

**KEYSTONE POINT NEIGHBORHOOD ASSOCIATION, INC.
BY-LAWS, ADOPTED FEBRUARY 18, 2021**

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ARTICLE 1: ORGANIZATION

SECTION I-A: NAME:

The name of the organization shall be Keystone Point Neighborhood Association, Inc. (hereinafter referred to as KPNA). For this purpose, Keystone Point shall mean the area specifically defined herein (see Section 5-F (c)). The organization shall be incorporated and operated under the laws of the State of Florida as a non-profit corporation. The corporate seal shall be in such form as the Board of Directors selects and as set forth at the end of the by-laws in actual form or a facsimile thereof. This organization is the successor to, and shall be considered to be, the same as the former Keystone Point Homeowners Association, Incorporated (KPHA).

SECTION I-B: PURPOSES:

The purposes of KPNA are as follows:

- (1) To unite property owners in the Keystone Point Area to create a community spirit and harmonious neighbor relations through social activities, newsletter and such other means intended to accomplish this purpose.
- (2) To promote community activities and interest in the Keystone Point Area.
- (3) To take actions to maintain and improve the welfare and land values in the Keystone Point Area.
- (4) To have the city, property owners, and KPNA maintain and improve the aesthetic beauty, landscaping and residential charm of the Keystone Point Area.
- (5) To welcome new residents to the community and seek their participation in the KPNA activities. To inform residents, recent and old, on matters of interest to them through the KPNA website, newsletters, email blasts and other communication vehicles.
- (6) To engage in civic and educational activities which the Directors determine to be necessary to protect the health, welfare and land values of the Keystone Point Area and its residents.

(7) To follow the expenditures of money, and other actions, of the city, county and state governments that have an impact or effect upon the Keystone Point Area, or its residents, and to determine the interest and position of KPNA members on such matters and to make such positions known to the appropriate government bodies or officials through the KPNA Directors, and to keep KPNA members apprised of such matters. DISCLAIMER: That no resolution, vote nor otherwise is intended to violate any IRS provision, 501 (C-4), and if deemed to have done so, it shall be considered null and void ab initio. However, KPNA shall be allowed to state its likes and dislikes as the municipality affects Keystone Point's lifestyle and general welfare.

(8) To seek the following improvements and similar improvements to the Keystone Point Area: installation of curbs, underground utilities, landscaping and permanent improvements to the entrances to Keystone Point, the Tot-Lot, the Canal ends and swale areas - by government funds, contributions, KPNA funds, citizen and business support.

(9) To take actions to seek to preserve the cleanliness of the Keystone Point canals and Biscayne Bay and to seek to have the appearances of Keystone Point from the canals kept up and to otherwise preserve the recreational boaters' interest and recreational boating nature of Keystone Point.

SECTION I-C: GENERAL MEMBERSHIP AND DUES:

GENERAL MEMBERSHIP: The requirement for membership in the KPNA are:

- (a) Residence within the area defined herein as "Keystone Point," and
- (b) Being a legal owner of the Title to a residence in Keystone Point (or the spouse of such person; or the nominee of the legal owner(s) of record, if the legal owner of record is not an individual meeting all requirements of membership), or
- (c) Residing in Keystone Point as a tenant for a period of not less than 3 months.
- (d) Payment of Annual Membership dues for the then current year.

DUES: The Annual dues, which shall be deemed a contribution to KPNA, are hereby set at \$50.00 per residence. The dues may be increased prospectively (applicable only to new mem-

berships and renewal of annual memberships) by a majority of Directors present at a Board Meeting of the Directors or by majority vote of the General Membership. The directors are authorized and directed to establish the dates (and discounts or penalties for early or late payment) for dues to be paid and the procedures for dues notices, collections, receipts and keeping of membership records.

(3) VOTING RIGHTS: A "residence" shall have two votes if it meets all the following requirements: (a) At least two adults (age 18 or over) reside in the one "residence," and (b) both designated voters are present to cast their respective votes personally. Otherwise, there will be one vote allowed per "residence." Any disputes as to voting rights hereunder shall be settled by the Executive Committee and such ruling shall be final on voting rights disputes.

SECTION I-D: GENERAL MEMBERSHIP MEETINGS:

(1) ANNUAL MEETING: The Annual General membership Meeting (for the purpose of electing Directors for the forthcoming year, as the priority item of business above all else) shall be held during the month of January, at a date, time and place set by the Directors. Notice shall be given online 15 days prior to the Annual Meeting.

