

**AMENDED AND RESTATED BYLAWS OF  
VG&RC COMMUNITY ASSOCIATION, INC.  
ADOPTED ON MAY 4, 2020**

**ARTICLE I**

**Purposes and Membership**

**Section 1.** Purpose. The purpose for which the corporation is organized is to provide for the common good and general welfare of the Venetian Golf & River Club (hereinafter “Venetian”); a community, located on the north side of East Laurel Road in North Venice, Florida.

**Section 2.** Activities. The VG&RC Community Association-(hereinafter “Corporation”) activities intend to add to the quality of life of Venetian residents as well as protect the common good and general welfare of homeowners in the Venetian.

These activities may include but not be limited to:

- Communicating with and updating residents on issues and resources both inside and outside the gates of the Venetian
- Monitoring and if necessary, reacting to activities and issues in both the City of Venice and Sarasota County which may impact the common good and general welfare of Venetian residents.
- Lobbying on external issues that impact the Venetian
- Planning and holding an annual Town Hall Meeting open to all residents that provide updates and information affecting Venetian residents
- Attending meetings within the city and/or county that have relevance for Venetian residents.
- Conducting seminars and activities that address the needs of Venetian residents as well increase the visibility and role of the Corporation.
- Establishing open relationships with City/County officials and Council members/Commissioners, developers, business owners, other communities and elected state officials and agencies.
- Serving as a resource to Venetian residents for information.
- Other activities and events as deemed appropriate by the Board of Directors of the Corporation.

**Section 3.** Qualifications and Limitation. Any person or entity owning or renting a residence in the Venetian may become a member of the Corporation and membership shall be limited to such owners or renters. Further, any non-resident members of the River Club may also become a member of the Corporation. Each calendar year, a membership fee shall be established by the Board.

**Section 4.** Membership Voluntary. Membership in the Corporation is voluntary and is not required of any homeowner in the Venetian.

**Section 5.** Other Venetian Organizations. The Corporation considers its role within the community to be distinct and different from the Venetian Community Development District (VCDD) and the Venetian Golf & River Club Property Owners Association, Inc. (POA).

## **ARTICLE II**

### **Fiscal Year**

The fiscal year of the Corporation shall be the calendar year.

## **ARTICLE III**

### **Association Dues**

**Section 1.** Dues. The annual association dues are determined by the Board of Directors from time to time.

**Section 2.** Payment of Dues. Dues shall be payable at the time of joining the Association. Dues shall be payable in advance on the first day of January of each fiscal year. Dues shall be the same for all or any part of a fiscal year and shall not be prorated, unless otherwise directed by the Board of Directors.

## **ARTICLE IV**

### **Meetings**

**Section 1.** Annual Membership Meetings. There shall be an annual membership meeting during February, March, April, or May in each year, at a date, time and place selected by the Board of Directors, for the election of members of the Board of Directors and for receiving the annual reports of officers, directors and committees and the transaction of other business. The Annual Membership Meeting may be held electronically/virtually when appropriate as determined by the Board of Directors. Notice of each annual membership meeting, signed by the Secretary, shall be mailed or emailed to the last recorded address of each member or the last recorded email address of each member at least fourteen (14) days and not more than fifty (50) days before the time appointed for the meeting.

**Section 2.** Board of Directors. All members of the Board of Directors shall be members of the Corporation. All board members will be elected at large. Candidates for consideration for election to the Board of Directors shall be the slate proposed by the Nominating Committee at each annual membership meeting. The slate shall be emailed at least seven (7) days prior to the annual meeting notice.

If there are more nominees than Board of Director positions available, then the following procedures will take place:

1. Two (2) Inspectors of Election will be appointed.
2. Ballots will be distributed.
3. Ballots will be cast, collected, and tabulated by the Inspectors of Election.
4. The results will be announced.

Otherwise the slate will be elected by acclamation.

**Section 3.** Special Meetings. Special membership meetings may be called by the Board of Directors or the Executive Committee at their discretion. Upon the written request of twenty percent (20%) of the membership, the Board of Directors shall call a special membership meeting to consider a specific subject. Notice for any special membership meeting is to be given in the same manner as for the annual membership meeting. No business other than that specified in the notice of a special membership meeting shall be transacted at any special membership meeting.

**Section 4.** Quorum. The presence in person or by proxy of ten percent (10%) of the members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business at each annual membership meeting and at each special membership meeting.

**Section 5.** Inspectors of Election. Two (2) Inspectors of Election shall be chosen by the Board of Directors to count all member votes cast at each meeting of the members.

**Section 6.** Voting. Each residential property whose owner(s) are a member of the Corporation in good standing shall be entitled to one (1) vote at all annual membership meetings and all special membership meetings to be cast by each individual owner(s) representative or the representative of each entity owner, in person or by proxy, as the case may be.

**Section 7.** Proxies. Every member of the Corporation entitled to vote at any membership meeting may vote by proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after eleven (11) months from the date of its execution.

**Section 8.** Order of Business. The order of business shall be as follows at all annual membership meetings of the Corporation:

- (a) Calling of the roll.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading of the minutes.

- (d) Election of Directors.
- (e) Reports of officers.
- (f) Reports of committees.
- (g) Old/Unfinished business.
- (h) New business.

Any questions as to priority of business shall be decided by the presiding officer without debate.

This order of business may be altered or suspended at any meeting by a majority vote of the members present.

## **ARTICLE V**

### **Directors**

**Section 1.** Number of Directors. The property, affairs, activities and concerns of the Corporation shall be vested in a Board of Directors, consisting of eleven (11) directors, who shall immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected at the meeting of the membership for the election of directors. Upon election at the annual meeting, the newly elected directors shall continue in office until their successors shall be duly elected and qualified.

**Section 2.** Elections and Terms. The newly elected directors shall serve a term of two (2) years, or until their successors are elected and qualified. All directors shall be elected by and be responsible to the entire membership of the Association. The nominees for open Board of Director positions receiving the most votes will be elected. In even numbered years, five (5) directors shall be elected to a two (2) year term and in odd numbered years six (6) directors shall be elected to a two (2) year term.

**Section 3.** Duties of Directors. The Board of Directors shall: (1) hold meetings at such times and places as it deems proper; (2) solicit and accept qualified members; (3) appoint committees; (4) develop and administer an annual budget; (5) communicate with the members; (6) monitor and participate in community affairs as may be necessary to further and/or protect the best interests of its members as residential owners in the Venetian and (7) carry on such business as is permitted by law.

**Section 4.** Meetings of Board. Regular meetings of the Board of Directors shall be held immediately succeeding the annual elections at annual meetings and at least quarterly thereafter. Notice of Board meetings shall be provided by email at least five (5) days before the time appointed for each meeting. The President or Executive Vice President, or the Secretary shall, at the request in writing of four (4) members of the Board, issue a call for a special meeting of the Board, and only two (2) days' notice shall be required for such special meetings.

**Section 5.** Quorum. Six (6) members of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the President, Executive Vice President and Vice Presidents, the quorum present may choose a Chair for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than thirty (30) days later. The Secretary shall give email notice of the adjourned date to all members of the Board of Directors.

**Section 6.** Absence. Should any member of the Board of Directors absent him or herself unreasonably from three (3) consecutive meetings of the Board without sending a communication to the President or Secretary stating his or her reason for so doing, and if his or her excuse should not be accepted by the members of the Board, his or her seat on the Board may be declared vacant. If a seat is declared vacant, the seat shall be filed as set forth in Section 7 below.

**Section 7.** Vacancies. Whenever any vacancy occurs among the members of the Board of Directors by death, resignation or otherwise, it shall be filled by a majority vote by ballot of the remaining members of the Board at a special meeting which shall be called for that purpose. The election shall be held within thirty (30) days after the occurrence of the vacancy. The person so chosen shall hold office for the remainder of the term of the vacated seat.

**Section 8.** Removal of Directors. Any one or more of the directors may be removed either with or without cause, at any time, by a vote of two-thirds of the directors at any special meeting of the Board called for that purpose.

## ARTICLE VI

### Officers

**Section 1.** Number and Officers. The officers of this Corporation shall be a President, an Executive Vice President, three (3) additional Vice Presidents, a Secretary and a Treasurer.

**Section 2.** Method of Election. The Board of Directors shall elect all officers for the term of one (1) year or until their successors are elected at the first meeting of the Board after each succeeding annual meeting.

**Section 3.** Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows:

#### President

The President shall preside at the meetings of the Corporation and of the Board of Directors and of the Executive Committee, and shall be a member ex officio, with no right to vote, of all committees, except for the Nominating Committee. He or she shall also, at the annual membership meeting of the Corporation and such other times as he or she deems proper, communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may in his or her opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the office of the President.

### **Executive Vice President**

In case of the death or absence of the President, or of his or her inability from any cause to act, the Executive Vice President shall perform the duties of the President's office. The Executive Vice President shall perform such other duties as are necessarily incident to the office of the Executive Vice President.

### **Vice Presidents**

In case of the death or absence of the Executive Vice President, or of his or her inability from any cause to act, one (1) of the three (3) Vice Presidents (selected by the three (3) Vice Presidents) shall perform the duties of the Executive Vice President. The three (3) Vice Presidents shall perform such other duties as are necessarily incident to the office of Vice President.

### **Secretary**

The Secretary shall give notice of and attend all meetings of the Corporation and keep a record of and the minutes of all meetings, keep a list of the members, collect the dues and pay them over to the Treasurer, notify the officers and members of the Corporation of their elections, notify members of their appointment on committees, prepare, under the direction of the Board of Directors, an annual report of the transactions and condition of the Corporation, and generally devote his or her best efforts to advancing the interest of the Corporation. The Secretary shall perform such other duties as are necessarily incident to the office of the Secretary. The Secretary shall be the keeper of the Corporation's seal. In case of absence or disability of the Secretary, the Executive Committee may appoint a Secretary pro tem.

### **Treasurer**

The Treasurer shall keep an account of all monies received and expended for the use of the Corporation, and shall make supervise and/or make all disbursements of funds of the Corporation. The Treasurer shall deposit all sums received in the Corporation's bank account(s) and make a report at all meetings and when called upon by the President. The Treasurer and such other officers as may be designated by the Executive Committee shall be signatories on the bank account(s) of the Corporations. The Treasurer shall perform such other duties as are necessarily incident to the office of the Treasurer.

The funds, books and vouchers in the Treasurer's hands shall at all times be under the supervision of the Executive Committee and subject to its inspection and control. At the expiration of his or her term of office, the Treasurer shall deliver over to his or her successor all books, monies and other property, or in the absence of a Treasurer-elect, to the President. In case of the absence or disability of the Treasurer, the Executive Committee may appoint a Treasurer pro tem.

**Section 4.** Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay, at its next regular meeting, or at a meeting specially called for that purpose.

**Section 5.** No Compensation. The officers shall serve as volunteers without compensation.

## ARTICLE VII

### Committees

**Section 1.** Executive Committee. The President, the Executive Vice President, the three (3) Vice Presidents, the Secretary and the Treasurer, shall constitute an Executive Committee. The Executive Committee shall act on behalf of the Corporation in any matter when the Board of Directors is not in session, reporting to the Board of Directors for its ratification of its actions at each regular or special meeting called for the purpose. Four (4) members shall constitute a quorum for the transaction of business by the Executive Committee. Meetings may be called by the President or by four (4) members. All board members shall receive an email notice of the time, place and purpose of any Executive Committee meeting. All board members shall have the option to attend the Executive Committee meetings.

**Section 2.** Nominating Committee. The Nominating Committee shall present nominations for a slate of directors at the annual meeting of the Corporation. In even numbered years, five (5) directors shall be elected to a two (2) year term and in odd numbered years six (6) directors shall be elected to a two (2) year term. Thereafter, at least fifteen (15) days in advance of the annual membership meeting, the Board of Directors shall appoint a Nominating Committee consisting of at least three (3) and not more than five (5) members of the Corporation and who may or may not be members of the Board of Directors. It shall be the duty of the Nominating Committee to nominate candidates for the Board of Directors to be submitted as a slate for election at the next annual membership meeting. No member of the Nominating Committee may be nominated as a candidate for the Board of Directors. The Nominating Committee shall notify the Secretary in writing, at least eight (8) days before the date of each annual membership meeting, of the names of such candidates and present such slate at the annual membership meeting.

**Section 3.** Special Committees. The president and the Board may, at any time, appoint additional committees on any subject.

**Section 4.** Committee Quorum. One-half (1/2) plus one members of any committee of the Corporation shall constitute a quorum for the transaction of committee business, unless any committee shall by a majority vote of its entire membership decide otherwise.

**Section 5.** Committee Vacancies. Any vacancy in the Executive Committee or the Nominating Committee shall be filled by the Board of Directors. Any vacancy on any other committee shall be filled by the remaining members on that committee.

**ARTICLE VIII**

**Indemnification**

The Corporation shall to the extent permitted by the laws of the State of Florida, indemnify each and every (1) duly elected or appointed director, trustee or officer, past or present, of the Corporation; their heirs, executors and administrators and (2) any employees, members of duly constituted committees or volunteers of the Corporation against all expenses, including amounts of judgments against them or amounts paid in settlement by such persons together with all costs, legal, accounting or otherwise, necessarily or reasonably incurred by or otherwise imposed upon them, in connection with the defense of any action, suit or proceeding to which they may be made a party, or with which they may be threatened by reason of action taken by or on behalf of the Corporation, whether or not they continue to be such at the time of incurring the same.

**ARTICLE IX**

**Amendments**

These Bylaws may be amended, repealed or altered in whole or in part by a majority vote at any duly organized annual membership meeting or at any special membership meeting called for that purposed or by a majority vote of the Board of Directors at any regular or special meeting of the Board.

As of \_\_May 4, 2020\_\_

\_\_\_\_*Thomas W. Jones (signed)*\_\_\_\_

Thomas W. Jones  
Secretary