

BY-LAWS for Pine View Association

ARTICLE I: NAME

The name of this Corporation is Pine View Association, Inc., hereinafter referred to as the "Association". The place in this state where the principal office of the Association is to be located is the City of Osprey, Sarasota County.

ARTICLE II: CORPORATE STATUS

The Association is a corporation not for profit governed by Chapter 617 of the Florida Statutes.

ARTICLE III: OBJECT AND PURPOSE

The general purpose of the Association shall be to foster and promote public education in Sarasota County in general and in particular to develop and increase the facilities for gifted education and to provide guidance and assistance for gifted children of Sarasota County through the schools and programs operated by the School Board of Sarasota County, Florida, and to furnish aid and assistance for buildings, research, instruction, equipment, facilities, and vocational guidance of students in and for such gifted schools.

This corporation is organized exclusively for charitable and educational purposes including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the preceding paragraph. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these by-laws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law).

ARTICLE IV: MEMBERSHIP

Section 1. Any person subscribing to the purpose of the Association shall be eligible for membership in the Association upon payment of dues and/or compliance with procedures as prescribed by the Board of Directors without regard to race, color, creed, gender or national origin.

Section 2. Membership shall be for the period of September 1 to August 31 of each year.

Section 3. This Association shall conduct an annual enrollment of members, but persons may be admitted to membership at any time.

ARTICLE V: DIRECTORS

Section 1. The policies of the Association and the control and management of its affairs shall be vested in a Board comprised of a maximum of twenty-five (25) directors, who are age 18 or older, chosen from among the members in good standing, up to twenty-one (21) of whom shall be elected by the membership (the "Elected Directors") at the regular annual meeting hereinafter provided, up to three (3) of whom shall be selected by the Pine View School faculty and administration (the "Faculty Directors") and one (1) of whom shall be the Pine View School principal.

Section 2. The Twenty-one (21) Elected Directors shall be elected for staggered terms of three (3) years such that Seven (7) Elected Directors shall be elected or re-elected each year as follows:

- 1) Two (2) directors with Pine View students in elementary grades (2-5)
- 2) Two (2) directors with Pine View students in middle school grades (6-8)
- 3) Two (2) directors with Pine View students in high school grades (9-12)
- 4) One (1) director-at-large

Section 3. The Three (3) Faculty Directors shall be selected for a term of one year by a process to be determined by the faculty and the Pine View School administration. Three (3) Faculty Directors shall be selected each year.

Section 4. A quorum at any meeting of the Board of Directors shall consist of a majority of the members of the Board.

Section 5. Any vacancy of the Board may be filled by the Board at its next regular meeting. The Board shall give first consideration in filling any vacancies to those persons who were candidates for the Board but were not elected at the last annual meeting of the members. The director appointed to fill a vacancy shall be appointed for the un-expired term of his or her predecessor in office.

Section 6. Three (3) days notice shall be give to each Director prior to any special or regular meeting of the Board of Directors, except that no notice need be given for a regular meeting if the Board of Directors adopts a regular meeting policy.

Section 7. Any Board member who misses three (3) regularly scheduled meetings of the Board of Directors within one (1) year may, by action of the Board, be deemed to have resigned, and that position shall be declared vacant.

ARTICLE VI: OFFICERS

Section 1. The Officers of this organization shall consist of a President, a Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer. All of the Officers must be Board members.

Section 2. Officers shall be elected by the Board of Directors at the first meeting of such Board immediately following the regular annual meeting. The Election Committee will present a slate of officers at the meeting. Nominations may also be taken from the Board at that meeting.

Section 3. The duties of Officers are as follows:

- (a) The President shall preside at all meetings of the membership, Board of Directors and Executive Committee. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President, at the beginning of his/her term, shall appoint a Parliamentarian.
- (b) The Vice President shall act as aid to the President and shall perform the duties of the President in the absence or inability of that officer to act.
- (c) The Recording Secretary shall record the minutes of all meetings of the Association and of the Executive Committee, keep a correct list of names and addresses of all members of the Executive Committee, take attendance at meetings, mail minutes, and provide agendas to the Board members prior to meetings, and perform such other duties as my be requested by the President.
- (d) The Corresponding Secretary shall perform the duties of the Recording Secretary during the absence of the Recording Secretary, be responsible for general correspondence, and perform such other duties as may be requested by the President.

- (e) The Treasurer shall have custody of all of the funds of the Association, shall keep a full and accurate account of receipts and expenditures, and shall make disbursements, authorized by the Board or the Executive Committee. Three (3) signatures shall be on file at the bank, with two (2) signatures required on all Association checks. The Treasurer shall present a financial statement at every meeting of the Association and at other time when requested by the Executive Committee and shall make a full report at the annual meeting of members in April. The Treasurer shall be responsible for the maintenance of such books of account and records as are sufficient to establish the items of gross income, receipts, and disbursements of the Association.

