

DELEON SPRINGS COMMUNITY ASSOCIATION, INC. BY LAWS

ARTICLE I General

Section 1: Name

This organization is incorporated under the laws of the State of Florida and shall be known as the DeLeon Springs Community Association, Inc.

Section 2: Purpose

The DeLeon Springs Community Association, Inc. is organized for the purpose of:

- 1) Promoting economic development to combat our community's deterioration by discovering and correcting issues and abuses which prevent the prosperity of business and hinder community growth according to the limits and provisions stated in Section 501(c)(3) of the Internal Revenue Code;
- 2) Offering educational opportunities to the business community and our citizens that encompass all issues of concern and promote positive growth and advancement;
- 3) Promoting programs and activities of a civic, charitable, religious, educational, social and cultural nature which are designed to increase the value of the community, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code;
- 4) Fostering community connectivity by promoting and advancing activities and public facilities which improve the quality of life for all citizens of DeLeon Springs, while protecting its natural environmental treasures.

Section 3: Area

The DeLeon Springs Community Association, Inc. shall mean to include the regional community known as DeLeon Springs, in the County of Volusia, in the State of Florida.

Section 4: Limitation of Methods

The DeLeon Springs Community Association, Inc. shall observe all local, county, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II Membership

Section 1: Eligibility

Any individual, company or organization having an interest in supporting the objectives of the DeLeon Springs Community Association, Inc. shall be eligible to apply for membership.

Section 2: Election

Application for membership shall be in writing, on forms provided for that purpose by the DeLeon Springs Community Association, Inc. and signed by the applicant. Approval of application shall be granted or denied by a majority vote of DeLeon Springs Community Association, Inc. Board of Directors (herein called 'Directors') at any meeting thereof. Any applicant so elected shall become a member upon payment of DeLeon Springs Community Association, Inc. dues as provided in Section 3 of Article II.

Section 3: Dues

Membership dues shall be at such rate or schedule as may be from time to time prescribed by the Directors, payable in advance.

Section 4: Termination or Resignation

Any member may resign from the DeLeon Springs Community Association, Inc. upon written request to the Directors. Any member may be expelled by the Directors at a regularly scheduled meeting thereof, by a majority vote for nonpayment of dues, unless otherwise extended for good cause. Any member may be expelled by a majority vote, at a regularly scheduled meeting thereof for conduct not in keeping with the objectives of the DeLeon Springs Community Association, Inc., after notice and opportunity for a hearing is afforded the member complained against.

Section 5: Voting

In any proceeding in which voting by members is called for, each member shall be entitled to cast one vote.

Section 6: Orientation

At a time deemed necessary by the Directors, orientation may be presented on the purposes and activities of DeLeon Springs Community Association, Inc. for any new or current Officers, Directors, committees and new members.

ARTICLE III

Meetings

Section 1: Annual Meeting

The annual meeting of the members of the DeLeon Springs Community Association, Inc. shall be in accordance with Florida State Law, and held during December of each year. The time and place shall be fixed by the Directors and notice announced at a previous meeting of the DeLeon Springs Community Association, Inc., published in the regular minutes of the DeLeon Springs Community Association, Inc. or e-mailed at least one week in advance.

Section 2: Regular Meetings

Regular meetings of the DeLeon Springs Community Association, Inc. shall be held on dates determined by the Directors. All meetings are open to the public and not limited to members.

Section 3: Additional Meetings

Notice of special meetings of committees and/or all special purposes shall be e-mailed to said members at least two days prior to such meetings unless announced at the previous regular meeting. Committee meetings may be called at any time by the committee's Chairman.

Section 4: Quorums

At any duly called general meeting of the members of the DeLeon Springs Community Association, Inc. five members shall constitute a quorum; at committee meetings, a majority shall constitute a quorum.

Section 5: Notices, Agenda, Minutes

E-mailed notice of all DeLeon Springs Community Association, Inc. member meetings must be given at least four days in advance unless otherwise stated. An advance agenda, and minutes, must be prepared for all meetings. Meeting minutes are available upon written request.

ARTICLE IV

Board of Directors

Section 1: Composition of the Board

The Board of Directors shall be composed of no more than ten members, as determined by the Directors prior to the scheduled annual meeting, appointed annually to serve for three years or until their successors are elected and have qualified. The government, procedure and policy-making responsibilities of the DeLeon Springs Community Association, Inc. shall be vested in the Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 2: Appointment of the Board of Directors

- 1) The Board of Directors shall be elected or appointed by the current officers of the DeLeon Springs Community Association, Inc. and affirmed by a vote of the members of the DeLeon Springs Community Association, Inc. at the annual meeting.
- 2) Each candidate must have been an active member in good standing for a period of at least one year and must have agreed to accept the responsibility of a Directorship.
- 3) Appointments are subject to a 90 day grace period at which time the appointment may be reviewed.

