

BYLAWS
Of
THE MOORINGS OF NAPLES PROPERTY OWNERS ASSOCIATION
A Civic Association under Section 501-C Of the Internal Revenue Code
P.O. Box 8961 Naples, FL 34101

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A Civic Association under Section 501-C
Of the Internal Revenue Code
NAPLES, FL

As adopted on October 17, 1966

Revisions approved:

February 3, 1973

February 2, 1976

February 16, 1987

February 27, 1989

February 16, 1998

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February 16, 2009

February 8, 2010

October 13, 2015

ARTICLE I

NAME

The name of this association shall be "The Moorings Property Owners Association, Inc."

ARTICLE II

PURPOSE

The purpose of the Association shall include the following:

1. The ownership, operation and maintenance of one or more parks, including the maintenance and operation of any adjacent beaches.
2. The construction, maintenance and operation of the recreational facilities for the use and benefit of members.
3. The promotion of the physical, civic and social welfare of the residents of The Moorings, the City of Naples and Collier County, Florida.
4. The preservation of the beauty of The Moorings and the encouragement in the physical improvement of the quality of the maintenance of properties within The Moorings.
5. Participation in activities designed to improve and maintain the conservation and ecology of The Moorings.
6. The promotion of the safety and ecology of the waterways and bays adjacent to The Moorings.

It is an association not organized for profit and its earnings are to be devoted exclusively to charitable, educational, social welfare or recreational purposes.

ARTICLE III

MEMBERSHIP

Section 1: Eligibility

Any owner of real (residential) property within the boundaries of the area known as The Moorings, City of Naples, Florida is eligible for membership upon compliance with the formalities as the Board of Governors may prescribe. The designation "owner of real estate" shall include the owner or owners of an apartment in a condominium or cooperative building. Each residential unit shall constitute a single membership, whether title to the property is jointly, severally or individually held. The Board of Governors may establish one or more classes of membership and shall determine the basis for eligibility for each class.

Section 2: Voting by Members

The owner or owners of each residential unit shall be entitled to a single vote. The voting rights of other classes of membership shall be determined by the Board. Voting by proxy will not be permitted.

Section 3: Dues

The amount of annual dues for each class of membership and the time of payment shall be established by the Board of Governors.

Section 4: Fiscal Year

The fiscal year of the Association shall be established and may be changed by the Board of Governors.

Section 5: Admission and Rejection of Candidates for Membership

The control of the admissions or rejections of candidates in the Association and of the suspension or expulsion of members thereof shall, except as hereinafter qualified, vest in the Board of Governors.

A suspension or expulsion of a member will occur when a member exhibits behavior that would be considered to be inappropriate by any standards of common courtesy or decency.

ARTICLE IV

MEETINGS

Section 1: Time of Meetings

The regular annual meeting of this Association shall be held in January, February or March of each year for the purpose of electing members of the Board of Governors 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 will be fixed and announced by the Board of Governors.

Section 2: Special Meetings Requested Members of the Association

The President may call special meetings of the Association at any time at his discretion. A special meeting must be called by him within 15 days after a written application has been filed with the Secretary, signed by at least 10% of active members who are qualified to vote at a meeting of the Association. The application shall state the purpose of and the nature of the business to be presented for consideration. No other business than that stated in the notice shall be transacted at such meeting.

Section 3: Notices

Written notices of meetings of the Association will be posted on the MPOA website and will be available at the park at least 7 days before said meetings. At least a ten (10) day notice of special meetings of the Association shall appear on the Association's website. It shall be the duty of each member to advise the Secretary, in writing, of any change in their current physical and e-mail addresses.

Section 4: Quorum

At all meetings of the Association, twenty-five (25) members qualified to vote shall constitute a quorum for the transaction of business, but a lesser number may adjourn.

Section 5: Board of Governors Meetings

The Board of Governors shall hold meetings each month from October through May at a time and place selected by the President or at such other time as the President shall deem necessary. Written notices of the meetings of the Board of Governors, stating the hour and place of meeting shall be given to the members of the Board at least three (3) days prior to the date of the meeting. If a special meeting is held pursuant to the call of the President, the notice shall state the particular business to be transacted at such meeting.

