

OLD ENGLEWOOD VILLAGE ASSOCIATION, INC.
CORPORATE BY-LAWS
(As Amended Circa 2022)

ARTICLE I: NAME AND LOCATION

SECTION 1: The name of this corporation is and has been OLD ENGLEWOOD VILLAGE ASSOCIATION, INC. (referred to throughout these bylaws as “OEVA”).

SECTION 2: The principal office of OEVA shall be located in Englewood, Sarasota County, Florida. Other offices for the transaction of business may be located at such places as the Board of Directors may from time to time designate.

SECTION 3: The principle community served by OEVA are the businesses and residents within the area generally described by that area in Sarasota County bounded by what is commonly referred to as the Englewood Town Center, and those individuals and entities having a direct or direct interest in the civil betterment of that community.

ARTICLE II: PURPOSE & MISSION

SECTION 1: The purpose of OEVA is to facilitate the civil betterment of the greater Old Englewood Village neighborhood (as defined in Article I Section 3 above) through community revitalization and beautification including (but not limited to) efforts to enhance economic, business, civic, social, cultural, and recreational services that will benefit businesses and residents of the neighborhood (and surrounding communities and neighborhoods); and for such other civic, charitable, scientific, literary, or educational purposes as OEVA may from time to time deem appropriate, consistent with the corporation’s tax exempt status (see Article VII at pages 6-7 *infra* concerning tax status).

SECTION 2: OEVA shall take care to prepare an appropriate written mission statement to be distributed to its members and disseminated to the public.

ARTICLE III: MEMBERS OF OEVA

SECTION 1: All individuals, persons, corporations, partnerships or other entities with an interest in the purposes of this corporation are eligible for membership in OEVA, subject to the restrictions and requirements set forth in Section 5 of this Article III. Membership shall be obtained by an eligible applicant who submits an application for membership on a form (approved by the Board of Directors) and who subscribes to the mission and goals of OEVA as stated in the application and these by-laws, together with the payment of any such initiation fee, minimum donation or annual dues as shall be determined, from time to time, by the Board of Directors. A failure to pay the required amount when the same shall be due shall result in the termination of membership in the organization.

SECTION 2: An Annual Meeting of OEVA Members shall be held in January of each year (unless circumstances require it to be held in a different month in any given year) on a date and time as scheduled by the Board of Directors. The meeting is to be held at a place in Southwest Florida as described in the notice of the meeting. Notice of the Annual Meeting

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may be delivered by Email to the address of record of the Member, and/or in OEVA's newsletter or website, which shall be published at least 7 days prior to the meeting. At the meeting OEVA Members shall elect Directors to fill any available vacancies on the Board to serve a full three-year term, and/or to fill unexpired terms of Directors that have become vacant by reason of resignation, death, or other cause. Such Directors shall be duly charged with carrying out the business of OEVA on behalf of the corporation and the Members.

SECTION 3: At any meeting of OEVA, an OEVA Member shall be entitled to one vote (if eligible to vote). Where multiple owners of a membership are eligible to vote, they shall have only one composite vote. The existence and extent of the voting rights of a Member shall be as determined by rules established by the Board of Directors or its designee. A quorum at the Annual Meeting (or any other meeting) of OEVA Members shall consist of a majority of the OEVA membership present and voting (including those voting by proxy) but in no event shall be less than five (5) Members.

SECTION 4: A special meeting of OEVA may be called at any time by the President, Vice President, a majority of the Directors, or by 10 percent of the voting Members. Notice of such meeting shall indicate the subject matter to be considered and otherwise shall be made in the same manner as provided in this Article III, Section 2.

SECTION 5: The Board of Directors may create different levels or categories of membership and the conditions and rights for Members in each category, including voting and non-voting memberships, associate memberships, and memberships restricting eligibility to serve as a Director, Officer, and on a committee, or in some other capacity for OEVA. Any member who is expelled for cause may no longer maintain the status of a voting member. Any Director who is expelled and/or who is asked to resign by a majority vote of the Board of Directors, shall not henceforth be permitted to serve on the Board and that vacancy filled as provided in Article IV Section 6 (page 3).

ARTICLE IV: ADMINISTRATION AND MANAGEMENT OF OEVA

SECTION 1: The administration and management of OEVA shall be vested in the Board of Directors and its Officers. All Officers and Directors shall have a fiduciary relationship to its members. OEVA shall maintain such accounts and records as are necessary and prudent in accordance with good business standards. OEVA shall account for funds (and other things of value) received by OEVA and the expenditure thereof for the benefit of the community which it serves. OEVA, through its Officers and Directors, shall maintain its status as a not for profit corporation under the laws of the State of Florida and the Internal Revenue Service (IRS) Code. The Officers and Directors, in performance of their duties, shall cause to be maintained a record of all receipts and expenditures, and an account reflecting the name, address and current membership status of each Member.

