



BY-LAWS
OF THE
MIAMI BEACH ASSOCIATION
OLD LYME, CT

**Approved updates by the BOG on 8/17/2021 on changes
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ARTICLE I - ASSOCIATION MEETINGS

Section 1. ANNUAL MEETING. Each annual meeting shall be held in the Town of Old Lyme or virtual if mandated by State or Federal requirements or deemed necessary by the Board of Governors, during the month of June on a Saturday or Sunday at such time and place as a majority of the Board of Governors shall decide and warn (notice by mail, email and/or posting). At each annual meeting of the Association, the membership shall elect the officers and members (Directors) of the Board of Governors to fill vacant and/or expired terms for the ensuing year and may transact such other business as may properly come before the meeting.

Section 2. SPECIAL MEETING.

- (a) A special meeting may be called by the President for cause.
- (b) A special meeting may be called by a written request signed by at least seven (7) members in good standing and directed to the President or Secretary.
- (c) Electronic or written notice at least five (5) days prior to the date of the proposed special meeting must be sent to all members stating the purposes of the meeting.

Section 3. MEMBERSHIP. All owners of record of land or holding a freehold interest in any land within the of said Association as specified in Section 2 of the Association Charter and who are (i) individuals who are at least eighteen (18) years of age or (ii) Legal Entities, as defined in Section 5, shall be Members of said Association while they continue to be owners of such land. Individual Members shall be eligible to hold any office in said Association provided they are a member in good standing. All members, in good standing, of the Miami Beach Association, shall be entitled to vote at any meeting of said Association and shall be eligible to hold any office in said Association. (A member in good standing is defined as one who is not delinquent in his taxes, and does not owe money for fines due to violations.)

Section 4. VOTER ELIGIBILITY AND VOTING.

Voter eligibility and the voting process as described in detail in the Association Charter *Section 5 Voting Eligibility* and *Section 6 Voting*, will be followed for all meetings.

ARTICLE II - BOARD OF GOVERNORS

Section 1. AUTHORITY. The business and affairs of the Miami Beach Association shall be managed by the Board of Governors. All members of the Board of Governors must be deeded property owners within the boundaries of the Miami Beach Association.

Section 2. BY-LAWS AND ORDINANCES. The Board of Governors may enact by-laws and ordinances for the purposes fully described and outlined in the Association Charter Section 12 -Authority.

Section 3. PENALTIES. Board of Governors has the authority to enforce and determine a penalty for violation of any such by-law, ordinance, or regulation including but not limited to violations which may endanger the health, safety, welfare or security of our residents and guests (e.g., actions related to any motorized vehicle , public alcohol use, and non-compliance with beach regulations).

Section 4. NUMBER AND MEMBERS. The Board of Governors shall be elected by the membership of the Miami Beach Association at the annual member meeting held each June. This Board shall be made up of the four (4) Officers (President, Vice President, Secretary, Treasurer) of the Association, and six (6) Directors. Any elected official must be member in good standing. Further, in order to avoid any semblance of a conflict of interest when it comes to voting or other Association business involving decision-making, no two (2) or more directors can have an immediate family relationship (e.g., neither spouse, sons nor daughters can serve at the same time as directors). All nominations are to be recognized by the Board of Governors as long as the member nominated meets the criteria for an election (i.e., nominated and seconded by a member in good standing).

Section 5. TERM OF OFFICE The term of office for each officer (i.e., President, Vice President, Secretary, Treasurer) shall be for 1 year and thereafter until his/her election for another term or upon the Officer's death, resignation, or removal prior to the term expiration and a successor elected. The term of office for each Director shall be for a three-year term and thereafter until his/her successor has been elected upon the Board member's term expiration, death, resignation, or removal.

Section 6. BOARD OF GOVERNORS MEETINGS. The Board of Governors shall hold meetings as follows:

- (a) On a monthly basis beginning immediately following the annual June meeting of the membership or as soon thereafter as is appropriate.
- (b) No meeting will be held during the months of December and January (recognized as the winter recess).
- (c) Under no circumstances shall the Board of Governors meet less than one (1) time per quarter.
- (d) Special meetings of the Board of Governors may be called by the President of the Association for cause or at the written request and approval of three (3) directors of the Board, at least three (3) days prior to the day of the proposed meeting, stating the purposes of the meeting. Said meeting will be announced by the Secretary once approved.

