposals

Section 1

Submissions of Proposals: Any person or group, inside or outside the boundaries of the Corporation or the Town of Jupiter may propose in writing items for consideration and/or recommendation to the Board. The Board of Directors shall decide whether or not to agenda the item or refer same to an appropriate standing or ad hoc committee or general meeting.

Section 2

Notification: The proponent and members directly affected by such proposals shall be notified in writing of the place, day and hour the proposal shall be reviewed not less than seven (7) days in advance.

Section 3 Attendance: The proponent may attend this meeting to make a presentation and answer questions concerning the proposal.

Section 4 Dissemination: The Corporation shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

Article XIII Public Meetings/Public Records Required

The Corporation shall abide by all Florida Statutes relevant to public meetings and public records. Official action(s) taken by the Corporation must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s) taken. A summary of dissenting views should be transmitted along with any recommendations made by the Corporation to the Town of Jupiter. These records shall be posted on our website for all members to see.

Article XIV Non Discrimination

The Corporation must not discriminate against individuals or groups on the basis of race, religion, color, sex, age, disability, national origin, income or political affiliation in any policies, recommendations or actions.

Article XV Adoption and Amendment of By-laws

All amendments to these by-laws must be proposed in writing and submitted to the Board of Directors at least seven (7) days before voting on their adoption may proceed. Notice of proposal to amend the by-laws, specifying the date, time and place for consideration, must be provided to all members at least seven (7) days before voting. Adoption of and amendments to these by-laws shall require a two-thirds (2/3) vote by the members present at a general meeting.

Article XVI Indemnification

Every Board of Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorney's fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved, by reason of his/her being or having been a Board of Director or at the time such expenses were incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful malfeasance in the performance of his/her duties, provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Board of Directors or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of Corporation. Such approval shall be made by a majority vote of a quorum consisting of Directors who were not parties to such proceedings. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Board of Directors or Officer may be entitled.