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Palm Beach County, Florida

Sharon R. Bock, CLERK & COMPTROLLER

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CODE ENFORCEMENT OFFICERS ASSOCIATION
OF PALM BEACH COUNTY, FLORIDA, INC.
BY-LAWS

ARTICLE I. PROVISIONS OF INCORPORATION AND REGISTRY

1. The name of the corporations is: Code Enforcement Officers Association of Palm Beach County Florida, Inc. hereinafter referred to as the Association. It has been organized under the General Not for Profit Corporation Act of Florida.
2. The duration of the corporation is: Perpetual.

ARTICLE II. PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to Florida Law for the general purpose of training and updating members as to legal requirements and the development of Code administration as a specialized field of public administration.

ARTICLE III. SCOPE OF ACTIVITIES

The activities of the Association in carrying out the purposes for which it is organized shall be state and national in scope. The Association shall pursue the purposes for which it is organized under the laws of Florida as determined by its Board of Directors.

ARTICLE IV. NOT FOR PROFIT ORGANIZATION

1. The Association is organized not for profit. If the Association is dissolved, any assets remaining after all liabilities have been discharged will, pursuant to the Florida General Not for Profit Corporation Act, be transferred to one or more entities organized and operated exclusively for scientific or educational purposes.
2. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the Association exclusively for the purpose of the Association in such manner as ordered by the Circuit Court of the County in which the principal office of the Association is then located, exclusively for such purposes or such organization(s) as said court shall order.

3. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, officers or private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered.
4. The fiscal year of the Association shall be from October 1st to September 30th.

ARTICLE V. ORGANIZATION

1. The Association shall have:
 - a. Membership classifications as authorized by these By-Laws and/or the Board of Directors.
 - b. A Board of Directors.
 - c. Officers.
 - d. Such permanent and temporary committees as are authorized by these By-Laws and/or the Board of Directors.
2. The management and control of the affairs and business of the Association shall be vested in its Board of Directors.
3. The Board of Directors shall appoint members to permanent and temporary committees, subject to membership approval.
4. There shall be such permanent and temporary committees as the Board of Directors determines necessary for the efficient operation of the Association.
5. Representatives may be assigned to other organizations or their committees as the Board of Directors determines necessary to represent the interest of the Association. The assigned representative will present a report to the members at the next meeting.

ARTICLE VI. MEMBERSHIP

1. Any person or entity (as defined herein) interested in promoting the purposes of the Association shall be eligible for membership.
2. Membership (hereinafter referred as general membership) shall be classified as follows:

Regular Member – a person regularly employed by a government entity in the profession of Code Enforcement and Code Administration. Code Enforcement is defined as a process to assure compliance with regulatory ordinances, and statutes providing for the health, safety and welfare of the citizens. Regular Members will be the only class of membership to

qualify and serve as officers and board members of the Association. A Regular Member, in good standing, is entitled to vote one vote for each member.

Associate Member – a person qualified by professional occupation and/or licensing as determined by the Board of Directors. An Associate Member, in good standing, is entitled to vote one vote for each member.

Honorary Member – a person of national eminence who has given substantially to advancement of the profession and the Association as determined by the Board of Directors. An Honorary Member is not entitled to vote.

3. Dues:

- a. There shall be no initiation fee for any class of Membership.
- b. Annual dues shall be established by the Board of Directors for the following membership classifications:
 - (1) Regular member
 - (2) Associate member

4. Except as to Honorary Members, a person or entity interested in promoting the purposes of the Association shall become a member upon the acceptance by the Association of the established annual dues and shall remain a member in good standing so long as annual dues are paid and accepted by the Association. A majority vote of the Board of Directors shall decide issues regarding membership and such determination shall be binding.

ARTICLE VII. MEETINGS

1. General meetings.

A membership meeting shall be held at such time and place as designated by the Board of Directors.