(2) SPECIAL MEETINGS: The Directors may call a Special Meeting of the General Membership upon 10 days written notice to all members. The General Membership may call a Special General Membership Meeting by submitting a Petition stating the reason the meeting is requested, signed by 25 voting members, to the Board of Directors who shall promptly call a Special General Membership Meeting forthwith.

In the event of an emergency, the President, with the concurrence of the 1st and 2nd vice presidents, may call a special emergency meeting upon 24 hours email notice.

ARTICLE 2: DIRECTORS

SECTION 2-A: QUALIFICATIONS OF DIRECTORS:

To be elected, and to continue to hold office as a Director, a person must meet all of the following requirements:

- (1) Be a home-owning resident of the Keystone Point area for 30 days prior to election or a renter of the Keystone Point area for 90 days; be a resident of the State of Florida, and reside in Keystone Point as such person's principal residence at least 6 months of the year, for the year immediately prior to election, and
- (2) Have a desire to serve, and sign and submit a "Declaration of Interest and Ability to Serve," in the form adopted by the Board of Directors, at the time of nominations or prior to being voted on by the general membership, and
- (3) Be a paid-up member of the KPNA.

SECTION 2-B: DIRECTORS ELECTION PROCEDURE:

- (1) **NUMBER OF DIRECTORS AND TERM OF OFFICE:** The General Membership shall elect no less than seven (7) and no more than nineteen (19) Directors, the exact number of which is to be decided by the Board of Directors, and provided further that minimum and maximum numbers may be suspended by a majority vote of the general membership or the Board of Directors.
- (2) **NOMINATIONS BY NOMINATING COMMITTEE:** A Nominating Committee shall be formed no later than October 30 of each year. The Nominating Committee shall be comprised of the officers of KPNA as well as any volunteer members. The Nominating Committee shall nominate the number of nominees permitted in Paragraph (1) above, whom the committee believes to be well qualified, interested and able to serve KPNA as Directors. The Nominating Committee shall attempt to obtain signed "Declaration of Interest and Ability to Serve" forms and any other data, on persons to be considered for nomination prior to final selection of the nominees.

The Nominating Committee must meet at least once. The meeting must be held at least 20 days prior to the Director Election date. The Nominating Committee must make its final selections at least 15 days prior to the General Meeting. The Nominating Committee's Notice of Selections shall be included in the Annual Meeting Notice required under Section 1-D (1) herein. The Nominating Committee shall be responsible for the preparation of the ballot. In addition to the names of the persons nominated by the Nominating Committee, the Ballot must contain

(identified by separate designation on the ballot) the names of other nominations made as set forth in paragraph (3) immediately hereafter.

(3) NOMINATIONS BY PETITION: Any otherwise qualified person not nominated may be drafted or self-nominate so long as he/she:

(a) Meets Requirement for Qualifications of Directors.

(b) Submits a letter stating, name, address, e-mail address, length of residence in Keystone Point, telephone number, and

(c) Expresses interest and intent to serve

(4) ELECTION PROCESS: The Nominating Committee Members and the Membership Chairman shall serve as the "Election Committee" to see that:

(a) The Board Member nominees may be elected as a slate by motion adopted by a majority of the general membership. If there are more nominees than the number of Board positions determined in accordance with Section 2-B-1, then only the number of permitted nominees with the highest number of votes shall be elected.

(5) TIE PROCEDURE: The KPNA Board shall resolve any disputes as to elections.

(6) DIRECTOR INELIGIBILITY: If a person is elected as a Director and subsequently is found not to have met the requirements for election (as determined by majority vote of other Directors) the position shall be filled by a KPNA member elected by the Directors to fill the vacant Director's position for the unexpired portion of the ineligible Director's term.

(7) BOARD MEETINGS: Meetings are to be held monthly at a date and time to be determined by the Board.

Roll call shall be taken at all Directors Meetings. The President shall preside at Directors Meetings (or 1st Vice President in President's absence, or delegation, or 2nd Vice President in absence of President and 1st Vice President). A quorum of more than 50% of the number of Directors must be in attendance in order to commence or continue a Directors Meeting. Directors

Meetings shall not exceed three (3) hours duration without a 2/3 vote of the Directors present to extend the meeting.