Section 7. QUORUM AND VOTING. A quorum shall consist of a majority of the Directors in office and present at a Board of Governors meeting. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board of Governors. In the case of a split decision, the President shall vote to break the tie. Except for the President's voting to break split decisions, all officers are ex-officio members of the Board of Governors but shall have no vote. However, the ex-officio members can suggest motions and engage in discussion on any motion.

Section 8. REMOVAL.

- (a) A member of the Board of Governors may be removed for cause by a vote of two-thirds (2/3) of the members of said Association present at a meeting duly warned and held for that purpose.
- (b) Any member (officer, director) of the Board of Governors may be removed from his/her position if absent from three consecutive meetings, either regular or special, as well as meetings of the Board of Governors, and Executive Committees.

Section 9. VACANCIES. A vacancy for the remaining term of the Director in the membership of the Directors of the Board of Governors occurring between annual meetings may be filled by any member in

good standing. The Nominating Committee will solicit nominations from the membership to fill the vacancy. Once the nominations have been confirmed by the Nominating Committee, a meeting duly noticed and a vote by the membership will be held and voted upon by a majority vote of the members present for such cause. In the interim and until the Nominating Committee can complete their task, the Board of Governors can choose to appoint or not to appoint an interim Director from the membership based on the immediacy or need.

Section 10. NOTICE. Notification of all regular and special meetings shall be issued to each member of the Board of Governors by the Secretary, but in no event less than two (2) days prior to the date fixed for such meeting. Notification can be made by mail email and posting on the MBA website'

Section 11. EXECUTIVE COMMITTEE. The Board of Governors may at a meeting at which a quorum is present, designate two (2) or more members of the Board as an executive committee or other committee. A committee may not (a) authorize distributions, (b) approve or propose to the MBA membership action that requires MBA membership approval, (c) fill vacancies on the Board of Governors or any of its committees, (d) amend articles of incorporation, (e) adopt, amend or repeal by-laws.

Section 12. LAW-SUITS. The Board of Governors shall have the power to sue and to be sued. The Board may place a lien upon a property if the taxes have not been paid and may collect by suit in the name of the Association by foreclosure of such lien. The Board shall also have the right to recover sheriff's fees, court fees, reasonable attorney's fees, judgment lien fees and interest.

Section 13. DEBTS. The Board of Governors shall have the power to sell, lease or mortgage real estate to incur debts. The Board shall have the power to borrow money, giving, therefore, notes of the corporation, signed by one or more officials, duly authorized by the Board, and may enter into any contract furthering the purpose of the Miami Beach Association with membership approval.

Section 14. BUDGET. The Board of Governors shall:

- (a) Prepare the annual budget for the Association.
- (b) Present to the members, at the annual June meeting, the detailed budget, making appropriations for each of the items for which the Association must, or may, provide out of funds known to be in the possession of the Association or estimated to come into its possession during the ensuing fiscal year.
- (c) The budget, either in its original or amended form, must be adopted by the members at its annual June meeting. Following its adoption, all expenditures of the Association during that fiscal year must be within the appropriations therein made. There shall be no variations thereof except that funds may be transferred from one appropriation to another within the limits of the overall budget by a majority vote of the Directors of the Board of Governors present at a regularly scheduled Board meeting, provided the suggested transfer shall have been mentioned in the meeting agenda distributed at least two (2) days prior to the meeting.
- (d) The budget may include a dedicated contingent item to cover unforeseen emergencies of the Association. This item shall be considered for practical purposes to be outside of the regular

budget and appropriations from that item shall be made only after a majority vote of the Directors of the Board of Governors.

- (e) Any unexpended balances of appropriations contained within the budget for any one year shall be available for appropriation to the General Fund in the following fiscal year, in accordance with the budget adopted for that year.
- (f) Recommend a tax rate for the purpose of and based upon such budget necessary to operate the
- (g) estate within the limits of the Association as shown by the last-completed Grand List of the Town of Old Lyme.