At a meeting of the Board of Governors, six (6) members of said Board shall constitute a quorum for the transaction of business, but a lesser number may adjourn.

The meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE V

EXPENDITURE OF FUNDS

The Board shall have authority to approve expenditures for miscellaneous office and operating expenses and for the maintenance and operation of beach properties inclusive of compensation for administrative support services and for beach attendants and guards. The Board may authorize the Chairman of the Beach Committee to expend routine and emergency funds within such limits as the Board may specify.

The Board may authorize such other expenditures as it deems appropriate.

ARTICLE VI

OFFICERS AND GOVERNORS

Section 1: Election procedures

At the annual meeting of the Association, there shall be filled by election by the active members, vacancies in the Board of Governors.

Such Governors shall hold office for a period of three (3) years or until their successors have been elected and qualified, except as provided in Section 2 of the Article. Said Governors shall be elected by ballot or by voice vote, a majority of all the votes cast being necessary to elect.

Section 2: Organization and Responsibility

The number of Governors of the Association shall not exceed eleven (11), four of whom shall be the President, Vice President, Secretary and Treasurer of the Association. The above four (4) shall be elected for a period of one year by the Board of Governors at their first meeting following the annual meeting. A majority of the votes of a quorum of the Board of Governors is necessary to elect.

Each new Nominating Committee will select and propose available candidates for Governors for a term of three (3) years to replace the Governors whose terms are expiring. Those whose terms are expiring may be nominated for another term, if eligible (note Section 4). These nominations will be reported at the annual meeting. In addition, the Nominating Committee will propose names to fill any unexpired terms due to resignation or other cause.

The Board shall at all times be composed of at least six (6) members who are legal residents of the Moorings Subdivision. Other members of the board need only to be property owners.

The Board of Governors 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 interest of the Association and shall have such other powers and responsibilities as may be imposed upon them by law.

Section 3: Interim Vacancies

All vacancies which may occur in the Board of Governors 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 said Board. Such officers and Governors elected by the Governors shall hold office until the next meeting of the Governors following the annual meeting.

Section 4: Limit of Terms of Office

No Governor, existing or future, who shall have held office for a total of nine (9) consecutive years, (whether as a governor or officer-governor) shall be eligible for election to a further consecutive term either as an officer-governor or governor.

Section 5: Qualifications/Compensation

All Governors of the Association shall be active members thereof and shall serve without compensation.

ARTICLE VII

DUTIES OF OFFICERS

Section 1: President

The President shall preside at all meetings of the Association and the Board of Governors and shall be an ex-officio member of all committees except the Committee on Nominations. He shall have general charge of and control over the affairs of the Association, subject to the Board of Governors. He shall be empowered to sign all documents that are approved by the Board on behalf of the Association. He shall also appoint three members of the Nominating Committee at the semi-annual meeting in November.

Section 2: Vice President

The Vice-President shall preside at all meetings of the Association and the Board of Governors from which the President is absent.

Section 3: Chairman Pro-tem

In the absence of the President and Vice-President from any meeting, the Board of Governors or members of said Association, as the case may be, shall select a chairman to preside at such meetings.

Section 4: Secretary

The Secretary shall keep a record of the proceedings of all meetings of the members and of the Board of Governors and of all other matters where a record shall be ordered. He

shall notify the officers and all members of committees of their election or appointment and shall issue notices of all meetings. He may employ, at the expense of the Association, an Assistant Secretary to assist him in his duties who is other than a member of the Board of Governors or a member of the Association, at a salary to be determined by the Board of Governors.

Section 5: Treasurer

The Treasurer shall report at each meeting of the Association and of the Board of Governors the balance of money on hand and any existing appropriation that may affect the balance. At the annual meeting he shall make a report of receipts and disbursements for the preceding year, and all outstanding obligations of the Association together with suggestions that he may deem proper to make. His account shall be audited at the end of each year.

All disbursements for payment of money shall be authorized by such officers as are designated to do so by resolution of the Board of Governors.

Section 6: Membership Roll

The chairman of the Membership Committee shall keep a complete roll of members at all times. Additionally, a copy of the roll of members shall be kept by the Officers of the Association. The list of the membership is the sole record of the Association and is not to be used by or distributed to any member of the Association. Should this occur, the Board of Governors has the right to suspend membership of such member.