ARTICLE 3. OFFICERS

SECTION 3-A: OFFICERS QUALIFICATIONS AND RESPONSIBILITIES:

The KPNA Board shall have the following officers:

- (1) President
- (2) First Vice President
- (3) Second Vice President
- (4) Secretary
- (5) Treasurer
- (6) Historian / Webmaster
- (7) Parliamentarian

The officers shall have the following responsibilities and qualifications for office, in addition to being a duly elected Director:

- (1) **PRESIDENT: QUALIFICATIONS:** Must have previously served the KPNA as an officer for at least one full term of office as of the time of election (unless there is no other candidate for the office, in which case the person must have served the KPNA as a Director for at least one full term of office as of the time of election). Must be a full time resident of Keystone Point.

RESPONSIBILITIES: Shall preside at all meetings of the General Membership, Directors and Executive Committee. Shall see that all required meetings are properly held as required by the By-Laws. Shall be Chairman of the Board of Directors by virtue of being elected President. Shall prepare a proposed plan of Action for the KPNA for the forthcoming year and submit it to the Board (within 30 days after election) to be reviewed and modified if necessary. The President must submit a written or oral report of the accomplishments of KPNA and matters needing further attention at the annual Meeting of the General Membership. The president shall

be responsible to see that the Board functions actively and properly, and that all books, reports and records required by law or by these By-Laws are properly kept and properly filed. The President shall have such other duties and authority as is customary of the President and presiding officer of an organization and such other duties and authority as is contained in any Officers Manual adopted as set forth hereinafter.

(2) FIRST VICE PRESIDENT: QUALIFICATIONS: Same as set forth for the President (unless there is no other candidate for the office, in which case the person must have served the KPNA on a Committee and have attended Board meetings).

RESPONSIBILITIES: Preside at any meetings on behalf of President, in the absence or inability of the President to preside and to otherwise assume the responsibilities of the President, in absence, inability or unwillingness of the President to carry out the responsibilities of President as Acting President for the duration of the President's absence, inability or unwillingness to serve.

The First Vice President's primary area of responsibility shall be for "Internal Affairs" (e.g., those matters which relate to and affect the Keystone Point Area only or primarily such as beautification, citizen grievances, KPNA membership, social activities, communications and morale of the Keystone Point Area and residents). The First Vice President, or his chosen delegate, shall be an Ex-Officio member of every Committee or Board of the KPNA, which relates to such "Internal Affairs" but shall not be counted in the maximum number of members who may be appointed to any Committee or Board. It shall be the obligation of every Committee or Board to notify the First Vice President, or the delegate he/she designated to such Committee or Board, of every meeting of the Committee or Board. The First Vice President may establish an "Internal Affairs Committee" of no more than 6 KPNA members (Directors or non-Directors), of which he will be one, to assist him in carrying out this responsibility. Although not required to attend every meeting relating to "Internal Affairs", the First Vice President shall attempt, personally or through a delegate (or the "Internal Affairs Committee", if any) to stay abreast of all such meetings and all matters relating to "Internal Affairs". The First Vice President shall submit periodic reports to the Directors giving an overview of the status of "Internal Affairs" and any special problems or recommendations in this area.

(3) SECOND VICE PRESIDENT: QUALIFICATIONS: Same as for the President (unless there is no other candidate for the office, in which case the person must have served the KPNA on a Committee and have attended Board meetings).

RESPONSIBILITIES: The Second Vice President's primary area of responsibility shall be for "External Affairs" (i.e. those matters which do not relate solely or primarily to the Keystone Point Area or Keystone Point residents by which KP does have any interest in or is affected by along with other areas or other citizens; such as matters pertaining to North Miami City Government, Dade County Governments, the State of Florida Governments (and agencies of the foregoing); city elections, developments within the City of North Miami, Biscayne Bay, neighboring Homeowners Association problems or efforts, etc.). In carrying out such responsibilities, the Second Vice President shall at all times remain mindful of the limitations set forth in Section 5-E. The Second Vice President shall be an Ex Officio member of all Committees or Boards of the KPNA whom are concerned with such "External Affairs" and shall be entitled to notice of meetings of such Committees or Boards in the same manner as the First Vice President is to "Internal Affairs". Similarly, the Second Vice President shall have the same rights and obligations (including establishing a Committee of "External Affairs", attending meetings or sending a delegate and submitting reports) as to "External Affairs" as are set forth for the First Vice President as to "Internal Affairs". In the absence of both the President and First Vice President, the Second Vice President shall act as President. The Second Vice President shall arrange the use of city facilities as needed for meetings or functions.