2. Special meetings.

Special meetings of the members shall be held at the call of the President or any two members of the Board of Directors. Members shall not be entitled to call special meetings. A minimum of 48 hours notice shall be given to each member. The business to be transacted at any special meeting shall be limited to that noticed in the call.

3. Board of Directors meetings.

The Board of Directors shall meet as needed to conduct the business of the Association at a date and location designated by the President. Other meetings of the Board shall be held at such times and places as established by the Board.

4. Annual Meeting

There shall be an annual meeting held in March for the purposes of electing Officers and Board Members of the Association.

5. Notice of Meetings.

Notice of a General Meeting and the Annual Meeting may be communicated in person; by telephone; telegraph; facsimile or other form of electronic transmission; or by U.S. mail stating the place, date and time of the General Meeting or the Annual Meeting and shall be delivered not less than seven (7) days before the date of the meeting by the Secretary to all members of the Association.

Notice of a Special Meeting may be communicated in person; by telephone; telegraph; facsimile or other form of electronic transmission; or by U.S. mail stating the place, date and time of the general meeting and shall be delivered not less than two (2) days before the date of the Special Meeting by the Secretary at the direction of the President or the members of the Board of Directors that are requesting the Special Meeting to all members of the Association.

6. Membership Meeting Quorum and Voting.

A quorum shall consist of 1/3 of the Regular Members and Associate Members in good standing. Each member shall have one vote. A quorum shall be required to amend the Articles of Incorporation, to amend the By-Laws, for dissolution of the corporation or for any other matters considered by the general voting membership of this association. If a quorum is not present for any meeting where a vote is required, the meeting shall be adjourned and rescheduled for a future date and time.

7. Board of Directors Meeting Quorum and Voting.

A quorum shall consist of five (5) members, in good standing. Each Director shall have one (1) vote and voting shall be done in person only. No proxy voting shall be allowed.

ARTICLE VIII., OFFICERS

1. The Officers of the Association shall consist of a President, Vice-President, Secretary and Treasurer. All officers shall serve without pay.

2. Duties of Officers:

PRESIDENT: The President shall be the chief executive officer and shall preside over all meetings of the general membership. The President shall serve as Chairman of the Board of Directors and prepare an agenda for each Board meeting.

VICE-PRESIDENT: The Vice-President shall, as the President's assistant, carry out specific requests of the President. In the absence of the President, the Vice-President shall act for him/her. The Vice-President shall serve as Vice-Chairman of the Board of Directors. The Vice-President is responsible for arranging meeting places, scheduling of speakers and submitting information related to Continuing Education Units (CEU) to the Florida Association of Code Enforcement through the Institute of Government for approval of CEU credit.

TREASURER: The Treasurer shall be in charge of all financial records and funds of the Association. The Treasurer shall be in charge of all disbursements and receipts and keep accurate records of the same. The Treasurer shall deposit all funds of the organization in depositories approved by the Officers. The accounts, books and vouchers shall at all times be open for inspection by any member of the Association. For each General Meeting of the Association, the Treasurer shall prepare and distribute a report of the financial condition of the Association. The Treasurer shall prepare a budget for the coming fiscal year and submit it to the Board of Directors no later than June 1st of each year. The Treasurer shall provide a list of paid memberships to the Secretary by January 1 of each year.

SECRETARY: The Secretary shall issue notices of meetings, renewal notices and other correspondence of the Association. The Secretary shall prepare an agenda for each General and Annual Meeting. The Secretary shall maintain the membership list and an e-mail distribution list. The Secretary shall prepare minutes of each meeting of the Association.

The Secretary shall have custody of the records of the organization and perform such other duties as may be assigned by the President. The Secretary shall be responsible for the election process, preparing the ballot. The Secretary and two members not running for office shall validate the ballots. Each person validating the ballots shall each have an independent count of all ballots submitted during the election.