Section 3: Seating of New Directors

All newly elected and appointed Directors shall be seated at the regular January meeting or any time prior to, as necessary, and shall be participating members thereafter. Retiring Directors shall continue to serve

until the end of December of the previous year unless their earlier retirement is accepted by majority vote of the Directors.

Section 4: Board of Directors Meetings

- 1) Board of Directors meetings will be conducted as often as the officers deem necessary.
- 2) Individuals who have been invited, or members in good standing wishing to address the Board of Directors, shall be able to attend Board of Directors meetings, provided they contact the Secretary within one week of the date of the meeting and there is room on the agenda for their discussion item. Items will be placed at the beginning or the end of the agenda at the discretion of the Directors.

Section 5: Vacancies

A member of the Board of Directors who shall be absent from three consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting. Vacancies on the Board of Directors, or among the Officers, shall be filled by the Board of Directors by a majority vote.

Section 6: Policy

The Board of Directors is responsible for establishing procedure and formulating policy of the DeLeon Springs Community Association, Inc. All decisions will be recorded by the Secretary or President in meeting minutes. Meeting minutes are available upon written request.

ARTICLE V Officers

Section 1: Determination of Officers

The Board of Directors shall be responsible for appointing Officers of the DeLeon Springs Community Association, Inc. in time for the annual meeting in December, for the coming year. The President, as many Vice Presidents as is deemed necessary to conduct the activities of the DeLeon Springs Community Association, Inc., the Secretary and the Treasurer shall be the Officers. All Officers shall take office on the first day of the new year and serve for a term of three years or until their successors are elected and assume the duties of office. They shall be voting members of the Board of Directors.

Section 2: Duties of Officers

- 1) President: The President shall serve as the chief elected Officer of the DeLeon Springs Community Association, Inc. and shall preside at all meetings of the membership and as Chairman of the Board of Directors. The President shall be responsible for creating meeting agendas for publication to the membership. The President shall represent the DeLeon Springs Community Association at functions that promote the positive image of DeLeon Springs and represent the DeLeon Springs Community Association, Inc. at local, state and/or federal meetings and events as necessary to promote the community's best interest. The President shall be responsible for correspondence required for the operation of the DeLeon Springs Community Association, Inc. in conjunction with the Secretary. The President shall, with advice and counsel of Officers, determine all committees, and assist in the selection of committee Chairmen.
- 2) Vice-President: The Vice-President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The Vice-President shall serve as good will ambassador within the community, promoting membership and business relationships that serve the best interest of the DeLeon Springs Community Association, Inc.
- 3) Secretary: The Secretary will be responsible for the recording and publishing of DeLeon Springs Community Association, Inc. minutes, notices of meetings, and correspondence required for the operation of the DeLeon Springs Community Association, Inc. in conjunction with the President. The Secretary shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President and the Vice President.
- 4) Treasurer: The Treasurer shall be responsible for the safeguarding of all funds received by the DeLeon Springs Community Association, Inc. and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer or in the absence of the Treasurer by any two Officers. The Treasurer shall cause a monthly financial report to be made to the Directors. The Treasurer shall be responsible for publishing an annual membership dues deadline, maintain a list of paid members and purge the rolls of non-paid members as needed.

Section 3: Indemnification

DeLeon Springs Community Association, Inc. may, by resolution of the Board of Directors, provide for indemnification, any and all current or former Officers, Directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made a party, by reason of having been Officers, Directors or employees of the DeLeon Springs Community Association, Inc., except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article VI Committees

Section 1: Formation and Action

Formation of all committees and the appointment of committee Chairmen will be at the pleasure of the Board of Directors. Committees shall meet and perform their duties as necessary and report said activities at the regular monthly meetings of the DeLeon Springs Community Association, Inc.

Section 2: Leadership

- 1) The Leadership of all committees shall consist of a Chairman, and as many Vice Chairmen as are necessary for the operation of the committee.
- 2) Committee Chairmen and Vice Chairmen must be members in good standing of the DeLeon Springs Community Association, Inc. prior to their appointment.

Section 3: Standing Committees or Boards

Standing committees shall be committees that perform regular and ongoing duties for the benefit of the DeLeon Springs Community Association, Inc.