(4) SECRETARY: QUALIFICATIONS: Must have served at least one year previously within 5 years as Director, unless no other candidate interested and willing to serve has so served as a Director. Must be a full time resident of Keystone Point and must express an interest and willingness to give high priority to attending all Directors and, General Membership Meetings. Should be computer literate and functional.

RESPONSIBILITIES: Keep the minutes and organization records of KPNA (including General Membership and Directors regular and special meetings) by computer (or accurate note taking if agreeable to group). Online notes should be maintained for each category of meetings and meeting recordings should be preserved for a year unless otherwise approved by the Direc-

tors. The Secretary shall insure that all correspondence is brought to the attention of all Directors and receives a response or proper handling. Mail marked "Personal" or "Confidential" shall be logged (as best as possible) but delivered unopened to the addressee.

It will be the responsibility of the Secretary to ascertain that all vendors and agencies have the correct, current address of KPNA. If at any time it is necessary to change the current post office box information, the Secretary is obligated to inform the State of Florida, the IRS, and any vendors of the new address.

The secretary shall maintain all records for a period of not less than 7 years. If at any time computer hardware storage shall be necessary to change to be brought current and move forward, it shall be the responsibility of the secretary to make sure that all storage will be accessible for at least 7 years.

The Secretary shall post the monthly meeting agenda at least 72 hours prior to the scheduled meeting, after receipt from the President. Any committee chair must place a request for agenda time at least 48 hours prior to the Board Meeting. All meeting minutes shall be posted within one week after the meeting date.

The Secretary shall be responsible for seeing that all meetings notices are properly and timely given to all entitled, to receive them in accordance with the By-Laws, and will seek a ruling from the Parliamentarian, and follow it if in doubt as to the proper notice procedure in any instance.

The Secretary shall be responsible for the handling of all correspondence on behalf of KPNA and shall keep at least, a mail chronological file of all incoming and outgoing mail of KPNA.

The Secretary shall be a voting member of the KPNA Executive Committee. By unanimous Vote of the Executive Committee or majority vote of the Directors, an "Assistant Secretary" may be appointed to assist in carrying out the duties of the Secretary (but such an appointed Assistant Secretary shall not be a voting member of the Executive Committee in any event). A "Corresponding Secretary" may also be appointed (by same procedure as required for the ap-

pointment of an "Assistant Secretary") for the sole purpose of handling these responsibilities otherwise placed upon the Secretary as to incoming and outgoing KPNA correspondence.

(5) TREASURER: QUALIFICATIONS: Full time resident of Keystone Point and a member in good standing in KPNA; experience or ability to properly handle funds and bookkeeping required of a Treasurer; and must be bondable.

RESPONSIBILITIES: Shall be primarily responsible for: a) all KPNA funds, assets, receipts, and expenditures, b) collecting and depositing all receipts of KPNA. c) for making drafts and withdrawals against KPNA funds for approved purposes only and in accordance with the procedures and as set forth in detailed and accurate records of all receipts and expenditures, and (d) shall procure appropriate annual D&O insurance, if deemed reasonable or necessary, by the Board.

The treasurer must see that checks are not written unless properly authorized and funds are available. Must see that established budgets are not exceeded. Shall be one of the two authorized signers on checks and drafts in excess of \$300.00. Must prepare a monthly financial report and submit it to the Board of Directors. Must give a financial report to all Directors at regular meetings. May appoint an Assistant Treasurer to assist the Treasurer and to report and function in the absence of the Treasurer, subject to confirmation by the Directors. It shall be the duty of the Treasurer to remain current with all State and Federal requirements for filings so that KPNA never jeopardizes its standing with these agencies.

The Treasurer shall be responsible for filing any forms or certificates required by law to be titled on behalf of KPNA, and shall be custodian of the official records of KPNA. The proof of filing / receipt must be posted in our online records account and a copy must be submitted to the President.

The Treasurer shall be responsible for the KPNA post office box and bring all mail needing response to the attention of the Secretary. The Treasurer (or any other officer) shall check the mailbox weekly.

(6) WEBMASTER / HISTORIAN: QUALIFICATIONS: Full time Keystone Point resident and member in good standing in KPNA.