Section 15. SPENDING AUTHORITY. The Board of Governors can spend any amount up to and including two thousand dollars (\$2,000.00) without having to go out to bid (provided funds are available in the Association's current budget). If the expenditure exceeds \$2,000 than the Board must seek at least two bids and award the spending item to the lower qualified bidder (provided funds for the item(s) are available in the Association's current budget). If an item is proposed that will require money not included in the Association's current budget, the board must seek approval from the entire Association before money can be spent. **Any Board-approved expense incurred by any member (Board or otherwise) will be fully reimbursed in a timely manner upon receipt of the expense.**

- (a) Exceptions: Any situation considered an emergency as determined by the President and approved by the Board of Governors that may potentially endanger the health, welfare, safety or security of the Association and which may cause a liability to the Association if not acted upon with urgency, will not be bound by the spending limits. The membership will be made aware of such emergency expenditure via email sent to all registered members by the Secretary of the Association within 5 days of the occurrence, and best effort will be made to notify other members of the Association by posting on the Association bulletin board **and the MBA Website.**

Section 16. ATTORNEY. The Board of Governors may appoint an attorney at law as counsel for the Association and authorize payment to him/her for services rendered. The membership will be made aware of such engagement via email to all registered members by the Secretary of the Association within 5 days of the occurrence, and best effort will be made to notify other members of the Association by posting on the Association bulletin board **and the MBA website.**

ARTICLE III - OFFICERS

Section 1. NUMBER. The Miami Beach Association shall have four (4) Officers: a President, Vice-President, Secretary, and Treasurer.

Section 2. ELECTION. The voting membership, at the annual meeting held in June, shall elect a President, Vice-President, Secretary, and Treasurer at the expiration of their term in office. Electronic absentee ballots will be available upon request to the Secretary of the Association. . See Section 4 (Duties of Secretary) regarding electronic absentee ballots **or postal mail.**

Section 3. TERM OF OFFICE. The term of office for each Officer (President, Vice President, Secretary, Treasurer) shall be one (1) year.

Section 4. DUTIES OF THE OFFICERS. The duties and powers of the officers of the Association shall be as follows:

The President shall:

- (a) Preside at all meetings of the Board of Governors and membership.
- (b) Present an annual report at each annual meeting of the Association, and Board of Governors.
- (c) See that all orders and resolutions of the Board of Governors are carried into effect.
- (d) Sign and make all contracts and agreements in the name of the Association with the approval of the Board.
- (e) See that the books, reports, financial statements and certificates required by the statutes are properly kept, made and filed according to law.
- (f) Be the chief executive officer of the Association and shall have general direction and management of the affairs of the Association subject to the control of the Board of Governors.
- (g) Enforce these By Laws and perform all the duties incident to the office of President.

The Vice-President shall:

- (a) In the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Governors may from time to time prescribe.

The Secretary shall:

- (a) Keep the minutes of the meetings of the Board of Governors and of the Association in appropriate books and keep minutes of standing executive committees when required.
- (b) Give and serve all notices of the Association.
- (c) Be the custodian of the records.
- (d) Keep the books containing the names of all members when they become property owners of record, showing their places of residence at Miami Beach and other residence when applicable.
- (e) Present to the Board of Governors at their stated meetings all communications addressed to him/her officially by the President or any other officer or member of the Association.
- (f) Attend to all correspondence and perform all the duties incident to the office of Secretary.
- (g) Perform such other duties as may be prescribed by the Board of Governors or President under whose supervision he/she shall be.
- (h) Send out the absentee ballots (electronic or postal mail) that will be received by the Nominating Committee.

The Treasurer shall:

- (a) Collect or have collected taxes in accordance with the approved mil tax rate.
- (b) **Deposit tax checks received within 30-45 days of receipt.**
- (c) Have all the powers and be subject to all the duties provided by law for Tax Collectors of Towns which includes imposing an interest rate of 18% per year on delinquent taxes.
- (d) Have custody of all funds of the Association, shall keep an account of all monies received and paid out and shall render a report at each annual meeting and at other times, at the request of a majority of the Board of Governors.

- (e) Sign checks for the Association and, when necessary and proper, shall endorse on behalf of the Association all notes, checks and other receivables requiring such endorsement and shall deposit the same to the credit of the Association.
- (f) Prepare a financial or other statement at the end of the fiscal year showing the income and expense during the fiscal year and make a full report to the Board of Governors. This includes providing any supporting documentation as requested by the Board to substantiate the Treasurer's report. If necessary, the Board of Governors may appoint an attorney-at-law or CPA as counsel for the Association and authorize payment to such attorney or CPA for services rendered to review the report.
- (g) Keep correct books of account of all Association business and transactions and such other books of account as the Board of Governors may require.
- (h) Disburse the funds of the Association as may be ordered by the Board of Governors, taking proper vouchers for such disbursements.
- (i) Send written notice of the rate of taxation along with the amount of taxes apportioned to each property, to the property owner as designated by the grand list of the town of Old Lyme, on or before June first and such will be payable on the first of the following July, and delinquent after July 31.
- (j) **Send a notice of delinquency if taxes are not received within 6 months of due date.**
- (k) Place a lien on any property on which taxes have been delinquent over one year.

