

KENSINGTON PARK CIVIC ASSOCIATION, INC.

BY-LAWS

AMENDED SEPTEMBER 15, 2008

Article I

Name

The name of this Association shall be called the Kensington Park Civic Association, Inc. This name will be used on all official documents created, posted or distributed on behalf of the Association. Hereafter in this document known to all as the By-Laws, the Kensington Park Civic Association, Inc. will be referred to as the "KPCA".

Article II

Purpose

The purpose of this not-for-profit corporation listed as the Kensington Park Civic Association, Inc. shall be to promote the welfare, comfort and community health of residents and owners of real estate within the boundaries of the Kensington Park Subdivision and to support and enforce the laws written and recorded in the County Statutes which are enacted by authorities and governmental agencies of Sarasota County, Florida.

Article III

Membership and Dues

1. Membership in the KPCA shall be open to only Kensington Park Subdivision owners of property and residents of Kensington Park Subdivision of Sarasota County, Florida. Coverage of membership rights of those moving from Kensington Park Subdivision shall be terminated when a transfer of property is officially recorded by the Sarasota County Property Appraiser's Office or a resident has officially moved from a Kensington Park property. No pro-rated membership dues refund for the remaining part of the year shall be given to any departing resident.
2. Dues for annual KPCA members shall be \$25.00 a year for each household. In order to be considered a member in good standing (Article III, No. 4) a tenant of a Kensington Park Subdivision property may also pay the annual dues. All funds collected for annual membership dues shall only be used for the upkeep and welfare of the Kensington Park Subdivision and the continuation of the KPCA. There shall be no diversion of membership dues for any purpose other than in direct support of the KPCA.
3. The Calendar Year of the KPCA begins January 1st and ends December 31 of each year.
4. Membership dues shall be owed and payable on or before January 1st of each calendar year. An official invoice in the amount of \$25.00 for membership fees will be sent to every household in Kensington Park subdivision on or before January 1st of the current calendar year. It is the responsibility of the current Executive Board to determine the most efficient way to provide the invoice to all households. Once paid, the member in question becomes a "member in good standing" and can participate fully in the KPCA. Any unpaid dues after March 1st of the current calendar year shall be considered as delinquent and the KPCA elected treasurer and/or assigned assistant will send a second notice of all households who have not yet paid. The Treasurer and Executive Board will determine the most efficient means to execute the second notice. All unpaid households within Kensington Park Subdivision who have not paid in the current year shall be termed delinquent and as of March 31st will be considered non-members of the KPCA and will relinquish all rights imparted to membership privileges. Property owners and/or residents at anytime during the current calendar year may pay their membership dues to reinstate their membership rights.

Article IV

Officers and Duties

The Executive Board

Job Descriptions

1. The Executive Board of Directors “Executive Board” of the KPCA shall consist of the following officers: 1) President, 2) Vice President, 3) Second Vice President, 4) Secretary, 5) Treasurer. Any officer may be required to carry-out official business related to KPCA functions. The term of duty is one calendar year (January through December) and each officer shall be eligible for re-election at the next officially scheduled election date. There will be no automatic upward movement of Executive Board members (i.e., Vice President is nominated as the next President). All officers shall serve until their successors are duly elected or appointed. All elected officers shall be residents of the Kensington Park Subdivision and be members in good standing. They will be required to relinquish their Board position as of the date they move or official transfer of their property in Kensington Park Subdivision has been recorded as transferred to another owner(s) in Sarasota County records. If during the calendar year an Executive Board member decides to resign for any reason, the remaining members of the Executive Board will have the authority to appoint a replacement who will serve until the next scheduled election. This appointment should be made as soon as possible. Upon leaving office, each officer shall turn over to the successor, or another appointed Executive Board member, of his/her position all books, records, keys, electronic media or other property of the KPCA in their custody or control. Family members (including spouses, children, siblings, parents, grandparents, aunts, uncles, nieces, nephews, in-laws or cousins of any kind) may not serve as Executive Board members in the same calendar year.

2. The duties of the Officers shall be as follows:

President - shall preside at all meetings of the KPCA and also the Association’s Executive Board meetings as well as any other meeting that may be called. It will be the responsibility of the President to call for agenda items for the Executive Board meetings and Membership meetings and publish the agendas one week prior to the scheduled meetings. The President will represent the Executive Board and shall act as speaker in regard to decisions of the Executive Board and the appointments for chairpersons of special committees. The President may act as liaison between the KPCA Executive Board and special committees formed within Kensington Park (with the exception of the KPCA Nominating Committee – See Article VIII). The President may act as liaison between the KPCA and governmental officials and offices of Sarasota County and any bordering Counties in Florida.

Vice President - shall act in the absence of the President at the KPCA meetings and the Executive Board meeting. The Vice President will perform duties assigned or delegated by the President. The Vice President may act as a liaison between KPCA Executive Board and special committees formed within Kensington Park with the exception of the KPCA Nominating committee in the absence of the KPCA President. The Vice President may be authorized to represent and report on matters of interest at other civic association meetings for the KPCA and any bordering Counties in Florida. The Vice President shall supervise and direct the Unit Directors program by providing recruitment, training, and support to the Unit Directors.

Second Vice President - shall act in the absence of the President and Vice President for the KPCA to conduct meetings. The Second Vice President may be authorized to carry out the duties of the President and Vice President through supervision of Kensington Park special committees. The Second Vice President may recruit personnel, provide training and assistance to the Committee Chairpersons and the designated committees of the KPCA.

Secretary - the Secretary shall record, keep, report and publish all minutes of the monthly Association Membership meetings and the Executive Board meetings (regularly scheduled or special). The Secretary shall report to the President all communications addressed to the KPCA. The Secretary will be the custodian of all records except the records of the Treasurer. If the Secretary cannot be the custodian of all records, then the Executive Board shall appoint one of the other Executive Board members to accept this responsibility until the next elected Secretary is installed.

Treasurer - shall be the custodian of the KPCA funds and shall disburse those funds from the bank checking account via accepted banking methods (i.e., written checks, electronic payments, debit cards). If, in the event that the Treasurer is not available; the President may disburse those funds from the bank checking account. The Treasurer will keep an accurate log of all disbursements and their receipts as reconciliation of all check account funds that transpired. The President will provide to the Treasurer an accurate log of all disbursements taken within one week of the transaction if he/she was acting in place of the Treasurer. The Treasurer will maintain an accurate membership payment log. Should the Treasurer not be able to perform this function, the Executive Board may appoint an assistant to maintain the membership log. The Treasurer will make available for financial review all records of the KPCA for auditing purposes. The Treasurer may perform other duties of Executive Board as requested by those members. Any check written or electronic withdrawn amount made in the amount of \$200.00 or above must be approved by the Executive Board prior to processing.

Article V

Executive Board

Definitions

1. Members

The Executive Board shall consist of elected officers of President, Vice President, Second Vice President, Secretary and Treasurer. The Executive Board shall be the official ruling group and will be the only group entitled to vote on matters pertaining to the operation of the KPCA at Executive Board Meetings.

The Non-Executive Board positions shall consist of Chairpersons of Committees and Unit Directors. They may not vote at Executive Board Meetings.

2. Meetings

The Executive Board shall meet before the KPCA Membership meeting. The Executive Board will set their own meeting schedule in January at the start of their term. Unscheduled meetings can be requested by any member of the Executive Board in order to discuss matters of urgency.

3. Quorum

A quorum for Executive Board meetings shall consist of at least three of the five members of the Executive Board, present at the time of the meeting.

4. Major Emergency

In the event of a major emergency affecting the Kensington Park Subdivision, all members of the Executive Board, Unit Directors and Committee Chairpersons will jointly take action under the direction of the President (followed by the appropriate Executive Board member should the President not be available) on behalf of the general membership.

Non-Executive Committee Positions
Chairperson and Unit Director Duties
Job Descriptions

Kensington Park **Security Director** (also known as the “Security Patrol Captain”) shall be annually appointed by the Executive Board of Directors. The Security Director shall carry out, supervise, regulate, coordinate and perform security matters that are consistent with the Sarasota County Sheriff’s Department. The Security Director shall develop and promote safety programs. The Security Director will report to the members of the KPCA and to the Executive Board any matter of importance pertaining to the security operations of the Park. The Security Director and volunteer members of the Security Patrol will not act as law enforcement officers at any time for any purpose.

Public Affairs Director shall be annually appointed by the Executive Board of Directors to be responsible for the publication of the Kensington Park Newsletter for the scheduled months of publication. The Public Affairs Director will act as the public relations liaison between the Executive Board and the Kensington Park community. The Public Affairs Director may also be responsible for the notification of the Executive Board and the Kensington Park community of the date, time, location of special meetings and regularly scheduled meetings. The Public Affairs Director will also be responsible for the internet email program, the website, and any future electronic correspondence platforms. The Public Affairs Director and Executive Board may appoint an assistant for this function. The Public Affairs Director may also be requested to perform other duties requested by the Executive Board.

The **Unit Directors** will be appointed on an annual basis by the Executive Board and will be supervised under the direction of the Vice President. The Unit Directors shall report directly to the Vice President and final decisions pertaining to each unit shall be reviewed and approved by the Executive Board. Unit Directors should live in the area of the unit that they oversee; but, with the approval of the Executive Board, the Unit Director may temporarily oversee or may assist other Unit Directors or temporarily fill vacant unit positions. The Unit Director will oversee the delivery of the Kensington Park newsletter in their assigned unit area by either appointing a resident in their unit or by personally delivering the newsletter. Unit Directors should be available to answer questions regarding Kensington Park regulations and also welcome new residents to the Park. In the event of an emergency in their unit, a Unit Director should contact the proper authorities to handle said emergency.

Article VI
Committee Terms/Functions

1. **Membership Committee** – Committee Chairperson or Persons appointed by the Executive Board to carry out actively seeking new members to join the KPCA. This appointment is made in January or as soon as possible each year.
2. **Park Beautification and Maintenance** – Committee Chairperson or Persons appointed by the Executive Board to carry out improvements of Kensington Park. This appointment is made in January or as soon as possible each year.
3. **Welcome Committee** – Committee Chairperson or Persons appointed by the Executive Board to carry out the function of welcoming residents and instructing residents on county restriction codes for all new residents of Kensington Park. This appointment is made in January or as soon as possible each year.
4. **Activities Committee** – Committee Chairperson or persons who plan and implement

community activities or functions that have been approved by the Executive Board. This appointment is made in January or as soon as possible each year.

5. Committees to be named in the future should follow the rules outlined above.

Article VII

Meetings

Definitions

KPCA Membership Meeting – the regular Membership meeting of the KPCA shall be held on the first Tuesday of each month at 7:30 p.m. except during the months of June, July, August and September. The meeting can be rescheduled if there is a conflict with location or other considerations.

Annual Meeting – the Annual meeting of the KPCA shall be held in December of each calendar year. At that time, the election of officers shall take place.

Special Meeting – Special meetings may be called by the Executive Board throughout the year as necessary.

Quorum – for the KPCA, a quorum will be defined as fifty-one percent of members in good standing and are in attendance at the meeting.

Article VIII

Nominations and Elections

Definitions

Nominating Committee – The Executive Board of the KPCA shall appoint a Nominating Committee no later than October 1st of each year. The Nominating Committee will consist of three members in good standing (see Article III, No. 4) and who do not hold any position of Executive Officer. The Nominating Committee shall select its own Chairperson.

Written Slate – The Nominating Committee shall submit a written slate consisting of one nominee for each elective office at the November KPCA Membership meeting. Additional nominations for other candidates may be made from the floor but not by members of the Nominating Committee. Any member in good standing (Article III, No. 4) may be nominated. Consent to serve as an Officer must be obtained from each candidate prior to being placed on the slate and after nominations from the floor.

Annual Election – Election of the KPCA Executive Board will be held in December of the calendar year for each elective office and will take place at the December KPCA Membership meeting.

1. **Ballot Election** – Ballot elections are required when there is more than one nominated candidate for an office. Membership of voters shall be verified upon entry to the Annual Meeting to ensure they are members in good standing (Article III, No.4). A maximum of two votes per household will be accepted for members in good standing. If a tenant wishes to pay dues to become a member in good standing, in addition to the property owner, then they may also have voting rights. Minors are not permitted to vote (must be 18 years or older). The Nominating Committee members are charged with counting the ballots.

2. **Voice Vote** – A voice vote can be requested when there is only one candidate for each

office. Membership of voters shall be verified upon entry to the Annual Meeting to ensure they are members in good standing (Article III, No.4). One vote shall equal one voice and minors are not permitted to vote.

Newly Elected Officers – Newly elected officers shall be installed and take office at the January Membership meeting following the confirmation of their election to office.

Article IX

Article Amendments

Amendment of the By-Laws – The By-Laws listed within this documentation may be amended at any regular KPCA meeting or at a special Executive Board meeting which is called for this purpose.

Amendment of the By-Laws Vote Count – Any change of the By-Laws shall be read or disseminated at the Membership meeting and considered thirty days prior to the official date of voting. After a thirty day wait, the vote which confirms the change of a By-Law or By-Laws must be confirmed by fifty-one percent of voters of all KPCA members in good standing (Article III, Number 4) who are present. Membership of voters shall be verified upon entry to the Membership meeting.

Article X

Dissolved Association

In the event that the KPCA is dissolved or ceases operation, after a waiting period of a year, and with no plans for reinstatement, the assets shall be distributed to another organization which qualifies as an organization described in Section 501(c) 4 of the Internal Revenue Code of 1954, as amended.

Article XI

The Executive Board, Unit Directors and Committee Chairpersons

Code of Ethics

The privilege of any Executive Board Member, appointed Unit Director or Committee Chairperson may be terminated or cancelled by the Executive Board of the KPCA for one or more of the following violations:

No Longer a Resident of Kensington Park – At the date of official record transfer of Kensington Park property to a new owner recorded by the Sarasota County Property Appraiser's Office or if the person in question was not a property owner and they have left their Kensington Park property, member noted in said transfer or move will be terminated.

Illegal Practice – Illegal practices that defy or is contrary to established laws or By-Laws of the KPCA, and/or established government laws shall give reason for the Executive Board to take action to terminate the offender.

Distasteful Conduct – Any conduct that defies and is harmful to the principles, objectives and good order of the Executive Board, Unit Directors, Committee Chairs or residents of Kensington Park shall give reason for the Executive Board to take action to terminate the offender.

Exploitation of Position – Any use of the Executive Board, Unit Directors or Committee Chairpersons positions to promote, foster and/or exploit the position for personal gain or profit shall give reason for the Executive Board to take action to terminate the offender.

Misappropriation of Funds – Entrusted funds or assets of the KPCA which are put to wrongful use shall give reason for the Executive Board to take action to terminate the offender.

Approved: November 4, 2008