

BAY ISLAND- SIESTA NEIGHBORHOOD ASSOCIATION, INC.
P.O. Box 25306
Sarasota, Florida 34277-2306

BYLAWS

ARTICLE 1
Purpose of the Association

The Bay Island Siesta Neighborhood Association [BISA] is a not for profit neighborhood Association. The general purpose of this neighborhood association is to promote the general quality of life in this community, and to provide a representative voice in civic and community affairs in the interests of the residents of this community.

ARTICLE 2

The Fiscal Year of this corporation shall begin on January 1 and end on December 31.

ARTICLE 3
Membership

BISA represents the residents of Bay Island and that northerly portion of Siesta Key which is in the City of Sarasota. All residents of this area shall be considered members of the Association upon payment of annual dues.

ARTICLE IV
Membership Meetings

The annual meeting of the members shall be held at a date, time and place as determined by the Board of Directors.

At the annual meeting the nominating committee of the Board shall present the candidates for election to the Board of Directors. The membership shall vote on the nominees.

A quorum at all meetings shall consist of those present. The majority vote shall rule.

SPECIAL MEETINGS: A special meeting of the members may be called by the President or a majority of the Directors at any time. It shall be the duty of the President, Vice President, or the Board of Directors to call a special meeting whenever requested in writing by twenty-five (25) or more members of the Association. Such requests shall note the purpose of the meeting. Membership shall be notified of the special meetings at least ten (10) days in advance.

ARTICLE V Amendments to By-Laws

These By-Laws may be amended by the Board of Directors by a majority vote at a regular board meeting or by unanimous consent in writing or by email.

The directors must also consider amendments submitted in writing by twenty-five (25) or more members. Such petitions shall include the specific changes proposed and reasons for the changes. The membership shall be notified of proposed changes in writing at least ten (10) days before the meeting at which they are to be considered, and member comments shall be invited.

ARTICLE VI Board of Directors Indemnification

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonable incurred by or imposed upon him in connection with any proceeding or the settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to the exclusion of all other rights and remedies to which such Director or Officer may be entitled.

ARTICLE VII

Officers and Directors

The business of the Association shall be managed by not fewer than eight (8) or more than twenty (20) Directors. The President shall appoint a Nominating Committee each year to provide candidates for Officers and Directors. The Officers will be voted upon by the Board of Directors. The Board of Directors will be voted upon at the annual meeting.

If a vacancy occurs on the Board of Directors during the year, the Board of Directors may fill that vacancy. Those appointed to interim terms by the Board of Directors will serve as a Director until the annual meeting, at which time they must be elected by the membership.

PRESIDENT: The President shall be the Chief Executive Officer of the Association and the ex-officio member of all committees. The President shall preside at all meetings of the Directors and the members; the President shall sign all contracts and other legal documents for the Association, and shall perform all other duties deemed necessary to the office. In addition to the annual meeting the President shall call meetings of the Board of Directors as deemed necessary.

VICE-PRESIDENT: The Vice-President shall assume the powers of the President and shall discharge those duties in the absence of or disability of the President.

SECRETARY: The secretary shall keep the minutes of the meetings of the Directors and distribute those minutes to the Directors. The secretary shall perform all other duties incident to the offices.

TREASURER: The Treasurer shall have the general charge of the accounting of receipts and payment of monies and shall keep a full and accurate account of the Associations' financial accounts. A statement of the accounts shall be rendered at each Directors' meeting when so requested by the President and at the Annual meeting.

ARTICLE VIII
Delegation of Duties

Whenever an Officer is absent or whenever, for any reason, the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an Officer to any other Officer or Officers or to any Director or Directors.

ARTICLE IX
Removal of Officers and Directors

An Officer or Director of the Association may be removed by a 60% vote of the Board of Directors whenever in their judgment the best interests of the Association will be served by the removal.

ARTICLE X
Committees

There shall be no standing committees. However special committees can be appointed by the President as needed, with the approval of a majority of the Board of Directors present at a regularly called meeting. Any member shall be eligible to serve on committees.