RESPONSIBILITIES: Shall be a voting member of the Board of Directors. Shall maintain a documented history of all KPNA activities on an internet site that allows access by all current KPNA members. This includes, but is not limited to minutes, activities, communications between KPNA Members & Board, communications between the Board & City officials, and copies of all written correspondences to residents of Keystone Point.

(7) PARLIAMENTARIAN: QUALIFICATIONS: Must be a member in good standing of KPNA and be familiar with *Roberts' Rules of Order* and must have prior organizational experience as active member or officer of some organization(s). If no Member in good standing is available, the Parliamentarian may be drafted ad hoc but shall not have a vote on any issue.

RESPONSIBILITIES: Shall have usual Parliamentarian responsibilities and authority. Shall study By-Laws, Officers and Directors Committee Manual, if any, and minutes of KPNA, to acquire expertise and a working knowledge thereof. Must advise officers and Directors on questions of procedure or pertaining to the By-laws, Manuals and Rules, as he deems appropriate. The Directors shall form a Committee, upon request of the Parliamentarian, to consider such changes as the Parliamentarian recommends or to arrive at solutions to rules or procedural problems. The Parliamentarian may appoint an Assistant Parliamentarian, subject to approval by the Directors, to assist him and perform in his behalf or in his absence.

SECTION 3-B: OFFICERS ELECTION PROCEDURE: Immediately following the Annual Election of Directors, the Directors shall meet (unless delayed no more than 3 days by unanimous vote of all Directors present) and elect the officers for the coming year in the order stated by the number in Section 3-1 herein. All nominations shall require a second. Unless modified by majority vote of the directors, speeches on behalf of candidates shall be limited to 5 minutes per candidate for President or Vice President and 3 minutes for each other candidate and such time shall be allocated between speakers in favor of the candidate in the candidate's absence or deferral). Each candidate may speak on his own behalf, if he so chooses, after all non-candidate speeches are concluded, not to exceed 1 minute. If necessary, voting shall be by secret ballot, prepared, distributed, collected and counted in front of all Directors present by three Directors

selected by the majority of the Directors. The outgoing President shall preside over the entire election meeting.

SECTION 3-C: EXECUTIVE COMMITTEE: POWERS AND DUTIES:

The seven (7) Officers elected by the Directors shall constitute the “Executive Committee.” The purpose and responsibility of the Executive Committee is to see that KPNA, the Directors and the Directors’ Committees, carry out those functions required in the Charter, By-Laws, Directors Meetings and as generally expected of each. The Executive Committee shall have all the powers and authority properly delegated to it by the Directors in addition to authority to do all the following:

- 1) **MODIFY MEETING SCHEDULES:** By vote of 5 members of the Executive Committee, the Executive Committee may change the date, time or place for any regularly scheduled Directors Meeting (upon five days’ notice) or for any regularly scheduled General Membership meeting (except the Annual Election Meeting) or other Special function (upon 15 days’ notice). Notice shall be given electronically.
- 2) **CALL SPECIAL MEETINGS:** By majority vote the Executive Committee may call a Special Meeting of the Directors (by giving 5 days’ notice to all Directors) and of the General Membership (by giving 15 days’ notice). Emergency meetings of the Directors may be called upon 24 hours email notice if the President and both Vice Presidents agree that a meeting is urgently needed or if 5 members of the Executive Committee so agree.
- 3) **DETERMINE CONFLICT OF INTEREST:** By majority vote the Executive Committee may determine whether a Director has a conflict of interest, as defined in Section 5-F.

SECTION 3-D: ABSENCES:

In the event of two consecutive absences from a Board meeting by any Director or Officer, that Director or Officer’s position will be vacated by operation of these By-Laws.

SECTION 3-E: FILLING OFFICER AND DIRECTOR VACANCIES:

Vacancies in any Officer or Director position may be filled at the next available meeting for the remainder of that term. Procedurally, the vacant position shall be filled by majority vote of those directors present at that meeting. Any decision made can only be overridden by a 2/3 vote of the Board at any future meeting.