Section 5. BONDING. All officers shall be bonded in such sum and with such surety or sureties as shall be satisfactory to the Board of Governors for the faithful performance of the duties of their office and for the restoration to the association, in case of death, resignation, retirement or removal from office of any officer, of all books, papers, vouchers, money, and other property of whatever kind in his/her possession or under his control belonging to the Association.

Section 6. VACANCIES. Any vacancy occurring in any Office between annual meetings must be filled from within the current standing administration or the current Board of Governors for the un-expired portion of the term. The order in which the vacancy will be filled is as follows:

- (a) If the President resigns, the Vice-President assumes the Presidency.
- (b) If the President and Vice-President resign the Secretary assumes the Presidency.
- (c) If the Vice-President resigns the position will be left vacant until the next annual meeting unless a current Director desires to hold that position and is voted into that office by a majority vote of the Board of Governors.
- (d) If the Treasurer resigns, the position will be filled by any member in good standing as qualified, **and selected by the Nominating Committee** and voted upon by a majority vote of membership at a meeting specifically warned for that cause. In the event of an emergency where the vacancy of the Treasurer may impact the financial health of the Association, the Board of Governors may appoint a Director or any member in good standing to fill the vacancy until the next annual meeting, at which time the members of the Association shall elect a member to the Board for the un-expired portion of the Officer's term
- (e) If the Secretary resigns, the position will be filled by a current Director of the Board of Governors if so desired by that Director, or by any member in good standing as qualified, **and**

selected by the Nominating Committee and voted upon by a majority vote of membership at a meeting specifically warned for that cause.

Section 7. COMPENSATION. The Secretary and Treasurer shall be compensated the amount allotted in the Budget as determined by the Board of Governors.

Section 8. RESIGNATION. An officer may resign at any time by delivering notice to the President and Board of Governors. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Board accepts the future effective date, the Board may fill the pending vacancy before the effective date, provided that the Board provides that the successor does not take office until the effective date.

ARTICLE IV: PROCEDURE AND ORDER OF BUSINESS

Section 1. MEMBER MEETING QUORUM: At a regular or special meeting of the Association twenty (20) voting members of the Association shall constitute a quorum for the transaction of business.

Section 2. ORDER OF BUSINESS.

Annual Meeting

1. Call to order
2. Reading and approval of minutes of previous session
3. Reading and approval of the Treasurer's report
4. President's report
5. Old business
6. New business
7. Ill and distress
8. Adjournment

Special Meetings

1. The order of business for a special meeting shall be limited to the discussion of the business for which the meeting has been called. Other matters may be discussed upon a vote of the majority.

Board of Directors Meetings

1. Roll call of officers and directors
2. Reading and approval of the minutes
3. Reading and approval of the Treasurer's report
4. Correspondence (if any)
5. Committee reports
6. Old business
7. New business
8. Good and welfare

9. Adjournment

Section 3. VIRTUAL BOARD MEETINGS

The following rules will apply for all Electronic Meetings

1. **Login information.** The Secretary or meeting organizer shall send by e-mail to every member of the Board, at least 5 days before each meeting, the time of the meeting, the URL and any codes necessary to connect to the Internet meeting service, and, as an alternative and backup to the audio connection included within the Internet service, the phone number and access code(s) the member needs to participate orally by telephone. The Secretary or meeting organizer shall also include a copy of, or a link to, these rules.
2. **Login time.** The Secretary or meeting organizer or designated individual shall schedule Internet meeting service availability to begin at least 15 minutes before the start of each meeting.
3. **Signing in and out.** Board members shall identify themselves as required to sign in to the Internet meeting service, and shall maintain Internet and audio access throughout the meeting whenever present, but shall sign out upon any departure before adjournment.
4. **Quorum calls.** The presence of a quorum shall be established by the online participant list at the beginning of the meeting. Thereafter, the continued presence of a quorum shall be determined by the online list of participating members, unless any member or officer demands a quorum count by audible roll call. Such a demand may be made following any vote for which the announced totals add to less than a quorum.
5. **Technical requirements and malfunctions.** Each member is responsible for his or her audio and Internet connections; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.
6. **Forced disconnections.** The President or appointed representative may cause or direct the disconnection or temporary muting of a member's connection if it is causing undue interference with the meeting. The decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting, and recorded in the minutes.
7. **Assignment of the floor.** To seek recognition by the President, a Board member shall take the necessary actions (using the built-in features) as required by the conferencing software. Upon assigning the floor to a Board member, the President will request the Secretary or meeting organizer to mute all other Board members. To claim preference in recognition, another Board member who had been seeking recognition may promptly seek recognition again (via the built-in features), and the President shall recognize the member for the limited purpose of determining whether that member is entitled to preference in recognition.
8. **Interrupting a member.** A member who intends to make a motion or request that under the rules may interrupt a speaker shall use the built-in features for so indicating, and shall thereafter wait a reasonable time for the President's instructions before attempting to interrupt the speaker by voice.
9. **Motions submitted in writing.** A Board member intending to make a motion, to offer an amendment, or to propose instructions to the rest of the Board, shall, before or after being recognized, post the motion in writing to the online area designated by the Secretary or meeting