All notices to members under Article IV, section 2 (Special Meetings); Article VIII, section 2 (Independent Nominations); and Article X, section 2 (Member By-law Changes); shall be made by the Secretary using customary member notice methods and costs of such notices shall be paid by the initiator.

ARTICLE VIII

COMMITTEES

Section 1: Nominations

The Committee on Nominations shall consist of three (3) members none of whom shall be a Governor of Association. The committee shall be appointed annually by the President with the approval of the Board of Governors and by the members of the Association at its semi-annual meeting by a majority vote of the active members present.

It shall be the duty of the Committee on Nominations to nominate candidates for Governor of the Association to be elected at the Association's annual meeting. Said committee shall notify the Secretary of the Association in writing at least thirty (30) days before the annual meeting of the Association of the names and addresses of such candidates to be nominated. The Secretary shall post the names and addresses of the nominees on the website of the Association.

The Committee on Nominations shall give consideration to the candidate's location and the distribution of the residences of those whom it places in nomination for Governors so as to equalize, as far as practical, representation throughout the entire area.

Section 2: Independent Nominations

Nominations for Governors may also be made by any twenty-five (25) active members of the Association no later than twenty (20) days prior to the annual meeting of the Association, by filing with the Secretary 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 Secretary shall post on the website of the Association, at least seven (7) days prior to said annual meeting, a statement setting forth the names and addresses of such candidates that have been so nominated.

Section 3: Other Committees

The President, with the approval of the Board of Governors, may annually, as soon after he is elected as is feasible, appoint the following standing operating committee task forces to consist of as many members as to him seems advisable. He shall, with the approval of the Board of Governors, confer upon such committees such powers and duties as he may deem for the best interests of the Association. The committees of the Association may be, but are not limited to the following:

- Membership
- Beach and Beach Park
- Waterways
- Beautifications
- City and County Liaison
- Education
- Finance and Budget
- Constitution and Bylaws
- Social Events

Section 4: Committee Vacancies

The President, with the approval of the Board of Governors, shall fill all interim vacancies in the membership of the Committee on Nominations and in any of the standing committees.

ARTICLE IX

ORDER OF BUSINESS

At each regular meeting of the Association, the following shall be the order of business:

1. Reading the minutes of the preceding meeting or meetings
2. Report of the President
3. Report of the Treasurer
4. Report of the standing committees
5. Election of new members
6. Election of Governors
7. Election of members of the Committee on Nominations
8. Unfinished business
9. New Business
10. Adjournment

This order of business may be modified or changed at any meeting at the discretion of the President.

ARTICLE X

Section 1: Changes and Amendments to Bylaws

The power to alter, amend or repeal these bylaws or adopt new bylaws shall be vested in the Board of Governors. Such proposed changes may be considered at any regular scheduled meeting of the Board of Governors. These changes will become effective after a majority vote of the Board.

Section 2: Changes and Amendments by Members

Ten percent (10%) of the active members of the Association may propose, in writing, a change or an amendment or amendments to these bylaws by filing the proposed changes or amendments, signed by them, with the Secretary of the Association not less than thirty (30) days prior to either the annual or the semi-annual meeting of the Association.

Upon receipt of any such proposed change or amendment, the Secretary shall forward the information to each member of the Board and the committee on Constitution and Bylaws. The committee shall consider each such proposed change or amendment and shall submit a report to the Board of Governors on or before its next regular or special meeting whichever takes place first. The Board of Governors shall, at such meeting, consider such proposed change or amendment, together with the report of the committee and shall, at the next regular meeting of the Association, seek a majority approval of the members attending, the action that the Board proposes regarding the proposed change or amendment.

ARTICLE XI

FORM/GENDER

Wherever used in these Bylaws, the singular shall include the plural and the plural the singular and the use of any gender shall include both genders.

ARTICLE XII

AMENDMENTS TO BYLAWS

Any changes to or amendments to the bylaws by a majority vote of the Board of Governors of the Moorings of Naples Property Owners Association shall be enforceable at an effective date of the Board's choosing.

ARTICLE XIII

INSPECTION OF RECORDS OF MEMBERS

Inspection of records by members is available subject to Florida Statutes Chapter 617-Corporations Not for Profit.