1) Membership Committee: The Membership Committee's duties are to: Promote the organization to potential new members; Maintain a Directors' created "member benefits" list so members know what their dues provide; Maintain the sign-in log; Contact new members via phone and/or welcome letter that includes "member benefits"; Maintain a regularly updated member list (coordinated with Treasurer); Be the contact for "member in need" information from members; keep abreast of members' needs (maintaining confidentiality when necessary); Send cards of condolence or encouragement to members when necessary (flowers only at Directors' discretion); Maintain a notebook of Membership Committee activities, meetings, etc. as a record to pass to the next Chairman; Maintain Volunteer Log, remind members to fill it in and why; At meetings: A. Greet members, guests as they come in, ask them to sign in. B. Introduce new members. C. Encourage member participation in current issues, committees, activities.

2) Festivals Board: The Festival Board's duties are to: Promote the artistic and cultural nature of DeLeon Springs; Create events that showcase such talent; Promote community unity and involvement; Enhance the image of DeLeon Springs through events that show DeLeon Springs in a positive light. Festival Boards will meet on a regular schedule to plan and organize events, create publications for application and promotion of the event, coordinate exhibitor and vendor participation, enlist sponsorship of the event, advertise and promote the event, and record all expenditures and income through the Treasurer in accordance with the requirements of the Directors.

Section 4: Discharge

Committees/boards shall be discharged by the Chairman of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee/board.

ARTICLE VII Conflict of Interest

Section 1: Purpose

The purpose of Article VII is to protect the interests of the DeLeon Springs Community Association, Inc., a 501(c)(3) organization, when it is contemplating entering into a transaction that might benefit the private interest of an Officer, Director or any member of the DeLeon Springs Community Association, Inc. (referred to below as 'interested party'). This Article is intended to supplement but not replace any

applicable state and federal laws governing conflict of interest issues to non-profit and charitable organizations.

Section 2: Definitions

- 1) Interested Party: Any Officer, Director or member of the DeLeon Springs Community Association, Inc.
- 2) Conflict of Interest: Any transaction that might unduly enrich the private interest of any member of the DeLeon Springs Community Association, Inc. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors deems a conflict of interest exists. Every effort will be made to absolutely ensure that no member of the DeLeon Springs Community Association, Inc. shall be unduly enriched by any activity, in accordance with Section 501(c)(3) of the Internal Revenue Code.

Section 3: Procedures

- 1) Any interested party has a duty to disclose the existence of a possible conflict of interest, including any material or financial benefit they may derive from a transaction of any sort, to the Board of Directors of the DeLeon Springs Community Association, Inc.
- 2) Disclosure of all material facts and discussion with the interested party shall be conducted in a meeting with the Board of Directors. After disclosure and discussion with the interested person, he/she shall leave the meeting while the determination of a conflict of interest is discussed and voted on by the Officers.
- 3) If a conflict of interest is determined, the Board of Directors will, by discussion and majority vote, determine if it is in the best interest of the DeLeon Springs Community Association, Inc. to continue the arrangement or make every reasonable effort to obtain an arrangement from another party to avoid a conflict of interest.

ARTICLE VIII

Parliamentary Authority

Section 1: The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the By-Laws of the DeLeon Springs Community Association, Inc.

ARTICLE IX

Finances

Section 1: Funds

- 1) All money paid to the DeLeon Springs Community Association, Inc. shall be placed in the General Operating Fund unless donated for a specific purpose.
- 2) Additional fund line items may be created and funded at the discretion of the Board of Directors for specific causes such as educational support, building fund, building maintenance, etc.

Section 2: Disbursements

Upon approval by the Board of Directors, the Treasurer is authorized to make disbursements on accounts and expenses. Disbursement shall be by check or by bank debit card.

Section 3: Non-Profit Usage

The DeLeon Springs Community Association, Inc. shall use its funds only to accomplish the nonprofit objectives and purposes specified in accordance with these By-Laws as they conform to Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the DeLeon Springs Community Association, Inc. shall be used to unduly enrich, or be distributed to, the members, Officers, Directors or employees of the DeLeon Springs Community Association, Inc., except that they shall be authorized to pay reasonable compensation for services rendered.

ARTICLE X

Dissolution

Section 1: Upon the dissolution of the DeLeon Springs Community Association, Inc., any remaining funds and/or assets shall be distributed to one or more regularly organized and qualified charitable,

educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI

Amendments and Revisions

Section 1: These By-Laws may be amended or altered by a majority vote of the Board of Directors, or by a majority of the members at any regular or special meeting, provided said meeting is announced via e-mail within three days of said meeting.

Adopted April 29, 2011

Amended and Adopted: March 6, 2012

Amended and Adopted October 27, 2015