

By-Laws of Maximo Moorings Civic Association, Inc., d/b/a Maximo Moorings Neighborhood Association, Inc.

Revisions dated January 22, 2025

The name of the association shall be Maximo Moorings Civic Association, Inc., d/b/a Maximo Moorings Neighborhood Association, Inc. The name shall be registered with the Florida Department of State Division of Corporations by the Treasurer with the 2025 annual filing.

ARTICLE I-AREA

The area in St. Petersburg, Pinellas County, Florida, within which this Association shall function shall be described by the following boundaries:

Beginning at the intersection of 50th Avenue South and 34th Street South, from the center line of 34th Street South, West on 50th Avenue South, to 38th Way South, thence North along the property line with the Maximo Marina to the Maximo Marina Channel, thence West along the seawall of the Maximo Marina Channel to 44th Street South, thence along the property line with Dolphin Cay to 54th Avenue South, the center line of the westbound lane of 54th Avenue South (The Pinellas Bayway) to 34th Street South, thence North to the Point of beginning at 50th Avenue South.

ARTICLE II- PURPOSE

The purpose for which the corporation is organized is to promote any and all activities for the betterment of the subdivision known as Maximo Moorings, located in the City of St. Petersburg, County of Pinellas, State of Florida, other than social, to oppose any and all activities that might lessen the attractiveness of the said Maximo Moorings Subdivision as a residential community; to assist in any project, whether sponsored by the Skyway Marina District and/or the City of St. Petersburg that would have the effect of encouraging individuals to become residents of Maximo Moorings Subdivision, provided that said projects are in conformity with the standards now maintained in said subdivision; and to render assistance in common areas that may be dedicated in the Maximo Moorings Subdivision.

ARTICLE III- MEMBERSHIP

SECTION 1. As provided in the Articles of Incorporation, any individual owning, leasing, or otherwise lawfully occupying single family properties in the subdivision shall be eligible for membership in the Association. They are privileged to vote and hold office.

SECTION 2. Residents of Moorings of Maximo Condominiums and Maximo Moorings Villas are eligible for membership and are privileged to vote and hold office.

SECTION 3. Membership in the Association shall require the payment of \$40.00 per year in dues. Such payment shall confer membership upon the owner or lessee of Maximo Moorings property and his or her

spouse. Only one membership per household will be recognized for voting privileges; this is one vote per household at general meetings.

SECTION 4. The board of directors may create various classes of membership such as resident, associate, business, or junior as it sees fit and may establish the qualifications and dues structure for such classes at its discretion.

SECTION 5. There may be business membership in the Association with dues at the rate of \$40.00 per year with no voting privileges.

SECTION 6. The membership year and the fiscal year shall reflect the calendar year, January 1 to December 31.

ARTICLE IV- GENERAL MEMBERSHIP MEETING

SECTION 1. There shall be at least one regular meeting of the general membership of the Association per year. The meeting shall be scheduled at the discretion of the board, at such place as the President shall designate. Notice of such meeting shall be posted in Fuller Circle and at the 41st St. South entrance at least 3 days prior to the meeting.

SECTION 2. The meeting of the general membership of the Association shall be designated as the annual meeting, at which meeting, any vacancies in the board of directors shall be filled by election of the general membership.

SECTION 3. A special meeting of the general membership may be called from time to time by the President or by a majority of the board of directors. Notice of the time and place of the special meeting shall be given to all members by posting a notice at Fuller Circle and at the 41st St. South entrance at least 3 days prior to the meeting.

SECTION 4. Only members in good standing by virtue of the current membership and residence/ownership, shall be eligible to vote at any regular or special meeting of the general membership.

SECTION 5. Those present, but not less than 25 members, at any regular or special meeting of the general membership shall constitute a quorum to conduct the business of the Association.

SECTION 6. In the absence of any contrary direction in these By-Laws or in the Articles of Incorporation of the Association, meetings of the general membership shall be conducted in accordance with Robert's Rules of Order.

ARTICLE V

SECTION 1. The board of directors of the Association shall meet regularly nine times per year, except June, July and August, at such time and place specified by the President.

SECTION 2. Directors' meetings which coincide with the general membership meetings may be held immediately prior to or subsequent to such general meetings; or such director's meetings may be waived at the discretion of the President.

SECTION 3. A special meeting of the board of directors may be called by the President or by one third of the current active members of the board. Due diligence must be exercised to give actual notice of any special meeting to each member of the board.

SECTION 4. In emergency situations involving critical issues where time does not permit the calling of a special meeting, the President or delegate, is authorized to poll the various members of the board by telephone or electronic means, in order that they may properly represent the board and the general membership in the pending urgent matter.

SECTION 5. A simple majority of the current board of directors must be present at any regular or special meeting to constitute a quorum to conduct official business of the board.

SECTION 6. In the absence of any contrary direction in these By-Laws or in the Articles of Incorporation of the Association, meetings of the board of directors shall be conducted in accordance with Robert's Rules of Order.

ARTICLE VI

SECTION 1. As approved in the Articles of Incorporation, the affairs and business of the corporation shall be managed by the board of directors. The number of members of the board has been designated by the general membership to be a maximum of 15 positions and shall remain so until such number is changed by the general membership.

SECTION 2. The manner of election and length of term of directors shall be as stated in Article VI of the Articles of Incorporation. The term of each director shall be from the annual meeting to the next annual meeting. Consecutive or additional terms are to be voted on at the annual meeting.

SECTION 3. In the event the incumbent director should become disqualified for membership on the board due to death, resignation, sale of property, failure to pay annual dues, through the operation of Section 4 below (absenteeism) and/or failure to perform job duties, then the board of directors shall appoint another member of the Association to complete the term of the vacant position.

SECTION 4. The Secretary or designate shall take the roll at each meeting. Should any director fail to attend any two consecutive meetings without being previously excused from attendance by the President,

such director may be automatically removed as a director, and a successor to their unexpired term shall be appointed by the board. Conference call by telephone or video is an acceptable method of participation at the discretion of the President.

SECTION 5. The board of directors shall report to the general membership at the annual meeting on the affairs of the association and render a treasurer's report on its financial status, including receipts and disbursements.

ARTICLE VII

SECTION 1. As provided in the Articles of Incorporation, the following executive officers shall be elected by the board of directors from among the members of the board: President, First Vice President, Second Vice President, Secretary, and Treasurer. In the event there is no candidate from the existing members of the board, a candidate may be chosen from the general membership. Prior experience such as a previous board and/or committee position is preferred.

SECTION 2. Such officers shall have the authority to perform the duties as hereinafter prescribed by the board of directors or the general membership. Not more than one executive office may be held by one person. An individual may hold a designated office and serve as a committee chair or member of a committee.

SECTION 3. Any executive board member may be removed from office, by a vote of two thirds of the members of the board of directors.

SECTION 4. In the event any office is vacated, for any reason, such vacancy shall be filled at the next meeting of the board. In the event there is no candidate to fill the vacancy by the next meeting of the board, the vacancy should be filled as soon as possible, and voted on at the next annual meeting.

SECTION 5. The President shall be the principal executive officer of the Association and shall preside at meetings of the general membership and the board of directors. They shall generally be the spokesperson for the association and reflect the feelings of the board and the general membership. They are authorized and directed to sign such instruments as need be executed in the name of the corporation and shall otherwise exercise and perform all duties, customary or incident to the office of the President, and such other and further duties as may be prescribed by the general membership of the board of directors.

SECTION 6. The First Vice President and the Second Vice President shall assist the President in the performance and execution of their duties in the absence or disability of the President, in the order of their rank. When so acting, either of them shall have the powers, or be subject to the restrictions of the office of the President. The Vice Presidents shall perform such duties as are delegated to them by the President or assigned to them by the board of directors or the general membership.

SECTION 7. The Secretary shall keep a record of each meeting of the board of directors and shall keep minutes of such meetings and the general meeting, and further shall see that appropriate notices are given of all meetings.

The Secretary shall type and distribute to each board member the minutes of each board meeting at or before the next meeting. Minutes of each meeting of the general membership shall be recorded and read at the next meeting of the general membership unless such reading is waived by appropriate motion.

The Secretary shall also be the custodian of the current records of the Association and shall keep a roster of the names and addresses of all the members. In addition, the Secretary shall perform all duties customary or incident to the office as well as other duties as may be delegated or assigned by the President, the board of directors, or the general membership.