organizer for this purpose, preceded by the member's name. Use of the online area designated by the Secretary or meeting organizer for this purpose shall be restricted to posting the text of intended motions.

10. **Display of motions.** The Secretary or meeting organizer shall designate an online area exclusively for the display of the immediately pending question and other relevant pending questions (such as the main motion, or the pertinent part of the main motion, when an amendment to it is immediately pending); and, to the extent feasible, the Secretary or meeting organizer shall cause such questions, or any other documents that are currently before the meeting for action or information, to be displayed therein until disposed of.
11. **Voting.** Votes shall be taken by electronic roll call or by audible roll call from each voting Board member. The President's announcement of the voting result shall include the number of members voting on each side of the question and the number, if any, who explicitly respond to acknowledge their presence without casting a vote. Business may also be conducted by unanimous consent.
12. **Video display.** The President, or the Secretary or meeting organizer, shall cause a video of the member currently speaking and/or presented material to be displayed throughout the meeting for the entire Board to view.
13. **Recording of Meeting.** The President shall direct the Secretary or meeting organizer to immediately begin recording of the meeting when the 'call to order' is announced by the President. The recording shall be made available to any board member upon request.

Section 4. VIRTUAL MEMBER MEETINGS

The following rules will apply for all Electronic Member Meetings (including special, annual meetings).

1. **Login information.** The Secretary or meeting organizer shall send by e-mail to every member at least 5 days before each meeting, the time of the meeting, the URL and any codes necessary to connect to the Internet meeting service, and, as an alternative and backup to the audio connection included within the Internet service, the phone number and access code(s) the member needs to participate orally by telephone. The Secretary or meeting organizer shall also include a copy of, or a link to, these rules.
2. **Login time.** The Secretary or meeting organizer or designated individual shall schedule Internet meeting service availability to begin at least 15 minutes before the start of each meeting.
3. **Signing in and out.** Members shall identify themselves as required to sign in to the Internet meeting service, and shall maintain Internet and audio access throughout the meeting whenever present, but shall sign out upon any departure before adjournment.
4. **Quorum calls.** The presence of a quorum shall be established by the online participant list at the beginning of the meeting. Thereafter, the continued presence of a quorum shall be determined by the online list of participating members.