ARTICLE 4: COMMITTEES

SECTION 4-A: STANDING COMMITTEES:

The following Standing Committees shall be permanently established and made to function. They shall also report periodically to the Directors and to the General Membership

- (1) GOVERNMENT ACTION COMMITTEE
- (2) BEAUTIFICATION COMMITTEE
- (3) MEMBERSHIP COMMITTEE
- (4) NEWSLETTER COMMITTEE
- (5) SOCIAL EVENTS COMMITTEE
- (6) WEBSITE COMMITTEE

The Committees' responsibilities shall include:

- (1) GOVERNMENT ACTION COMMITTEE: Establish a program and guidelines for seeking to obtain action by the City of North Miami (The City Council, Planning Commission, Board of Equalization and various Departments including, but not limited to, Police Department. and any other Agencies or Departments of City Government). A separate procedure shall be established for the usually less frequent and less critical actions, which should be requested of the County, State or Federal Government bodies and agencies. The Committee shall attempt to see that these procedures are properly followed by any person(s) (or the KPNA through its Directors) when seeking governmental correction or action on matters of concern to KPNA.

Establish a program to see that all City Council, and other major City bodies, meetings and activities are attended by a representative of the Committee or otherwise monitor and to keep reports on such meetings monitored and to see that items and activities of interest before such groups are promptly brought to the attention of the proper KPNA Committee and the Executive Committee (and all Directors if deemed sufficiently important) with an analysis of what appears to be forthcoming and recommendations as to suggested KPNA actions on such matters.

(2) BEAUTIFICATION COMMITTEE: To develop plans for improving the appearances of: (a) Entrances, (b) Bridges, (c) Swale Areas, (d) Home improvements, (e) Landscaping and Tree Planting, (f) City Property improvement and Maintenance within KP, (g) Canal appearances, (h) Tot Lot, and (i) any other matters, which would generally improve the aesthetic appearance, general beauty, environmental quality, land values and quality of KP as a place to live. The Government Action Committee shall keep this Committee apprised and work with this Committee, when appropriate, as to Governmental matters which relate to beautification that might have an effect upon, or be of interest to, Keystone Point and Keystone Point residents.

(3) MEMBERSHIP COMMITTEE: To establish, implement, and revise from time to time, a program to enroll new members in KPNA and keep present members enrolled, active and interested. To keep accurate membership records, to send dues notices and collect dues, to give receipts and distribute membership cards, stickers, license plates and any other items which members are entitled to receive. To develop a membership Directory with such biographical information about members as members are willing to allow Membership Committee to have and print.

To keep accurate mailing list files and telephone numbers of members. To develop a plan to welcome new residents to Keystone Point, and invite their membership, and to develop a "KPNA Welcome Packet" for distribution to new residents. To assist the Secretary in mailing notices for General Membership Meetings. To assist the Election Committee in preparing the qualified voters list for General Membership Meetings. To maintain close alliance with the Website Committee to enhance online membership.

(4) COMMUNICATIONS COMMITTEE: To act as the Publisher of the KPNA Newsletter and establish all the publishing, lay-out, printing, deadlines, space allocations and all other

administrative and business details involved in getting the Newsletter printed and distributed in a neat and reasonable professional manner.

The Committee shall determine the feasibility and charges, and other details of including advertisements (business or individual) and be solely responsible for this aspect of the Newsletter and may establish a subcommittee to seek out such advertisements. The Committee shall be responsible for devising a budget, to be approved by the Directors, for the Newsletter and for operating within that budget (or raising additional funds from advertisements). The Committee shall be obligated to try and publish the Newsletter in the most economical manner reasonably possible to allow a reasonable professional Newsletter.

(5) PUBLIC RELATIONS / SOCIAL EVENTS / SPECIAL PROJECTS COMMITTEE:

Establish and implement procedures for creating, improving and/or maintaining good Public Relations on behalf of KPNA: (a) with KPNA members, (b) with non-member residents of Keystone Point, (c) with the North Miami business community, (d) with the City Officials and other dignitaries, (e) with the news media, and (f) with other neighboring Homeowners' Associations or Civic groups. To be the liaison between KPNA and the news media to see that newsworthy items about the KPNA or its residents get to the appropriate new media. The Committee shall work with the Membership and Newsletter Committees, and other Committees as appropriate to carry out this purpose. It shall establish a list and procedure for special awards or recognition to KPNA members or those persons contributing to the betterment of KPNA or KP area.

Recommend a regular social program for KPNA. See that KPNA members are apprised of social events of KPNA or of interest to Keystone Point residents. Be responsible for the planning and proper execution of all KPNA Social Affairs.