3. The President, Vice-President, Secretary and Treasurer shall be elected and hold office for one (1) year. In the event of death, resignation or inability to act, the Board of Directors shall recommend from its voting membership a new officer to fill the vacancy.
4. Any officer who has three (3) unexcused absences, as determined by the Board of Directors, may be removed from office.

ARTICLE IX BOARD OF DIRECTORS

1. The management and control of the affairs and business of the Association shall be vested in its Board of Directors.
2. The number of Directors of the Association shall be nine (9), including the President, Vice-President, Secretary and Treasurer who shall be elected at the Annual Meeting of the regular membership, with staggered two (2) year terms.
3. Election of members to the Board of Directors, consisting of five (5) members plus officers, shall be conducted by a majority vote of the Regular and Associate Members, in good standing, at the Annual Meeting. In the event of a vacancy, the Board of Directors is empowered to recommend a candidate for the vacancy, to be approved by the general membership at the next scheduled meeting.

ARTICLE X. STANDING COMMITTEES.

Permanent and temporary committees of the corporation may be appointed by a majority of the Board of Directors, with approval of the general membership.

ARTICLE XI. FISCAL MANAGEMENT

1. Receipts and expenditures of the Association shall be credited and charged to the appropriate account, all of which expenditures shall be common expenses.
2. Budget. The Board of Directors shall adopt a budget for each calendar year that shall include the estimated funds required to defray the membership dues and maintain funds according to good accounting practices as follows:
 - (i) Current Expenses.
 - (ii) Reserve for continuing education.

- (iii) Operation, the amount of which may be to provide a working fund.
- (iv) Copies of the adopted budget and proposed membership dues shall be transmitted to each member on or before September 30th, preceding the year for which budget is made. If the budget is amended subsequently, a copy of the amended budget shall be furnished to each member.

ARTICLE XII. BY-LAWS AND AMENDMENT

- 1. A majority vote of the general membership present shall be required to amend the Articles of Incorporation or the By-Laws.

ARTICLE XIII. POWER TO CONTRACT

No officer or agent of the corporation shall have the singular power to make any contract or incur any liability on behalf of the corporation or to represent or bind the corporation in any transaction, unless authorized by these By-Laws or by a resolution of the Board of Directors

ARTICLE XIV. CONFLICT OF INTEREST

- 1. No member or Director of the corporation shall derive any pecuniary gain from the operation of the corporation, but this shall not be construed to prevent payment of compensation for services actually rendered to the corporation or expenses incurred in attending meetings.

ARTICLE XV. SEVERABILITY.

- 1. That if any part of these By-Laws shall be declared unconstitutional or invalid by a court of competent Jurisdiction, the remaining provisions shall remain in full force and effect.

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BY-LAW AMENDMENTS APPROVED BY THE BOARD OF DIRECTORS ON MARCH 23,
2010 AND APPROVED BY THE GENERAL MEMBERSHIP ON MARCH 23, 2010.

Kenneth Jackson
Kenneth Jackson - President

Helen Archer
Helen Archer - Board Member

Joe Petrick
Joe Petrick - Vice-President

Debra Mitchell
Debra Mitchell - Board Member

Cindy L. Drake
Cindy L. Drake - Secretary

Lori Hart
Lori Hart - Board Member

Carlos Maldonado
Carlos Maldonado - Treasurer

John Frasca
John Frasca - Board Member

John Jarvis
John Jarvis - Board Member

ATTEST:

I certify that the foregoing is a true and correct copy of the revised Proposed By-Laws of the Code Enforcement Officers Association of Palm Beach County, Florida, Inc. and was adopted for presentation to the General Membership on this 23rd day of March, 2010.

ADOPTED BY THE GENERAL MEMBERSHIP OF THE CODE ENFORCEMENT OFFICERS ASSOCIATION OF PALM BEACH COUNTY, FLORIDA, INC. ON THIS 23rd DAY OF MARCH, 2010.

Cindy L. Drake
Cindy L. Drake - Secretary