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SECTION 2: The business of OEVA shall be conducted and directed by the Board of Directors (Board), who shall be Members in good standing elected by OEVA Members at the Annual Meeting (or appointed as provided in these By-Laws). The number of Directors shall be fixed from time to time by the Board of Directors and shall consist of an odd number of Directors of no less than three (3) and no more than fifteen (15).

SECTION 3: Regular meetings of the Board of Directors shall be held monthly on such dates as may be fixed from time to time by the OEVA Board. Notice of all annual, regular or special meetings of the Board shall be made as provided in Article III, Section 2 (pages 1-2). Meetings of the Board shall be held at such place or places in Southwest Florida as may be described in the notice of the meeting as determined by the Board.

SECTION 4: Attendance of a majority of the Board at any meeting (including those voting by proxy) shall be necessary to constitute a quorum and the act of a majority of Directors present at any such meeting at which a quorum is present shall be the act of the Board of Directors (and an act of OEVA).

SECTION 5: The Board of Directors shall elect the Officers of OEVA who shall serve without compensation. An Officer or Director may be removed from office for such cause (if any) pursuant to rules and procedures adopted by the Board providing for their removal, and/or expulsion of them as provided in Article III Section 5 (page 2).

SECTION 6: Vacancies on the Board of Directors through resignation, removal from office, death or disability may be filled by majority vote of the remaining members of the Board at any regular or special meeting of the Board, or by the Members as provided in Article III Section 2 (page 1-2).

SECTION 7: At the Annual Meeting of OEVA (see Section 2 of Article III at page 1-2), the President, Vice President or a designated Officer or Director shall submit a report to the Members as to the business transacted during the preceding year, a budget for the upcoming year, a report of the general financial condition of OEVA, and other pertinent information.

SECTION 8: Members of the Board of Directors shall be elected for a term of three (3) years and may serve a maximum of two consecutive terms, before becoming eligible to serve on the Board after a minimum of a one (1) year absence. The terms of Directors shall be staggered such that, so much as is possible, the terms of Directors constituting approximately one-third of the Board shall expire at each Annual Meeting. The terms and expiration of terms, number of Directors, eligibility and election of new or replacement Directors shall be as provided by rules and procedures adopted by the Board.

SECTION 9: The Board by majority vote may establish (or abolish) committees to perform such functions as the board shall determine to be necessary and/or advisable for the management of OEVA, as stated in the commission issued by the Board forming the committee. The committees shall be denominated as standing or ad hoc, the members of

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which shall be appointed by the Board on the recommendation of the President. The initial standing committees shall be:

(A) *Executive Committee.* Comprised of the President, Vice President, Secretary and Treasurer, which may exercise the powers of the Board (except for the power to amend these By-Laws), subject to the direction and control of the full Board, in the intervals between regular meetings of the Board.

(B) *Finance Committee.* Chaired by the Treasurer, this committee is to have no fewer than 3 members and is responsible for reviewing and developing fiscal procedures, fundraising plans, financial statements, and the annual budget.

(C) *Governance Committee.* Chaired by a Director, and consisting of general Members as appointed pursuant to the rules of the Board, this committee recruits applications for any open seat on the Board, verifies the eligibility of the applicant to so serve, provides a slate of candidates to be elected at the Annual Meeting (or fill vacancies) and otherwise fulfills the duties of a nominating committee, or such other duties and tasks of good governance as assigned to it by the Board.

(D) *Membership Committee.* Chaired by a Director, and consisting of general Members as appointed pursuant to the rules of the Board, this committee assists the Board in establishing membership types and levels, and otherwise enforcing Article III Sections 1 and 5 (pages 1-2), soliciting new members and processing membership applications, and otherwise fulfills such other duties and tasks as assigned to it by the Board, towards developing a vibrant constituency of OEVA Members.

SECTION 10: The Board of Directors shall deposit the funds of OEVA in such financial institutions as it may from time to time direct, and withdrawal of such funds shall be by a person or persons as the Board of Directors may direct.

SECTION 11: Minutes of all meetings of the Board of Directors shall be kept and shall be available for inspection by members of the Board and OEVA at all reasonable times. Minutes of the Board shall be retained for a period of not less than seven (7) years.

SECTION 12: The Board may engage such agents or parties as it may deem necessary to assist it in the administration and management of OEVA, and shall develop and maintain a Conflict of Interest and Human Resources policies consistent with law and best practices applicable to its industry. From time to time, and at the discretion of the Board, one or more Advisors may be consulted in matters where it is deemed advisable due to the area of expertise required to assist the Board of Directors in carrying out its duties. This advisory relationship shall permit the Advisor(s) to attend Board meetings and to secure information in behalf of the Board from outside sources. This member(s) shall not have voting privileges, but may, at their discretion, maintain general membership.

SECTION 13: The fiscal year of OEVA shall be from January 1 through December 31.

SECTION 14: The Board of Directors may hold meetings by telephone or video teleconferencing and may take action by unanimous written consent in lieu of a meeting,

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vote by proxy, or by such other methods pursuant to rules adopted by the Board. So far as is practicable, meetings may be governed in substantial conformity to Roberts Rules of Order.