This Committee shall be responsible for the detailed planning and carrying out of any special projects, which are not in the nature of normal social events. The Committee shall also recommend Special Projects to the Directors, including Special Fundraising Projects.

Shall be responsible for organizing the program and/or agenda and seeing that everything proceeds according to the planned program or agenda at all social events, special events, General Membership meetings and other events (except Directors Meetings and Committee Meetings).

The Program Committee shall see to the preparation of any brochures or agendas for such events. The Program Committee may also be called upon by the Executive Committee to prepare programs or agendas for Directors Meetings.

(6) WEBSITE COMMITTEE: Shall be responsible for maintaining a current Internet site which promotes the KPNA PURPOSE as stated in Section 1-B of the By-Laws.

SECTION 4-B: SPECIAL COMMITTEES:

The Directors may order the formation of any Special Committees which they feel are necessary to carry out the purposes, activities and functions of the KPNA.

ARTICLE 5: MISCELLANEOUS

SECTION 5-A: MOTIONS BY EMAIL:

At the discretion of the President, motions via email may be permitted if deemed necessary to address time-sensitive issues of vital interest to Keystone Point that cannot wait until the next scheduled meeting of the Board.

SECTION 5-B: ROBERTS' RULES OF ORDER:

The Rules and procedures set forth in *Robert's Rules of Order* (latest edition found to be in existence at the time any question surfaces) shall govern the organization and its meetings whenever it is not inconsistent with the By-Laws or the rules adopted pursuant to these By-Laws.

SECTION 5-C: AMENDING BY-LAWS:

These By-Laws may be amended from time to time by a majority vote of 60% or more of the Board of Directors of KPNA.

SECTION 5-D: SPECIAL FUNDS:

Any Committee may establish a special fund derived from voluntary contributions or special fundraising efforts to raise money for specific purpose. The Directors shall establish general rules to oversee that the residents properly and fully understand the intended use of the funds and the fundraising methods to accounting controls, which the Committee must establish. The ex-

penditures of the funds so received must have the approval of Directors in advance of expenditures

SECTION 5-E: AUTHORIZATION OF PUBLIC STATEMENTS ON BEHALF OF KPNA:

By majority Approval of the Board, an Officer, Director or Committee Chairman or designee may be authorized to speak and expound a position, in writing or orally, on issues of interest or concern to KPNA or the Keystone Point Area. The designee shall not be authorized to speak or write on behalf of KPNA unless he/she has Board authorization. A report will be made by such speaker at the next Board meeting. Lacking such authorization, the statement will be made solely as an individual resident and may not be on behalf of KPNA.

SECTION 5-F: CONFLICT OF INTEREST:

- a) At the earliest opportunity, any member, guest, or board member that has an actual, potential, or apparent conflict of interest relating to any matter being considered by the board shall disclose same to the presiding officer.
- b) No member should vote on a question in which he/she has, or may have, a direct personal or financial interest not common to other members of the Board.
- c) Depending upon the nature of the disclosed conflict, the presiding officer in his/her discretion may preclude the conflicted member, guest, or board member from participating and/or voting on any matter in conflict.
- d) Failure to disclose a conflict of interest may result in the expulsion of the Director from the Board upon a proper motion.

SECTION 5-G: DEFINITIONS:

The following words or abbreviations, wherever used in these By-Laws, or in any Manual of Rules of KPNA, shall have the following meanings:

- (a) "KP" - Keystone Point
- (b) "KPNA" - (the) Keystone Point Neighborhood Association.

(c) "Keystone Point Area" - The area commonly known as Keystone Point bordered by N.E. 18 Avenue to the west; Biscayne Bay to the east; N.E. 123 St. canal to the South; and Arch Creek Canal to the North; except for all commercial building and multi-residential units existing therein.

(d) "Board Meeting" or "Directors Meeting" shall mean a meeting of the KPNA Board of Directors.

(e) "Residence" - A single family home or individual apartment.

(f) "The KP Entrance & Exits"- shall mean the three main entrances/exits at (1) Biscayne Boulevard at NE 126 Street and Keystone Boulevard; (2) N.E. 123 Street and North Bayshore Drive; and (3) Biscayne Blvd. and Ixora Road.

(g) "By Vote"(or similar words) - shall mean vote of those present at a duly called meeting with a quorum present at the time of voting.

SECTION 5-H: CORPORATE SEAL:

The following is the Corporate Seal of KPNA:

