

The Casey Key Association, Inc.

By-Laws

ARTICLE I - NAME. The name of the organization is *The Casey Key Association, Inc.*

ARTICLE II – PURPOSE The object of this Association shall be the protection of Casey Key by (1) preserving the natural beauty, marine, animal, and bird life of the area and (2) protection of the interests of the residents.

ARTICLE III – MEMBERSHIP 1. The regular membership of this association shall be composed of any person who is a property owner or a joint property owner or resident of Casey Key upon payment of the annual contribution, as recommended by the Board of Directors and approved at the Annual Meeting. All regular members in good standing shall be entitled to one vote in person or by proxy at any meeting of the Association. To be in good standing a member must have made his contribution for the current year. One membership, one vote and one contribution shall inure to each property owner. Where property is owned jointly, owners are considered to share one membership and one vote. No individual may hold more than one membership. Joint owners of a property must agree among themselves on their vote, otherwise their vote is lost. 2. The associate membership of this association shall be composed of individuals who have been former regular members of The Casey Key Association, Inc. or who rent on Casey Key for at least one month of the year in the year in which they wish to be a member, and shall not be entitled to vote, but may express a preference in opinion polls.

ARTICLE IV – BOARD of DIRECTORS 1. The business of The Casey Key Association, Inc. shall be administered by its Board of Directors. The Board shall consist of twelve Directors comprising seven regular Directors, and the five Officers, who, upon their election, automatically become Directors. Such Officers shall be a President, two Vice Presidents, a Secretary, and a Treasurer. 2. The election of Officers and Directors shall be by majority vote of the membership present in person or represented by proxy at the Annual Meeting. The Nominating Committee shall present a list of their nominees for Officers and regular Directors to be elected at the meeting. Such list of nominees, including their full names and addresses, shall be incorporated in or attached to the Notice of the Annual Meeting. 3. Any twenty or more members of the Association who are in good standing may nominate for any of the offices (including directorships) to be voted upon at the Annual Meeting any other member or members of the Association in good standing by delivering to the President at least thirty-five days prior to the established date of the Annual Meeting, a written notice listing such other nominees, including their full names and addresses and the office for which each is being nominated, such notice being signed by all of such nominating members. The President shall promptly after receipt cause such list of other nominees to be mailed to the membership and shall present such other nominations together with the nominations of the Nominating Committee to the membership at the Annual Meeting. 4. The President, two Vice Presidents, Secretary, and Treasurer of the Association shall serve for one year

and/or until the next Annual Meeting. Three or Four regular Directors will be elected each year to serve for two years in addition to the five Officers who automatically become Directors and who will serve for one year; thus, in effect, the membership will elect eight or nine Directors each year. No person shall be elected President for a third consecutive term, or Vice President, or regular Director for a for a fourth consecutive term in the same office, nor will any person serve on the Board of Directors for more than 8 consecutive years. Any Director who, without due cause, fails to attend three consecutive Board of Director meetings shall be considered as having resigned from his or her appointive or elective role as of the Board meeting immediately following the third absence.a. The President is the Chief Executive Officer of the Association and is responsible for the conduct of its affairs in accordance with policies prescribed and actions authorized by the Board of Directors. He shall preside at all meetings of the Board of Directors and prepare the agenda for such meetings.b. The Vice President with the most seniority, which is defined as having served on the Board in any capacity for the longest period of time, shall act in place of the President during his or her absence and shall perform such other duties as may be delegated by the Board of Directors. In the event that both Vice Presidents have equal seniority, then the Board of Directors shall decide who shall perform the duties of the President in his or her absence.c. The Secretary shall be responsible for seeing that adequate notice is given of all meetings of the Board of Directors and of the Membership; shall keep the minutes of all meetings; shall maintain a list of the names and addresses of members in good standing; shall mail proxies to the membership prior to meetings; and shall certify the number of votes by duly authorized proxies.d. The Treasurer shall be custodian of the funds of the Association; shall keep full and accurate books of account showing income and expenditures; shall keep the Board of Directors regularly advised as to the status of the treasury, including the number of paid contributions and other relevant financial data; shall sign all checks of the Association, provided that in his absence checks may be signed by a duly elected Officer; and shall present at the Annual Meeting the Treasurer's report of the finances of the Association. 5. The Officers and other members of the Board of Directors shall take cognizance of and take appropriate action to support the hereby declared policy of the Association, to wit: That in consonance with the provisions of Article I of the Charter of the Association, continued recognition of and maintenance by the Board of County Commissioners of Sarasota County of the then current Zoning Ordinances establishing and maintaining Casey Key as a Single Family Residential District is beneficial to and will "foster and promote the general welfare and prosperity of the Members and of Casey Key" and that changes in zoning use of land or structures, variances, exceptions and the like which would have the effect of changing the residential character of the whole or any part of Casey Key should not be permitted.