ARTICLE VII: REVIEW COMMITTEE

The Treasurer's accounts shall be examined annually by a Review Committee composed of not fewer than three members who shall review the Treasurer's accounts. The Review Committee shall be appointed by the Executive Committee by the April meeting, and shall consist of three (3) people, none of whom may be a member of the Board or a Board member's family. The Review Committee shall prepare a report that shall be submitted at the September Board meeting.

ARTICLE VIII: EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the Officers of the Association.

Section 2. The duties of the Executive Committee shall be to transact business in the intervals between Board meeting, in emergencies, during the summer months, to call special meetings, and to conduct such other business as may be referred to it by the Board.

ARTICLE IX: DUTIES OF THE BOARD OF DIRECTORS

Section 1. To create standing committees as deemed necessary by the perceived need or desire of the membership.

Section 2. To approve the plans of work of the standing committees.

Section 3. To present a report at the April meetings of the Association.

Section 4. To approve the budget as prepared by the Budget Committee.

Section 5. To approve bills and expenditures.

ARTICLE X: MEETINGS

Section 1. The regular annual meeting of this membership shall be held in the month of April of each year at a time and place to be set by the Board of Directors. Notice of such annual meeting shall be given to each member at least seven (7) days prior to the date of said annual meeting. Each member of the Association in good standing shall have one (1) vote.

Section 2. Meeting of the Board of Directors and the Executive Committee shall be held at such times and places as shall be determined by their respective memberships.

Section 3. All meetings of the membership, Board of Directors and Executive Committee shall be governed by Robert's Rule of Order, Revised, in all cases in which they are applicable and not in conflict with these by-laws, the Article of Incorporation, of the Non-Profit Corporation Act under which the Association may be incorporated.

Section 4. Minutes of all meetings of the membership, Board of Directors, and Executive Committee will be kept.

Section 5. Special meetings may be called by the Executive Committee, three (3) days notice having been given to Board Members.

ARTICLE XI: ELECTION PROCEDURES

Section 1. Election Committee:

- (a) By March 1st, the President shall appoint an Election Committee consisting of at least five (5) members of the Association, including Board members and general members, for the purpose of soliciting candidates to fill vacancies on the Board.
- (b) The Election Committee shall notify the membership of vacancies and actively solicit candidates for the Board from the Association membership.
- (c) At least seven (7) days prior to the meeting for the election of Directors, the Election Committee shall submit to the membership the names of all persons seeking to be candidates for the Board and the grade level(s), e.g. elementary, middle or high school, they are eligible to represent. All candidates' names will be posted at Pine View.
- (d) The Election Committee shall tally and report results of the election to the general membership before the conclusion of the election meeting.

Section 2. Any Association member who wishes to become a candidate for the Board of Directors must submit in writing his/her intention to the Election Committee at least ten (10) days prior to the annual election so that the general membership can be notified of all candidates prior to the election meeting.

ARTICLE XII: COMMITTEES

Section 1. The President, with the approval of the Board of Directors, shall appoint such standing committees as may be necessary to carry out the goals and objectives of this organization and to properly administer its affairs.

Section 2. The chairperson of each standing committee shall present a plan of work, including a budget, to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors. All chairpersons are required to submit a written report of their committee activities at year-end. These reports shall be kept by the Recording Secretary.

Section 3. The President shall be a member ex-officio of all committees except the Election Committee.

ARTICLE XIII: FISCAL YEAR

The fiscal year of this Association shall be July 1 – June 30.

ARTICLE XIII: INDEMNIFICATION

The Pine View Association shall indemnify any duly elected and/or appointed Officer Director, and/or committee chairperson who was or is made a party, or is threatened to be made a party, to any threatened, pending, or completed action, law suit, or proceeding, whether civil, criminal, or investigative, or any past officer, director, and/or committee chairperson duly elected and/or appointed to any position during the time complained of by any complainant from and against any and all expenses, including attorney's fees, incurred by him/her in defense of such action(s), as long as he/she acted in good faith and with knowledge, information, and belief that he/she acted or omitted to act in the best interest of the Pine View Association.

The Pine View Association Board of Directors is authorized but not required, to insure this indemnification through a reputable insurance carrier at the Association's sole discretion in such amount(s) as it may from time to time deem appropriate.

ARTICLE XV: AMENDMENTS

These by-laws may be amended by a majority vote of the membership present and voting on the basis of one (1) vote per member in good standing at any duly authorized membership meeting of the organization provided notice of the subject of the proposed amendment(s) is given in the notice of the meeting.