5. **Technical requirements and malfunctions.** Each member is responsible for his or her audio and Internet connections; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.
6. **Forced disconnections.** The President or appointed representative may cause or direct the disconnection or temporary muting of a member's connection if it is causing undue interference with the meeting. The decision to do so, which is not debatable, shall be announced during the meeting, and recorded in the minutes.
7. **Assignment of the floor.** To seek recognition by the President, a member shall take the necessary actions (using the built-in features) as required by the conferencing software. Upon assigning the floor to a member, the President will request the Secretary or meeting organizer to mute all other members. To claim preference in recognition, another member who had been seeking recognition may promptly seek recognition again (via the built-in features), and the President shall recognize the member for the limited purpose of determining whether that member is entitled to preference in recognition.
8. **Interrupting a member.** A member who intends to make a motion or request that under the rules may interrupt a speaker shall use the built-in features for so indicating and shall thereafter wait a reasonable time for the President's instructions before attempting to interrupt the speaker by voice.
9. **Motions submitted in writing.** A member intending to make a motion, to offer an amendment, or to propose instructions to the rest of the members, shall, before or after being recognized, post the motion in writing to the online area designated by the Secretary or meeting organizer for this purpose, preceded by the member's name. Use of the online area designated by the Secretary or meeting organizer for this purpose shall be restricted to posting the text of intended motions.
10. **Display of motions.** The Secretary or meeting organizer shall designate an online area exclusively for the display of the immediately pending question and other relevant pending questions (such as the main motion, or the pertinent part of the main motion, when an amendment to it is immediately pending); and, to the extent feasible, the Secretary or meeting organizer shall cause such questions, or any other documents that are currently before the meeting for action or information, to be displayed therein until disposed of.
11. **Voting.** Votes shall be taken by electronic roll call or by audible roll call from each voting member. The President's announcement of the voting result shall include the number of members voting on each side of the question and the number, if any, who explicitly respond to acknowledge their presence without casting a vote. Business may also be conducted by unanimous consent.
12. **Video display.** The President, or the Secretary or meeting organizer, shall cause a video of the member currently speaking and/or presented material to be displayed throughout the meeting for the entire membership to view.
13. **Recording of Meeting.** The President shall direct the Secretary or meeting organizer to immediately begin recording of the meeting when the 'call to order' is announced by the President and made available to any member in good standing upon request

ARTICLE V: COMMITTEES

Section 1. GENERAL:

The President shall immediately, after his/her installation, **with input from the Board of Governors**, appoint Chairpersons from the general membership who are members in good standing or from the Board of Governors for the committees described here in. Members shall provide their desire to be a chairperson for a committee or participate on a committee with a written request submitted to the **President Nominating Committee including any past or current experience or skills that could benefit the Association**. Committee chairpersons are responsible for preparing reports as requested or required by the President.

From time to time, it may be necessary or prudent of the **President Board of Governors** to establish ad-hoc committees for the purpose of achieving Association objectives. Such committees will be established by the **President Board of Governors** who will designate a chairperson, whose charge it will be to secure members for said committee. The chairperson may be selected from the current Board of Governors or from the membership at large. **If the President or the Board of Governors deems necessary the removal of chairperson(s), it will be done by a vote of the Board of Governors.**

Section 2. STANDING COMMITTEES

- (a) Roads and Association Improvements Committee – This committee’s duties include but are not limited to:
 - 1. Survey of roads for any needed repairs and seeks bids.
 - 2. Respond to emergency road repairs.
 - 3. Oversee snowplowing contract.
 - 4. Survey the Association and makes recommendations to the Board for potential improvements as necessary or required due to traffic control, health and/or safety concerns as appropriate.

- (b) Drains and Brook Committee: This committee’s duties include but are not limited to:
 - 1. Survey of drains for any needed repairs and seeks bids for repair, replacement, or cleaning.
 - 2. Respond to emergency drain repairs.
 - 3. Survey the Brook and makes recommendations to the Board for potential improvements as necessary or required due to flooding, health and/or safety concerns as appropriate.

- (c) Security Committee: This committee’s duties include but are not limited to:
 - 1. **Set the security schedule and recruits Security staff (with Board assistance) from both internal and external sources.**
 - 2. Establish and coordinate Security coverage for the Association to include the Beach and the Roads.
 - 3. Ensure member’s concerns for Security are met and **addressed in a timely manner.**

4. Ensure minimum coverage by Security personnel are in place. ~~on a daily basis to cover all entrances and the beach in order to ensure a safe and secure environment.~~
5. Work with the local police, Rangers and Resident State Trooper to:
 - a. Understand where their duties and obligations begin/end relative to the MBA.
 - b. Understand that MBA Security is the first and most important line of defense before engaging Police.
6. **Research reputable outside Security companies and makes recommendations to the Board for Security company selection.**

- (d) Property Management Committee: This committee's duties include but are not limited to:
1. Surveys and takes inventory of all road and gate signage including signs on the beach.
 2. Makes necessary repairs or installs signs as required.
 3. Ensures all Association-owned lawn areas are maintained by our selected grounds keeping company.
 4. Ensures gates are opened and locked accordingly during the beach season.
 5. Maintains the gate locks.
 6. Ensures beach parking lot lines are painted on a regular basis.
 7. Ensures beach sidewalk is swept and kept clean during the beach season.
 8. Works with the Roads and Association Improvements committee if any beach parking lot repairs are necessary

- (e) WPCA Committee: This committee's duties include but are not limited to:
1. As defined in the resolution to create the committee

- (f) Beach Cleaning Committee: This committee's duties include but are not limited to:
1. Surveys beach for any needed restoration.
 2. Oversees beach cleaning contract and seeks bids as requested or required.
 3. Makes recommendations to the Board for potential beach improvements as necessary or required due to flooding, health and/or safety concerns as appropriate.