ARTICLE V – MEETINGS1. An Annual Meeting of the Membership of the Association shall be held during the month of January of each year at a time and place to be fixed by the Board of Directors. At the Annual Meeting, the membership shall elect Officers and Directors, approve rate of contribution, and conduct any other business properly introduced at said meeting. Notice of the Annual Meeting shall be mailed to each member in good standing at least thirty days prior thereto. Other meetings of the membership may be called by the Board of Directors on two-weeks written notice giving

the time, place, and purpose of the meeting. A quorum for the transaction of business at any meeting shall consist of 20% of the membership present in person or represented by proxy. If such a quorum is not present, the meeting may be adjourned from time to time without notice until a quorum is present. At such adjourned meeting, any business may be transacted which might have been transacted at the meeting originally notified. 2. At the time notice is given of any meeting, it shall be accompanied by a proxy designating two members of the Board of Directors to vote as a unit on any question relevant to the purpose of the meeting as set out in the notice. When such proxy is executed and returned by a member who is certified by the Secretary and Treasurer to be in good standing, it may be voted with the same force and effect as if the member were voting in person. 3. Regular meetings of the Board of Directors shall be held once a month at places and times to be agreed upon unless the Board is advised by the President that there is no business to come before the meeting. Special meetings may be called by the President or any two members of the Board of Directors. 4. Directors shall be given at least three days written notice of any meeting except in case of emergency in which event written waiver of notice must be obtained from a quorum of Directors. 5. Seven members of the Board of Directors shall be necessary to constitute a quorum. All matters requiring Board action to be valid shall be approved or ratified by a majority of the Directors constituting a quorum at any regular or special meeting. 6. Vacancies as a result of resignation, death, or any other cause of any Officer or Director may be filled by a vote of the majority of the Board of Directors for the unexpired term. 7. In the event that an action of the Board of Directors is, in the opinion of the President (or in his or her absence, one of the Vice Presidents), required on an urgent basis at anytime when a quorum of the Board of Directors is unavailable by reason of illness or absence from Casey Key or other valid reasons, the President, having made reasonable efforts to obtain a quorum of regular Directors is authorized to call upon former Directors or former Officers of the Association who are currently in good standing in such number as is necessary to form a quorum with available Directors, and such individuals shall serve pro tem as alternate Directors with all the authority of duly elected Directors, until a quorum of regular Directors is available.

ARTICLE VI – COMMITTEES 1. A Finance Committee composed of the Treasurer and other members shall be appointed by the President promptly after each Annual Meeting. It shall be the duty of this committee to prepare a budget for the fiscal year beginning the first of January and ending the last day of December to submit it to the Association at the next Annual Meeting. 2. The Nominating Committee shall be a standing committee consisting of the last two Presidents willing and able to serve and three other regular members appointed by the President and approved by the Board of Directors. This Committee shall be chaired by the latest past President, shall inform the Board of Directors of its proposed slate at the regular October meeting of the Board, and shall report to the Membership at the Annual Meeting. 3. Such other committees shall be appointed by the President as the Board of Directors deem necessary to carry on the work of the Association. The President shall be ex officio a member of all committees.

ARTICLE VII – AMENDMENT TO BY-LAWS. These By-Laws may be amended at any meeting of the Association by a majority vote of the members present in person or

represented by proxy, provided notice of a proposed change shall have been given with the notice of the meeting.

ARTICLE VIII – DISPOSITION OF ASSETS The Association shall be operated for the purposes for which it is organized. No part of the net earnings of the Association shall inure to the benefit of any person except as compensation for services, or as an allowance in furtherance of the purposes of the Association. In the event of dissolution of the Association, its net assets shall be distributed to an agency organized and operated for the purposes of the Association and of which no part of the net earnings inures to the benefit of any person as compensation for services or as an allowance in furtherance of its purposes.

ARTICLE IX The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Association may adopt.*By-Laws updated to include October 2000 revisions.