SECTION 8. The Treasurer shall have charge and custody of, and be responsible for, all funds, securities, and other properties of the Association and shall receive, receipt for and deposit all funds in the name of the Association in such banks or other depositories as shall be selected by the board of directors; and shall keep adequate records showing in detail the source and disposition of all funds handled. The Treasurer shall perform all duties inherent in and incidental to the office of treasurer and such other duties as may be delegated or assigned by the President, the board of directors or the general membership. If required by the board, the Treasurer shall give bond for the faithful performance of their duties, in such sum as the board shall determine, and the cost of such bonding shall be borne by the Association.

The Treasurer shall also be responsible for filing with the Secretary of State of Florida, the annual report required of all non-profit corporations and shall also file annually with the clerk of the City of St. Petersburg a list of the officers and directors of the Association, and all other organizations affiliated with the Association.

ARTICLE VIII

SECTION 1. The board of directors may create such standing or special committees as from time to time appear necessary or convenient in carrying out or furthering the purpose of the Association.

SECTION 2. Any such committee shall be headed by a chairperson who shall be chosen by the President. Such committee chairpersons shall customarily, but not necessarily, be a member of the board of directors, but shall, in any event, be a member in good standing of the Association. The President shall also be responsible for the appointment of members to serve on each committee, but they may delegate the authority to appoint such committee members to the chairperson. All committee members must be in good standing with the Association.

SECTION 3. Committee chairpersons shall report committee activities, if any, at each meeting of the board of directors, and such reports shall be included in the minutes of the meeting.

SECTION 4. A committee chairperson of a standing committee who is being succeeded by a new chairperson shall render a written report on the purpose, function, and current status of committee activities to their successor and to the President.

ARTICLE IX

SECTION 1. The board may authorize, by appropriate resolution, any officer or other person, as agent of the Association, to enter into contracts or execute and deliver instruments in the name of, and on behalf of the Association, but may not incur indebtedness in an amount which exceeds two-thirds of the value of the assets of the corporation.

SECTION 2. The President shall have the authority to spend up to \$250.00 on behalf of the Association between board meetings without a specific board resolution authorizing such expenditure.

SECTION 3. All checks, drafts, notes or other instruments of indebtedness shall be signed by either the President or the Treasurer unless another board member is specifically authorized to sign such an instrument.

SECTION 4. The financial records and accounts of the Association may be audited annually by a committee appointed by the President, and said committee is not to include board members.

SECTION 5. The Association, through its board of directors, shall at all times protect the officers and directors from any liability for damages arising out of the performance of their duties and shall defend any of them against any action brought against one or more of them on account of any transaction entered into on behalf of the association, and shall fully indemnify each officer and director for any liability arising out of any transaction engaged in or undertaken on behalf of the Association. The board may obtain liability insurance for such purpose as it deems necessary.

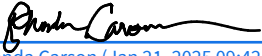
ARTICLE X

SECTION 1. The board of directors shall keep complete and correct written books and records of account, and written or electronic minutes of the proceedings of the meetings of the general membership and board of directors. Such books, records and minutes shall be open for the inspection of any member of the Association at all reasonable times upon request, and at all general membership meetings.

ARTICLE XI

SECTION 1. Pursuant to Article IX of the Articles of Incorporation of the Association, the By-Laws of the corporation may be amended or rescinded by a majority vote of the entire membership of the board of directors at any duly called meeting of the board, or by unanimous consent of the entire membership of the board without a meeting.

These amended By-Laws were duly adopted by a unanimous consent of the board of directors on the 22nd day of January, 2025



Rhonda Carson (Jan 21, 2025 09:42 EST)

Rhonda Carson, First Vice President and acting President



Carol Hansen (Jan 23, 2025 13:35 EST)

Carol Hansen, Treasurer



Cyd Miller (Jan 24, 2025 11:19 EST)

Cyd Miller, Secretary



Pam Potenza (Jan 24, 2025 15:16 EST)



Pam Potenza (Jan 24, 2025 15:16 EST)

Pam Potenza, Committee Chairperson



Maria Dambeck (Jan 24, 2025 13:46 EST)

Maria Dambeck, Committee Chairperson



Kim Gauthier (Jan 24, 2025 15:00 EST)

Kim Gauthier, Committee Chairperson











Signatures on By Laws please MMNA By-Laws 1222025

Final Audit Report

2025-01-24


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