- (g) Budget & Finance Committee: – This committee's duties include but are not limited to:
1. **Establish and submit an annual budget for adoption by the Association.**
 2. Continually monitor ongoing financial situation and issues'
 3. Make recommendations to the Board where such matters are involved.

Section 3. SPECIAL COMMITTEES

- (a) Clean Beach Program Committee: This committee's duties include but are not limited to:
1. Oversee beach booth and gates.
 2. Hire summer help to staff the positions.
 3. Make recommendations to the Board on potential improvements or options for management.

4. Fully responsible for ensuring the program is managed properly including fee collection, waterproof stamps are available and being used, recording passes, checking for proof of residency, managing lost or stolen passes, interfacing with uniformed security and junior security, etc.)
5. Coordinate with the Treasurer regarding the purchase/issuing of CBPs, recording lost passes, and depositing of the day's receipts.

(b) By-Laws Committee: This committee's duties include but are not limited to:

1. Establishing, finalizing and maintaining the Association by-laws.
2. Review and acceptance by the Board of Governors as necessary based on updates.
3. Presentation to and acceptance by the membership as necessary based on updates.

(c) Entertainment Committee: This committee's duties include but are not limited to:

1. Establishing and coordinately all events for the Association including the annual picnic.

Section 4. NOMINATING COMMITTEE. The President will appoint the Vice President of the Association to be the Chairperson for this committee. The committee will consist of five (5) (members); The Vice President and four (4) members selected at large by a vote of the general membership at the annual meeting. The Nominating Committee duties shall commence upon direction from the Vice President. This committee's duties include but are not limited to:

- (a) Seek candidates, through active solicitation or request by a member, to fill Director vacancies or run for an Officer position within the Association.
- (b) Design the absentee ballot for approval by the Board of Governors.
- (c) Oversee the voting process which includes checking-in of registered members, collecting, counting ballots (both in-person and absentee) and reporting the results to the President for formal announcement to the membership.
- (d) Retain a record of the votes taken for a period of 90 days after the election.
- (e) Address any issues with the voting process and report such incidences to the Board of Governors.
- (f) Ensure a fair and equitable election process where everyone in the Association is given a full opportunity to be part of the Board of Governors.

Section 6. Chairpersons: These chairpersons shall have the power, in conjunction with the President, and with input from the Board of Governors, to select their committee members.

Section 7. Presidential Status: The President of this Association shall be an ex-officio member of all standing committees.

Section 8. Meetings: All standing committees shall meet at the discretion of the chairperson, or when requested to do so by the President or the Board of Governors.

ARTICLE VI - AMENDMENTS

Section 1. CHANGES TO BY-LAWS. Changes to By-Laws will be the responsibility of the By-Laws Committee so formed as a special committee by the President. When the By-Laws Committee changes the by-laws, it must come before the Board of Governors for any additional suggestions or recommendations prior to submission to the membership for a vote either at the annual member meeting in June or by special meeting called by the President and specifically warned for this purpose, before they become effective.

Section 2. EFFECTIVE DATE. No by-law enacted by the membership shall take effect until fourteen (14) days after its passage by the Membership of the Association at an annual meeting or a meeting so warned for that purpose. Membership shall be notified of the passage by a posting on the Association's website , eMail and/ or the bulletin board located within the boundaries of the Association within seven (7) days of such passing.

Section 3. ORDINANCES. The Board of Governors has the authority to change or add to the Ordinances as necessary in order to maintain the health, tranquility, safety and security of the Association. A majority vote of the Directors of the Board of Governors is the only requirement to enact the changes. When the Board of Governors enacts a change to the Ordinances an update will be provided to the membership by a posting on the Association's website , eMail and/ or the bulletin board located within the boundaries of the Association within seven (7) days of such passing. Changes to the Ordinances become effective immediately upon approval by the Board of Governors.

ARTICLE VII - INDEMNIFICATION

The Association shall indemnify its Directors and Officers to the fullest extent permitted by law and Articles of Incorporation. The Association shall advance the payment of legal expenses to a Director or Officer in the defense of any claim for which indemnification may be available to the fullest extent permitted by law and Articles of Incorporation.