SECTION 15: Directors shall not be entitled to compensation, nor personally liable for monetary damages to any person for any statement, vote or decision unless (a) the Director breached or failed to perform his duties as a Director and (b) the breach or failure to perform is (1) a criminal offense (unless the Director had reasonable cause to believe the conduct was lawful), (2) a transaction from which the Director received improper personal benefit, or (3) reckless or the act was committed in bad faith or with a malicious purpose.

ARTICLE V: OFFICERS

Section 1: OEVA shall have a President, a Vice President, a Secretary and a Treasurer. Officers of OEVA shall serve at the pleasure of the Board and shall serve without compensation. They shall be chosen by the Board of Directors and shall hold their offices from time to time and shall be elected or re-elected at any meeting of the Board of Directors. OEVA may have more than one (1) Vice President, Assistant Secretaries, or Assistant Treasurers and such other officers and agents as deemed necessary. Any person may hold two (2) or more offices, except that the President shall not also be the Vice President, Secretary or Assistant Secretary of OEVA at the same time. No person shall be eligible to serve as President after he or she has served as President for three consecutive years (but may be reappointed after no less than a one-year absence).

SECTION 2: The President, or in the President's absence, the Vice President of OEVA, shall preside at all Annual Meetings of OEVA, and at meetings of the Board of Directors, unless the Board selects a Chairperson to fulfill those duties instead. The President shall have general supervision over the affairs of OEVA and over other Officers, and in the President's absence or disability; these duties shall be performed by the Vice President, Secretary or Treasurer in that respective order. Nothing in this section shall prevent the Board from engaging the services of an Executive Director or other qualified person, to fulfill some of all of the executive functions of the President, or any other officer.

SECTION 3: The Secretary shall attend and keep the minutes of all meetings. The Secretary shall have charge of OEVA records and papers and shall perform all other duties normally incident to such office. In the absence or disability of the Secretary, the duties may be performed by the Executive Assistant, Assistant Secretary or another officer or director.

SECTION 4: The Treasurer shall have custody of the funds of OEVA and shall keep regular books and accounts. The Treasurer shall have custody of vouchers, receipts, records and other papers normally incident to such office or assign them to be kept with the bookkeeper or accountant. In the absence or disability of the Treasurer, the duties may be performed by an Assistant Treasurer or another officer or director.

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SECTION 5: Each of the officers above described shall, in addition to the powers and duties conferred upon them herein, have all the powers, authorities, and responsibilities as are designated to officers of a corporation not for profit under the laws of the State of Florida.

ARTICLE VI: ACCOUNTING AND AVAILABILITY OF RECORDS TO MEMBERS

SECTION 1: OEVA shall maintain records according to good accounting practices which shall be open to inspection at reasonable times in accordance with law and pursuant to rules established by the Board. OEVA shall account for funds (and other things of value) received by OEVA and the expenditure thereof for the benefit of the community which it serves.

SECTION 2: OEVA shall disclose financial and other records, information and data to the extent required by state and federal law, and shall develop and maintain Privacy Policies and Transparency Policies consistent with law and best practices applicable to its industry.

ARTICLE VII: TAX EXEMPT STATUS

SECTION 1: The purposes for which OEVA is organized are exclusively to promote social welfare such that it operates primarily to further the common good and general welfare of the people of the greater Old Englewood Village community (such as by bringing about civic betterment and social improvements) within the meaning of §501(c)(4) of the IRS Code.

SECTION 2: Notwithstanding any other provisions of these by-laws, OEVA shall not carry on any other activities not permitted to be carried out by an organization exempt from Federal income tax under IRS 501(c)(4) (or such other designation the Board may elect), or the corresponding provision of any future United States IRS Code.

SECTION 3: Upon the event of dissolution of OEVA, after paying or making adequate provision for the payment of debts and obligations of the corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of and as required by section 501(c) of the IRS Code (or corresponding section of any future provisions of the Code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SECTION 4: No part of OEVA's net earnings shall inure to any member or director. OEVA is a tax exempt organization provided by the Federal Tax Law or as may be hereafter amended. Any provision of these By-Laws which would cause OEVA not to continue to qualify for such tax exempt status shall be null and void and shall yield to the overriding intention herein expressed. In all respects, the Officers and Directors of OEVA shall take care to avoid transactions and conduct that may jeopardize its tax exempt status, or cause OEVA to incur liability for excise or other taxes for engaging in non-exempt transactions.

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ARTICLE VIII: AMENDMENT OF BY-LAWS

The By-Laws of OEVA may be amended by a majority vote of the Board of Directors present at any annual or special meeting of OEVA at which a quorum is present upon no less than 30 days written notice providing the sum and substance of the amendments.

These By-Laws of the OLD ENGLEWOOD VILLAGE ASSOCIATION, INC. were amended, restated and approved by the Board of Directors of OEVA at a meeting, after notice, of the Board of Directors held on: December 06, 2022

ATTEST, _____


Kathi Obendorfer, President